TERRI AGENW:	Good morning, good afternoon, and good evening. Welcome to the At-Large ad-hoc working group on IANA transition and ICANN accountability call, on Wednesday the 13 of May, 2015 at 13:00 UTC.

On the English channel we have Tomohiro Fujisaki, Olivier Crépin-Leblond, Yasuichi Kitamura, Tijani Ben Jemaa, León Sanchez, Seun Ojedeji, Sébastien Bachoulett, Gordon Chillcott, Carlton Samuels, Jean-Jacques Subrenat, and Alan Greenberg.

On the Spanish channel we have Alberto Soto, Aida Noblia, and Fatima Cambronero.

We have apologies from Thomas Lowenhaupt, Mohamed El Bashir, Eduardo Diaz, Cheryl Langdon-Orr, Marueen Hilyard, Avri Doria, and Jimmy Schultz.

From staff we have Heidi Ullrich and myself Terri Agnew.

Our Spanish interpreters today are Veronica and David.

I would like to remind all participants to please state your name, not only for transcription purposes, but also for our Spanish interpreters. Thank you very much and back over to you Olivier. |
| OLIVIER CRÉPIN-LEBLOND: | Thank you very much Terri. Olivier Crépin-Leblond speaking. Have we forgotten anyone in the roll call by any chance? |

Note: The following is the output resulting from transcribing an audio file into a word/text document. Although the transcription is largely accurate, in some cases may be incomplete or inaccurate due to inaudible passages and grammatical corrections. It is posted as an aid to the original audio file, but should not be treated as an authoritative record.

I don't hear anyone shout their name out, so the roll call is complete, and therefore we can start. We've got a pretty long agenda today. It's a two hour call. We'll first start on updates on the draft proposal for CWG IANA. Some of the work that has taken place recently. A punch list from the CWG on items to be discussed. And of course, we're building our statement for the public comment.

So I'll be asking Alan, at some point, to lead us through the building of the public comment statement. And then in the second part of the call, the second hour, we'll have León Sanchez who will be taking us through the letter, to the CCWG from the NTIA on IANA contract abstention, and then the review of the recent webinar that has taken place a few days ago. And also a memorandum from the external council on incorporated associations.

Is there any additional business to add to this please?

Hearing no one, I see someone has put their hand up. Sébastien Bachollet, you have the floor.

SÉBASTIEN BACHOLLET: Thank you Olivier. I would like to be sure that during this two hours we spend as much time as possible to discuss not what's happened, but what we would like as a comments, by the participants and ultimately by At-Large and ALAC. That's… We need time to discuss among us all these issues. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks for this Sébastien. Olivier speaking. I think that's the aim, to give as much input from everyone on the call, and to have progress on this. Let's go into the review of the action items quickly, and they've all been done, a part from one, I believe, for Ariel to compile the RALO comments received. I got an ongoing task, since the public comment is ongoing at the moment.

Number three on our agenda is the review of the IANA coordination group progress. And for this, we have Jean-Jacques Subrenat, who will be able to provide us with details. Jean-Jacques, you have the floor.

JEAN-JACQUES SUBREANT: Thank you Olivier. Hello all. The thing I wanted to mention is that there was a message from the chair of the ICG to the chair of the ICANN Board, which didn't say very much but it was a way of reminding all of those involved that there is an expectation that all the process which are going on should remain public and transparent, that was communicated.

I arrived late, about three minutes ago on this call, and haven't opened all the documents on my screen. So if you give me a few minutes I'll come back to that, if you wish Olivier.

OLIVIER CRÉPIN-LEBLOND: Okay, that's fine Jean-Jacques. Olivier speaking. And I note also that the letter which is currently on the screen, the letter to the ICG from IANA, is also one that León is referring to in his segment of the call. León, did you perhaps wish to discuss this now? Or…

LEÓN SANCHEZ: Yes, I think it would be, I mean the content of the letter is the same. It's only addressed to different groups. So I think we can take advantage and reduce the time our call by presenting it all together. So since the subject is the same, I will [inaudible] right now.

OLIVIER CRÉPIN-LEBLOND: So let's go ahead then. Let's proceed please, León.

LEÓN SANCHEZ: Thank you Olivier. Well then, this letter in short, states that the NTIA is calling for comments on… Well they're seeing the extension of the IANA management contract as something that will happen. They acknowledge that the times that the community has taken into building the different proposals and just compiling them into one proposal is longer than the contract will last, which is of course, the end of September.

And therefore, they're asking how much time, how much more time do we need to conclude our work so they can, in turn, extend their contract at this point. Well, of course, ICANN continues to be the IANA functions manager, and we have enough time to review the different proposals, the different pieces of the puzzle, and enable the ICG to put a single proposal into place, so that they can continue with the process of being sent to the NTIA for approval, and hopefully, implementation of the transition.

So the question is, how much time do we need? We've so far spent pretty much more than a year working on this. I mean, the announcement [inaudible] was made on March last year. Immediately, many community members expressed, of course, concerns, interest, comments, etc. And the ICG, the [inaudible] CCWG were put in place at different times. Of course, they didn't begin to work at the same time, but I think it would be fair to say that so far there has been at least a 10 month period of work, by the second groups.

And well, while the CCWG for example, is much ahead than the CCWG in accountability, because they're already their second public comment period, and the CCWG is going to be in its first, we also know that the numbers community has already made this proposal. The protocols have also made this proposal. So we are trying to, of course, reach this point in which all of the proposals are synchronized.

And as I said, the key questions here, is how much time do we need for this? And the NTIA is of course expecting that we have an answer for them, at some point. And I'd like to open the floor for comments and/or questions, with regards to what will be a reasonable timeline for us to tell the NTIA that they should extend the contract.

I mean, this is a very complex issue [inaudible]. It's not only a matter of time, but it's also a matter of politics, maybe, because as we all know, we have an election coming in the US. And this might shift things at some point. And I think that, even if we take as much time as we need, or as we think we need, on putting all of the proposals together, we surely have to keep in mind this other factors that might, in the end, effect what happens with the work we're doing.

So, I will open the floor for comments. I see TIjani's hand is up, so Tijani, will you please take the floor?

Can you be on mute Tijani? We can't listen to you.

TIJANI BEN JEMAA: Do you hear me now?

LEÓN SANCHEZ: Yes we do here you now, thank you.

TIJANI BEN JEMAA: Okay. Thank you. So, thank you León, Tijani speaking. Yes, it is very complex, and I think the complexity more in the CWG than in the CCWG. It is also complex in the CWG, but I don't think anything can go forward without a clear consensus on the solution giving by the CWG. So, I think that the first entity concerned would be the CWG, to give a deadline, to give a vision, because nobody will know if you will reach to finish at the time we say.

Nothing is known. As you know, for the CWG, we worked, they worked, I don't know how much, month, how many months. And until now, we are almost at the same place. Always we come back to the same discussion. So it's [inaudible] that we reach some progress, and it is fortunate. It was also thanks to the legal advice that made things very clear.

So other solutions were considered now, not to consider now. But we still have, the CWG still have, how to say, things to clear to get consensus about. And I think that it is there where we have to find the time necessary to reach a consensus. Another point, from the beginning, I said we will not make the transition until 13th of September. It is for several things, but especially for the complexity and for the very different interests, and very controversial things we are needing in this discussion.

But I don't think that rushing will give any good result. I prefer to take time, even to reach the end desire time that you are speaking about, León, the political issues, etc. And perhaps face other problems, political. And at the end it will happen, the transition will happen. It will happen, but I prefer to have a transition that will be, how to say, sustainable, sustainable. Accepted by everyone. We give ICANN the image of a global ICANN, of a fair governance of ICANN and of IANA.

And then having the solution and rushing, after that to have problems, and perhaps it will be more complicated than it is now. Thank you.

LEÓN SANCHEZ: Thank you very much for this Tijani. León here. I couldn't agree more with you. The question remains, how much time do we need for this? As you said, it seems that after a long month of work, and very hard work, many people in the CWG, they are back at square one. So that leaves me with the concern of whether we need one month or whether we need two years. Of course, I would like to hear comments from other members.

I see two hands up, but I don't know who raise up first…

ALAN GREENBERG: Olivier went up first.

LEÓN SANCHEZ: Okay, Olivier, could you please take the floor.

OLIVIER CRÉPIN-LEBLOND: Yeah, thanks very much León. Olivier speaking. And I was going to say, on the CWG, the IANA stewardship will really depend, I think, on the overall vote of the SOs and ACs. And if this goes through, then I don't foresee any significant delay. I might be wrong, but I'm not seeing anything that will delay things so much. The only problem though is that we do have the means to input into the process the CCWG.

And I think the CWG cannot be complete until the CCWG deliverables are on the table, and agreed as well. So I would actually say it's probably likely to be around the CCWG. But if it has any delays and so on, then the timeline would have to follow that. Thank you.

LEÓN SANCHEZ: Thank you very much Olivier. Now I'll turn to Alan Greenberg.

ALAN GREENBERG: Thank you very much. This is one of the cases where everyone is right, but there are overriding factors. Yes, we don't want to rush so much

that we do this wrong. On the other hand, there are time constraints, and they're not the time constraints of the 30th of September for the IANA contract ending, that are critical. This whole process has been viewed as a test of the multistakeholder model. If we can't come up with a viable plan, in the timeframe of September, and September because of the UN General Assembly convening, and not September because of the IANA contract running out, then that says very bad things about the multistakeholder model, and its success.

It could significantly impact the IGF, which is looking to have its funding renewed. This is a big game we're in the middle of. And it's not just ICANN and IANA we're talking about. So, yes we have to do it properly, but we also have to do it moderately quickly. Thank you.

LEÓN SANCHEZ: Thank you very much Alan. And I see Tijani's hand is raised again. So Tijani, could you please take the floor.

TIJANI BEN JEMAA: Yes. León. Thank you León. Thank you Alan. I agree with you that September will be important because of the UN General Assembly. And if we arrive to this date, with a bad solution, a solution which the overall stakeholders, not only ICANN stakeholders, would not accept or will see another kind of bad solution. It will be a very bad sign, and it will be a handful for us and for the IGF too.

But if we reach this date, with a solution coming, not yet reach it, but it is coming. It is discussed. And we are going forward, we are not going

backward. We are going forward. I think it is a good sign. And I think this is not a bad thing. I prefer to arrive to this date with a solution warming up, then coming there with controversial solution. Thank you.

LEÓN SANCHEZ: Thank you very much Tijani. And I see Alan's hand is up. I don't know if that's an old hand or a new one?

ALAN GREENBERG: No, that's a new hand. Otherwise I wouldn't be after Tijani. Cool, thanks. Just one comment. I think we need to stop talking about the process, and start talking about what it is that we feel is we're doing wrong, or that we have to change. Either Tijani is alone in his concerns about certain issues, in which case, not everyone wins all battles, or we're going to agree with him, in which case these are things that we have to go to the wall over, and push to make sure they get fixed.

So I suggest we shift the conversation from the timeline and hard it's going to be, and what the potential dangers are, to identifying specific things that we believe need to be fixed to be able to be able to quote, do it properly. Thank you.

LEÓN SANCHEZ: Thank you very much Alan. And you read my mind because I was just about to propose kind of the same thing, that we take a step back, see the big picture, and look at the pieces that we see as maybe needed to be further reviewed and agreed by the At-Large community. And then,

of course, accept the results and put them into some estimate time that would take us to reach that agreement.

So I see Jean-Jacques Subrenat's hand is up. Jean-Jacques, could you please take the floor?

JEAN-JACQUES SUBRENAT: Thank you León. This is Jean-Jacques speaking. Can you hear me?

LEÓN SANCHEZ: Yes we can hear you.

JEAN-JACQUES SUBRENAT: Thank you. I'd like to offer a view from downstream, very far downstream, which is the ICG. We in the ICG are dependent for both content and timeline on the community we represent, or the communities we represent. So, the one thing I wanted to point out at this stage, is that a letter from the undersecretary, or the assistant secretary, I never remember the exact title, indicates that a response is requested by the end of June. So, I think that if our feeling is that we are not in a position to give some clarity before the end of June, we should say so now, pretty soon, to the ICG and to anyone concerned.

So that everyone is aware of this, and revise the overall timeline. The other option is that we consider that even if the content is not complete, we could give some indication about dates, overall dates. We at the ICG could give some overall date by the end of June. And that will be, already, an interesting indication to carry forward to the NTIA.

Now, in the hypothesis we are working with in the ICG, and by the way, I'm saying this as only one individual member of the ICG, we don't have an overall position on that now. But as I see things, and as I come from and I represent the At-Large community in all of this, I take the liberty of voicing this private view, is that yes, it would be better to aim for a conclusion, let's say the CWG names proposal, at or just after ICANN 53, in Buenos Aries.

But that may not be possible. In which case, we should consider the hypothesis of slipping beyond ICANN 54. And if that's the case, well certainly, by the end of June this year, we have to give some indication of that. Thank you.

LEÓN SANCHEZ: Thank you very much Jean-Jacques. I'll agree with that. I mean, the letter asks for feedback on this matter, and they expect to receive this feedback by the end of June. And of course, this feedback could be, we don't know how much time we'll take, or it could be we need…

[Inaudible]…

And with that, I would like to, of course, take a step forward on Alan's proposal, and begin commenting on, which would be these points that we haven't gotten to an agreement yet, and that we feel are, of course, essential getting the job. And I see Olivier's hand is up. So Olivier, could you please take the floor?

OLIVIER CRÉPIN-LEBLOND: Thanks very much León. Olivier Crépin-Leblond speaking. I think that we're kind of slipping now into the rest of the agenda. So we have to take the floor away from you again now.

I'll give it back to you a bit later on, but thanks for shepherding us through this letter, and through this discussion here. Just before we move into the actual topics, and the actual problems themselves, I was going to ask Jean-Jacques Subrenat if he had anything else to mention with regards to the ICG perspective, in any other news in the ICG, and then we can move on to agenda item number four.

JEAN-JACQUES SUBRENAT: Yes, thank you Olivier. This is Jean-Jacques. I just wanted to point out, maybe I didn't that coming online a few minutes ago, that the ICG has put out a statement of its chair, on behalf of the ICG, reminding all parties that all of this should be done in due process with all of the necessary transparency, etc. It's not hugely important, but our chair did send this to the chair of the ICANN Board, who responded immediately, a temporary reply, saying, "Oh, I just got your message. I'm sharing it with the rest of the Board, and we will get back to you as soon as possible." Thanks.

OLIVIER CRÉPIN-LEBLOND: Okay, thanks very much for this Jean-Jacques. So let's move on now, since there is a need for this. León?

LEÓN SANCHEZ: Yes, I am lost in the agenda, so, because I don't have [inaudible]. So…

OLIVIER CRÉPIN-LEBLOND: All right. So let's move on then. So now we're on agenda item number four, CWG IANA. And a link to the agenda is, there is a lot of things. There is, of course, a draft proposal with annexes, the public comment period which is open right now, and there is a list of potential issues. This is not an exhausted list. There are a lot of potential issues in there, and I think maybe it's time to start digging into these, because obviously they will impact in two ways.

In one way, we might see that they will impact time wise in the proposal, but in the other way, of course, these issues will probably have to be raised by the ALAC, and it's in a statement. And so, in order to be efficient, let's just deal with this all at the same time, and let's focus then on the issues that are there, and what we propose putting on the statement.

Alan Greenberg is holding the pen on this, and Ariel is helping out with collecting comments. Alan, do you wish to sort of take this forward then, and take us through the different issues and see what we can come up with here?

ALAN GREENBERG: I guess I could.

OLIVIER CRÉPIN-LEBLOND: What wonderful music. Very good, what an entry.

LEÓN SANCHEZ: Exactly, we should all get that.

ALAN GREENBERG: I'm not sure…

OLIVIER CRÉPIN-LEBLOND: I see that the At-Large, the ALAC has invested in some time to accompany our chair's speech. So please Alan, you have the floor.

ALAN GREENBERG: Thank you very much. We are talking just about the CWG right now, correct?

OLIVIER CRÉPIN-LEBLOND: That's correct, yeah. CWG. IANA.

ALAN GREENBERG: Because your list of potential issues you said that are listed, I start off with jurisdiction, and I'm not quite sure why you have that one there. That's jurisdiction of post transition IANA?

OLIVIER CRÉPIN-LEBLOND: That's correct, yes.

ALAN GREENBERG: Okay. All right. I've done a moderately through review of the document. And I've posted my comments. As I see it, and there may be people who disagree with me, there is only one really substantive comment that we have to make. And there is a number of parts to it, but only one major comment, and that is the lack of multistakeholder and wide multistakeholder involvement in this overall process.

There are a whole host of other things that we need to point out that need clarification, or small things that we think need adjusting. And yes, we're going to have to do that. The current schedule we are on, and I'm not going to debate whether it's the right one or not, but the current schedule we are on, which we may follow, is that based on the comments submitted, the CWG will meet intensively for a few days, and we'll come up with a new report which will be published prior to Buenos Aries, just barely prior, but prior, nominally for approval of the chartering bodies at Buenos Aries.

Whether that will happen or not, we're not going to debate, but that's the target we have right now. I see the only really substantive aspect to this whole thing, is the multistakeholder involvement. And there are two different components to it… We'll wait for the…

Can staff please try to find out where that is coming from and get rid of it?

OLIVIER CRÉPIN-LEBLOND: Alan, it's Olivier. In general, you just have to talk over it and ignore it.

ALAN GREENBERG: Okay. Sorry. Okay, well it seems to be gone now for the moment. There are two aspects of it. One is in the PTI Board, currently is undecided. The issue was changed from a random debate of who should be on the Board, to what is the Board supposed to be doing. We seem to be getting clarity that this Board will actually have to do things, and I think we will have some level of justification for saying we need a wider participation in this Board.

I believe it should be, have a small multistakeholder component, that is, there should be representatives from the various bodies there. It should not be a Board nearly as large as the ICANN Board. The argument that has been made against that, is that if we have a multistakeholder Board, we then need a whole set of accountability issues on the PTI side.

I disagree completely. I believe, although this Board may be have multistakeholder representation, they will be appointed by various bodies within ICANN, and are subject to the ICANN accountability measures. They can pull back unilaterally, if ICANN and its constituent parts are unhappy with it. So, I don't think we have a real problem there.

We may have a problem selling it. The second part of the multistakeholder component, is that the escalation mechanism that has been specified for problems, is right now, is listed as the ccNSO and the GNSO. They are not structured to provide this kind of escalation, they are not staffed for it. They are policy bodies. And I believe mixing the two is a big mistake.

I may start sounding like Milton Mueller at this point, but I think that was an error. I think that this is the one part of the original contract co that we needed to preserve, what was being called the MRT at that point. And if you look at the details of what the report specifies, it says the CFC will escalate to the GNSO and/or the ccNSO, who will then invoke the accountability measures that are being, the community empowerment that is being prepared by the CCWG.

But the ccNSO and the GNSO don't have that power. They need the support of the rest of the organization to do that. So implicitly, the GNSO and the ccNSO are then going to have to go to the other bodies and say, "Please help us." So I believe that the escalation path must be put back into a multistakeholder component. And if we fix those problems, I think virtually everything else that needs to be adjusted, and there is a whole bunch of things, they're all small things.

And I think they can be fixed. So I think the multistakeholder component, both at the Board level of PTI, and at the…

UNKNOWN SPEAKER: Hello? Hello?

ALAN GREENBERG: I don't know who is saying hello, but we say hello back to you.

Anyway, that's my position. I think the jurisdiction is something, is a swamp that we get into. I think there is virtually no chance that we are going to end up succeeding with a PTI that is housed anywhere outside of the U.S. I think that's going to be difficult to sell, and I believe, to be

honest, we will end up getting into a position where we'll stall the whole process if we do that.

I know there are people who don't agree with that, and who think it's critical, but I think it's one of those issues that will aid those who do not want to see a transition, and not necessary allow us to go forward at all. So that's my summary. I'll be glad to take comments and disagree with everyone if you don't agree with me.

But that's how I see it right now. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks very much Alan. It's Olivier speaking. And now we have Jean-Jacques Subrenat in the queue.

I'm not sure whether Jean-Jacques has taken his hand down, because it was an old hand. Jean-Jacques?

And we're unable to hear you.

JEAN-JACQUES SUBRENAT: Can you hear me now?

OLIVIER CRÉPIN-LEBLOND: Now we can hear you. Please, proceed.

JEAN-JACQUES SUBRENAT: Oh good. Three points. First to Alan, I agree very much with you Alan that this is one area where the multistakeholder model to really be

enforced. And if anyone has to do that, certainly the At-Large community. My second point is actually a question to you Alan. I'm sorry, I don't know the text by heart as they are coming out, but what is the mode of designation which is provided for, to populate the PPI Board?

And my third point is in answer to your point about jurisdiction. I had requested that the question be put to the legal advisor who is working on this. That is to say, I think Sydney. Has the question been put to them? And do we have any beginning of an answer? Thanks.

OLIVIER CRÉPIN-LEBLOND: Alan?

ALAN GREENBERG: On the latter answer, yes I believe it has been put to them. That's created a huge debate over who said, why should we just look at Geneva? Why should we not look at other places? There was some implication on the various lists that we should stop the legal counselors from giving us advice on this, because the question came out of the blue. I believe the last I saw was legal council was instructed to keep working on that.

I don't believe that there is an answer at this point. I'm sorry. Remind me of the first question, because I wasn't making notes as you were talking.

JEAN-JACQUES SUBREANT: Yes Alan, this is Jean-Jacques. So my first point was that I strongly agree with you Alan, about the PTI. It should be really multistakeholder and all of that. And my second point was actually a question, which is, I don't remember in detail what I read about this. But can you just remind me, what is the mode of designation which is called for, for populating the PTI Board?

ALAN GREENBERG: Yes, sorry. It slipped my mind as I was talking about the other item. There is no methodology, at this point, on doing that. We started, as I said, an extensive discussion of who to be on it, and how to populate it, and how many, and where did they come from. And I and one or two other people, pulled the conversation back and said, "Let's have a discussion of what they're doing, and what their responsibilities are."

The discussion that was being held at that time was those who said it should be a minimalist Board, you know, perhaps three people, and clearly no multistakeholder involvement, and perhaps restricted to registries, which made no sense at all since this is IANA, which has other responsibilities over and above registries.

And it was not clear that who makes the decisions. Now the Board typically, or its managers, if it's a LLC, because it's not clear there will be a Board as such, but nevertheless, those people make the decisions about hiring and firing. Now they may delegate to somebody else, but those decisions have to be made somewhere, and either they get made within PTI, or they get made by the parent, ICANN.

And I believe that they should be done in PTI. If we're going to have a separate corporation, that corporation should be managed. And I believe that meets a wider component of participation in that Board. We are not at the stage where we are, have decided that that's something that we would be coming to, well I presume really soon now, we have a document from Sidney, or from one of the lawyers, on exactly what the Board must be responsible for, or the management team must be responsible for.

And I think that will push the question that we need wider participation and more skills, then just a minimalist Board. But that's a decision we haven't taken yet. When I say we, I mean the CWG. That's it for me, I'll turn it back to the chair.

I must have lost the chair. The chair has been dropped. I will unilaterally take control of the chair, and give the microphone to Tijani.

TIJANI BEN JEMAA: Thank you very much Alan. Tijani speaking. Alan, I agree with you 100%. 100%. I do think that the main issues, the main things that are concerns for us, are those two points. And responding to those who said that we should have a minimum Board, this is nonsense. Nonsense because of two things.

First of all, it is a separated, the PGI is separated, legally separated from ICANN. So it has its legal identity. And having its legal identity, we have to have a governance model inside of it. We have a governance process inside it. And putting a minimum Board, with no, how to say, prerogative, that is not a Board. And even if there are three, they need

an accountability mechanism, if a big Board will need an accountability mechanism.

So, this is not a good argument. And I absolutely don't agree with it. The two points you mentioned are [inaudible] and [leaked]. Because the escalation, which is one of the most important things, must go through the Board of the PTI. Must go through it. And in my point of view, any problem that was not solved by the CSC, should be escalated to the Board, who asked for a review from the IFR.

Who finds the solutions? Why tried to serve the problem? This is an eternal problem to the PTI. It should be solved inside the PTI. And, of course, the Board of ICANN and ICANN is deeply involved, that's why the AFR is interacting both with the PTI and the ICANN. So this is the first point.

The second point, giving the escalation to the GNSO to the [inaudible], this is something that it cannot be accepted at all, because it is out of any, how to say, logic of management. We are doing things outside the corporation, not the corporation. Outside the body. We have to do it inside of it.

And if we need help, we go and find it elsewhere, but we have a Board that decides on it, not the CSC or anyone. As I see it, this can be a good model, because we may have three CSC. One for the naming function, one for the protocol, and one for the numbering functions. And this can be the unit model that the ICG is looking for. And if you have three CSC, that means the role of the PTI is very important.

It is not, we cannot escalate through the, just the GNSO. It cannot be done like this. So once again, I agree with you. And if we arrive, if we reach a consensus on solving those two problems, I am ready to sign it. But ALAC, as an At-Large body, I think we have to be very clear and very vigilant about it. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thank you very much Tijani. Olivier Crépin-Leblond speaking. And I'm back on. I was going to comment on Alan's points, and I guess from Tijani's points as well. With regards to the GNSO and the ccNSO being part of the escalation path, I did have a fine conversation with a number of people about this. And the response I was given was, of course, there is a multistakeholder element to this because the GNSO and the ccNSO would then have to invoke the whole ICANN community.

But as the bodies in ICANN responsible for the ccTLDs and for the gTLDs, these are the primary communities that should be driving the process. And of course, we will take everybody's points, and it will be, at the end of the day, a vote by all of the SOs and ACs, that will have to go through. When I said that they were, neither the ccNSO nor the GNSO were equipped to perform such a process, as Alan rightly said, these are policy making bodies, not operational bodies. The response was, "Oh, we will have to change the bylaws for that, and we will have to, you know, these new duties will be put in the bylaws."

Just [inaudible]. Jean-Jacques Subrenat, your hand was up when Alan was speaking, and I guess you have quite a few responses to him and to Tijani's points as well. Jean-Jacques, you have the floor.

JEAN-JACQUES SUBRENAT: Thank you Olivier. Can you hear me now?

OLIVIER CRÉPIN-LEBLOND: Very well.   Please proceed.

JEAN-JACQUES SUBRENAT: Yes, thank you. Now actually, I agree with all of the points made by Tijani. I would like to come back, if I may, to Alan's point about the way it unfolded in the CWG. It was either/or. Meaning either it was about who would put, where would we put them, etc., or what would be their responsibilities? This is an old trick, it's been around for two or 3,000 years, to divide agenda issues when they are really, really important, and should in fact be viewed together.

And I can understand that. In the CWG, it's really not an easy task, and Alan, as our representative, is really doing all he can. But I would really like to ask Alan, if next time he has a meeting there, he could perhaps try to approach the two together, and bring this back to one single issue. Because, of course, the way you designate members of a PTI Board, but also the tasks you give them, the two cannot really be separated.

They should be considered hand to hand, and the decision should reflect that very organic link. Thanks very much.

ALAN GREENBERG:
And Olivier dropped again. I think we need to get Olivier to move to a country with a good phone system. And we don't even know which of the three countries he's in right now.

I'll presume I would be called on next and address that. Jean-Jacques, I don't think it was a trick to separate them. I think people immediately moved into problem solving mode, and said, "Let's select who should be on the Board." Just like we have an extensive discussion in the contract co about who should be on the MRT.

Before talking about what the MRT would do, we started populating it. And was done, was change the order of the discussion. That said before we start talking about population, let's talk about what it does, because we need to make sure, to quote Jonathan, that the form follows function. That is, we know what it is doing and then we can try to make wise decisions about who to put on it and how to select them.

And I agree with that 100%. I think what we're going to find, and hopefully with, helped along by the wisdom of At-Large in our comments, that if for instance, looking outside of the names issue, but looking at the, if there are issues in the future with the RIRs or the ITF, we don't know whether they would have memorandums of understanding with ICANN, who will subcontract the PTI, or they will deal directly with PTI.

At this point, it has been left open and up to them. It is conceivable that certainly from what we are designing now, that those agreements be directly with PTI. In which case, there must be a management process

in PTI to address problems and to try to fix them. And that alone indicates to me that there must be real management in PTI.

Now it's management, since ICANN will be the only member, will be the owner so to speak, that's not a legal term, but effectively an owner of PTI, it can pull the Board back. It can change the Board, if they're not doing their job properly. And that's why the ICANN accountability measures are what ultimately counts.

But presuming the people there are competent, they have to be given a chance to do the job. And that's why I believe there needs to be a real functional Board, within Board or equivalent, if it's not a corporation, within PTI. Olivier, are you back yet?

OLIVIER CRÉPIN-LEBLOND: I certainly back, Alan. Thank you for this. With apologies from dropping a number of times from the call. Let's continue in the list. I know that Jean-Jacques had some response to you on the chat as well. Jean-Jacques Subrenat, did you wish to respond quickly?

JEAN-JACQUES SUBRENAT: No. I'm just confirming my agreement with Alan on all of these points. For instance, he said that, his conclusion is that there is really a need for a full functional Board, like PTI. I agree completely with that. Then again, he said something about direct PTI Board, yes, I believe that's true. But my conclusion is really, that I know Alan, it's very difficult with the CWG, but at some point, I humbly request that you bring the two

filaments together again and say, "Look, we can't continue talking only about population, etc. Or only about tasks and responsibilities."

There comes a time, looking at the two together, really gives the proper dimension of the picture. But I'm sure you know that as well as I do. Thanks.

OLIVIER CRÉPIN-LEBLOND: Thank you very much Jean-Jacques for this. And the question I have for everyone else on the call here is, can you identify any other issues? And the ones that Alan has listed, and I think that there is broad agreement here on the ones that Alan has listed, it seems to be concern for everyone. Alan, is that a new hand?

ALAN GREENBERG: That is a new hand. Just a response to Jean-Jacques. The discussion will be going back to populate, to what is the PTI Board, and for that matter, whether PTI is a California public interest corporation, or a LLC, which is a different structure and has perhaps more flexibility. But regardless, I think there needs to be a management structure that is controllable externally by ICANN in the extreme, but is functional for all normal situations.

And that discussion will be going back there. However, the sooner we can get a comment in, and preferably before the end of the deadline, the CWG is going to be going over the comments as they come in effectively. Therefore, the sooner we can put something on paper, that makes it clear that this is a real issue that we perceive, the more likely,

the better the chance that the CWG will not make a decision in another direction, and then have to start reopening the, excuse the expression, the can of worms when our comment comes in.

So, the sooner we can get our act together, the better. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks very much Alan. Olivier speaking. And before I hand the floor over to Sébastien, I had a quick question here. A post transition IANA, the PTI, if there was separation, if separation took place, would the PTI be separated from ICANN? I think we need to make this quite clear.

ALAN GREENBERG: Do you want me to answer?

OLIVIER CRÉPIN-LEBLOND: Yes, please.

ALAN GREENBERG: Okay. The separation we're talking about is the separation of the operational function, not the stewardship. So the whole idea of the stewardship going to someone else other than ICANN is off the table at this point, I believe. That was pretty clear on the last call.

So separate ability can happen in a number of different ways. PTI could still exist, and subcontract its work to General Motors. ICANN can say, "We are not going to contract with PTI anymore, we're going to contract with General Motors." And I'm not suggesting General Motors is a good example, I'm just using it as a corporation that we're familiar with.

We could do that in a whole bunch of ways. It's essentially ICANN is contracting with PTI to do the work. There are almost an infinite number of corporate mechanisms by which one can subcontract work. And separate ability says we would use one of those. It's not necessarily, it's not being specified at this point, whether you know, we are going to spin off PTI, or we go to XXX, and PTI just withers and dies because it no longer has staff, or funding, or anything else.

It's completely open. And that's as it should be, in my mind.

OLIVIER CRÉPIN-LEBLOND: Thanks for this Alan. I think we might need to raise this point. It's Olivier speaking. We might need to raise this point because I certainly have seen some comments and there is confusion in there, with of course, something, well if there is no… If PTI Board, if the PTI itself gets separated from ICANN, when the separation occurs, then there is absolutely no accountability whatsoever to keep PTI on track at that point.

And of course, I don't think that that's what was intended.

ALAN GREENBERG: To be clear, if PTI were to be separated, no longer a subsidiary of ICANN, but a wholly owned company owned by Olivier Crépin-Leblond, if that PTI is still doing the IANA function, it would be under contract to ICANN. And the contract is the measure that controls it. On the other hand, PTI may disappear, and some other construct which makes more

sense five years from now, or 20 years from now, may come up and be the entity that we trust to manage the core of the Internet.

OLIVIER CRÉPIN-LEBLOND: Okay. Thanks for this Alan. Next we have…

ALAN GREENBERG: By the way, you're correct. There needs to be specified. Seun mentioned this in his comments that he posted on the Wiki, and I agreed strongly. The report needs to be really clear about what we mean by separation.

OLIVIER CRÉPIN-LEBLOND: Yeah. Okay thanks. And indeed, yes, Carlton mentions there, the least problematic is PTI is a contract company. If PTI separates, then PTI becomes a contract co. And then we're back in the beginning. Let's go over to Sébastien…

ALAN GREENBERG: No, no, no. I want to kill that right now. Contract co, the steward, was awarded the stewardship by NTIA in that model. That is not the case now, if ICANN has been awarded stewardship. All ICANN can do is move who the contractor is.

OLIVIER CRÉPIN-LEBLOND: Okay. That sounds like, the devil is in the details there. We probably have to make sure that this is well understood. Let's go to Sébastien Bachoullet.

SÉBASTIEN BACHOLLET: Thank you very much Olivier. Sébastien Bachoullet. Can you hear me okay? Because I have a very bad internal connection here.

OLIVIER CRÉPIN-LEBLOND: We can hear you very well Sébastien.

SÉBASTIEN BACHOLLET: Okay, thank you. Then I will not answer into detail, because I am not the devil, but I want to be sure that all of the voices are heard, and I want to repeat what I said in the first call. That I fully disagree with the creation of PTI. And your question, the last question Olivier, and the answer from Alan, gives me even more so, because if the goal of having PTI, it's not to be able in three years, 10 years, or whatever timeframe, to split this function from ICANN, then why we need to build all of that?

    If that's to be fully on by ICANN, let's have a department really well organized to be separated from the rest of ICANN, and I guess it's almost the case. I know for example that it was also the case for the new gTLD program, they will not on the same floor at the building of ICANN. This is possible. And then we need to work on how to move the Board of ICANN to be responsible for all of that, and to solve the question of the Board.

And it's not that's we are constricting today that we are doing that important both in the CCWG and the CWG. And I would like very much that we, as a big picture of how many committee Board organization shadow structure building, and how many people we will need to populate all of those bodies?

And I almost sure that, at the end, if we decide one person, only wants it, that we will not have enough people to populate all of those committees and so on and so forth. And it's really why I think that the old construction, it's too complicated and will not solve anything. I know that every member of those committees, both working hard, but I have the question of, what is the big picture?

And what we would like, where we would like to go? And I am quite sad that we are not able to talk before about how to reorganize ICANN to be more efficient. And when I say ICANN, not just the Board, and answer to this transition with a better organization that we have today. But I was not present during the last two or three years, that it was what we need overall picture of ICANN, and how we need to change it.

It was not just because of the transition, but now with the transition, it must have been a very good job to have done before. I really think that we need to find a way to be able also to have comments from the ground of our community. That is very difficult. When I heard us, including me, it's too complicated what we are discussing, the CSC, the PTIs, I don't know the name of the other one, the…

How we can get from end user, members of our ALS, feedback on that? It's something we need to think about. It's okay that we are to do this

now in a short time, but if we want to be efficient and be really the voice of the end user, we need to find a way to get back to them, and to have their inputs, one way or another, before the end of this process.

And even if they say to us, "We disagree with what you have done." The primary is not to have agreement, it's to have the voice coming in. Sorry to be long. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thank you very much Sébastien. It's Olivier speaking. And on your last point, the African Global Stakeholder Engagement team is doing a road show throughout Africa, and Tijani will probably be able to give you a few details on this, and might even be able to send you a presentation that makes things a lot more comprehensible for end users. But I was going to ask Alan whether he wanted to respond to your first points, because I saw him, and you were responding to Alan on this.

ALAN GREENBERG: Yes, a quick one, but not an easy one. If, I've started off sentences like this one before so you've heard it all before. If I were king, and setting the rules, I would make IANA an internal part with moderate separations, but an internal part of ICANN. We lost that battle. There are significant reasons, there are some strong reasons, and that is the potential protection of IANA in the case of an ICANN bankruptcy, which makes incorporation a better choice.

And there are significant players in the community who want to see that cornered off, who want to see a formal contract written for the

provision of the IANA functions. That may not be what I consider the optimal best way to do it, and it's certainly not the cheapest way to do it, but in my mind, we have lost that one. And it will cost us some more money to fix it. There will be an extra Board. There will be counting costs.

There are other, you know, legal costs associated with this. I think that's a compromise we made to move this forward. So I'm willing to accept it, it's not optimal in my mind, although it does provide some additional protections that are a good thing. It does force ICANN to delineate the functions a little bit clearer than it does right now, and make it really clear what services human resources, whatever, that it's going to subcontract from ICANN into PTI.

It's probably not the way I would have done it if I had full choice and control, but it's the compromise that I believe is acceptable, at a cost, to move this forward. So I'm willing to accept it. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks Alan. Next is Tijani Ben Jemaa.

TIJANI BEN JEMAA: Thank you Olivier. Tijani speaking. I hear you Sébastien. And I understand your concern, especially after the response of Alan to Olivier's question, about separate ability. You know Alan, at the beginning, when this concept of separate ability, at the very beginning of the work of the CWG came, I had certain sympathy to it.

I would say, even founded a good thing, because we were talking about the functions operated by ICANN, as it was before. And if there was a problem, if ICANN cannot perform it as it should, we can separate it. Separated doesn't mean sell it or send it to any part. So when you say the separation, that separate ability means that when they perhaps PTI would disappear, this made me really afraid, really frightened.

This is not what I expect. I expect that the PTI would be not with only CFC, but with three CFCs. It is the central, if you want, it is IANA, the old IANA, but with a certain separate ability from ICANN, a certain, how to say, a legal personality vis a vis ICANN. But it's not separated from its structural, it's not separated.

So it is something that I can live with, and I find it a good thing. But if you think that separate ability means that one day, it will disappear and we will have [inaudible] replacing it, it is something that I will not accept, and I will never accept. I think that going to those…

Because this means that we are more or less coming back to the first case, to the very beginning, the fight at the very beginning. I understand your concern Sébastien. I am not very sad to have this PTI as it is now. As it is conceived now. As I understand it at least. But if it is now something that will disappear one day, no I don't agree with it. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks for this Tijani. Next is Sébastien Bachollet.

SÉBASTIEN BACHOLLET: Thank you Olivier. Yeah. Alan, I get your point, and I understand, but please, how I can say that? You say I am not the king, but you are the king of the end user within ICANN. And even if you didn't succeed within the working group to push one idea, the all end users, we are representing, and the whole end user in general, this can change the world.

And I would like you to appreciate that. Once again, I understand the way you are thinking, the way you were doing the thing, but now if, and I hope I will not be the only one, to push At-Large and ALAC to consider other options, and to ask you to do that, I would be happy with trying to do that.

And the second point is that, I have the impression that we are saying, all on the contrary. If you take the, we need separation because we need one day to be able to give this function to somebody else. But at the same time, stay within ICANN, but it's also to be used if there is a bankruptcy for ICANN, but if ICANN is in bankruptcy, the subsidiary will be in trouble because of the way to solve bankruptcy is to use the subsidiary to give the money to the main company.

Okay. But I will not enter into that, but I think we are saying that it will help, but at the same time, it will not help. And if [AUDIO BREAKUP]…

OLIVIER CRÉPIN-LEBLOND: I think that we might have lost Sébastien.

SÉBASTIEN BACHOLLET: …in this field of this PTI… [CROSSTALK]…

OLIVIER CRÉPIN-LEBLOND: …your voice is coming out [CROSSTALK]…

SÉBASTIEN BACHOLLET: Yes?

OLIVIER CRÉPIN-LEBLOND: Your voice is coming out…

SÉBASTIEN BACHOLLET;   Can I try again?

OLIVIER CRÉPIN-LEBLOND: Yeah, try again. Not everything, just the last 30 seconds please.

SÉBASTIEN BACHOLLET: Okay. Yeah, yeah, just in play as you do, Alan, in this field, I will suggest the only way to have just taking into the problem, is the possibility of bankruptcy of ICANN, then let's have the same Board in PTI then in ICANN. And that it will show that there is no accountability trouble, [inaudible] organization. We have already processed to [inaudible] people, we can turn them up.

But if it's just for bankruptcy, then we don't need to do anything else. But I am still not convinced that we need to go in that direction, to the PTI or separation organization. And as my Internet connection is not good, I will stop here, and thank you for listening.

OLIVIER CRÉPIN-LEBLOND: Thank you very much Sébastien for this.   Just to echo, it's Olivier speaking.   Just to echo what Alan has said.   In the early days, I remember in Frankfurt and elsewhere, from very early on, there was a real world of opposition to ICANN continuing being directly involved. And we immediately saw proposals come from all corners.   And I think that unfortunately, Alan and my other colleagues on the CWG, have somehow made the sons, I'm not sure if we were to propose an alternative, and try to go back to the alternative, given the level of opposition out there, I don't think we'll get anywhere.

I think it might send up in a vote, and we'll lose that vote.   So the least bad option, if you want, is the one that we can now be put forward.   But it obviously isn't the most optimal.   But Alan I knew you were, you're next.

ALAN GREENBERG: Thank you very much.   Two comments.   Number one, Tijani said we're back at square one if it could be General Motors.   I'm sorry if I selected General Motors as the example, but we are not back to square one.   The contract co model was contract co was the steward.   In this case, ICANN is the steward.   If ICANN, and ICANN meaning the multistakeholder community, decides that PTI is no longer the right solution, and we need another solution, for instance, an international organization that we now know how to create, that is not located in California, but is located on the moon, and is not controlled by any one country, but can

oversee the core of the Internet, then I think we need the mechanism to be able to do that.

And that's what we're talking about right now. We're saying ICANN decides that the work should not be done out of another floor in the building in Los Angeles, but should be done by a group somewhere else doing some, you know, with some other corporate structure, that's what separate ability will allow.

So I think that is a good thing, in the long term. It does not tie us into a structure which we know some countries find exceedingly offensive. And a lot of people find exceedingly offensive. So that, I think, is a good thing. Regarding Sébastien's comments that we should simply make it a flat structure, I think, Olivier, have it 100%.

We change the structure, and we don't talk about us doing it, but at one point, At-Large was the only group that was vocal in saying that the original structure was not going to work, and it's gone now. We made some compromises along the way, and this extra structure I think is one of those compromises. I don't often post for Milton Mueller, but he made one on the IANA plan list recently, which I think is, recently being this morning, which I think is right on.

The ship has sailed. Contract co is not going to win, but a completely integrated model in ICANN is not going to win either. If we want this to go forward, then we need to make compromises, and we need to make ones that we feel are acceptable. In my mind, this is one of those compromises. If we are trying to make sure the transition does not go

forward, then yes, I would agree, saying we need an internal model or nothing is a good way to do that.

But certainly, my position is not that, and maybe we need a straw poll or something to see, you know, is there strong support for what Sébastien is saying. In which case, we put it in our comment, but I think I can predict what the outcome of that is. But, you know, I think we need to move forward. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks very much Alan. Tijani your hand is still up.

Okay, that was not a new hand. Okay, so the queue has cleared, and we've had a pretty in-depth discussion here. Alan, you mentioned a straw poll on this, and I wonder, the problem with a straw poll, of course, is that only deals with the people who are on the call. And I wonder whether we should do perhaps for the whole working group, as a Doodle, or as a Survey Monkey thing, whatever you call it.

Can we, yeah… I'd like to be sure that we're sailing in the right direction obviously, and I think it would be easiest way would be to poll this, to do a straw poll. We've got the choice of going either, well it's not an either/or, I think it's just the option of mentioning this in our statement. The only concern that I see is that if we actually have a complex statement with mentioning more than one thing, we might end up confusing people.

And so we definitely need to consult the full membership. Let's have an action item please, perhaps. Alan, do you wish to…

ALAN GREENBERG: Yeah, I think we need real clarity on what it is we're asking. I think the only question that we're talking about right now, is can we accept the corporate separate ability of PTI, fully controlled by ICANN? Or are we going to insist that for ALAC to support this, it must be totally integrated into ICANN, as a department within ICANN, within the ICANN corporate structure?

I think that's the question on the table. And if I'm misrepresenting that, Sébastien should speak up or make a statement, but I think that is the point of disagreement at this point.

OLIVIER CRÉPIN-LEBLOND: Yeah, thanks Alan. Sébastien, was that correct?

SÉBASTIEN BACHOLLET: I think it captures, yes, of the question. But I don't want to be the voice of the one disagree and pushing for straw poll. I would like very much, if the question is asked, to be sure that we capture what is the feeling of others in this question. But it's, yeah. I think it captures what I was thinking. Yes, I will not answer into details. Thank you.

OLIVIER CRÉPIN-LEBLOND: Okay. It's Olivier speaking. I see Tijani has put his hand up. I'm well aware that we're way past the allocated hour for this topic, and we still have all of the accountability to discuss. But Tijani, I'll give the floor to

you, and then with regards to the AI, can I ask that Alan, you help Terri with the AI and check with Sébastien on that action item.

I think the debate is very, very healthy, the discussion is healthy, and certainly the straw poll would be healthy as well. There are an unbelievable number of points of view out there, and I know that, in fact, even some end users might be completely against the whole process, to start with. But, you know, that's the variety of views that makes up our community, and it will be really interesting to see which we have to go here.

We definitely need some guidance. Tijani Ben Jemaa.

TIJANI BEN JEMAA: Thank you Olivier. I have a question, yes I will ask the question, no problem. The separation could happen by which manner? Who can decide to do the separation? I think it is ICANN, since the stewardship is in ICANN's hands. So it is ICANN who will decide. So if ICANN decide on separation, and if the stewardship is always with ICANN, I don't see any problem with that.

It will be done only if there is a big problem with the operation inside the PTI. That's all. Thank you.

OLIVIER CRÉPIN-LEBLOND: Yes, thanks for this Tijani. Alan, did you wish to, I see Sébastien, and I see agreement from Alan and Sébastien you may respond. And then I think I'm going to have to hand the floor over afterwards for the accountability part of this call. Sébastien.

SÉBASTIEN BACHOLLET: Thank you very much. I really think that the question here, it's interesting that, I am sorry. If it's the question of how a function is managed, just like the new gTLD program. Do we need a separation of the new gTLD to do the, to have subsidiaries for a lot of functions? Do we need the separation on any IFP that we need to do?

I really think that we are trying to sell, but with no, without the real reason why we are trying to do that. To please people like NSG, or their representative within the committee? Is it to please the Congress? Is it to please…? But sorry, what we, as At-Large, what we have to do, it's to please end user and worldwide end user.

It's the only thing we have to have in mind. It's how we can do that for the, to help end user to understand and to use Internet in the future. Thank you.

OLIVIER CRÉPIN-LEBLOND: Okay, thanks for this Sébastien. And we'll, Heidi is asking me actually, with regards to the poll, when we can start it and end it. We can do a five day poll, we can start after this call as soon as it's drafted. And that can be sent to the IANA issues working group. It will be interesting. It's not an exact science, but it's a bit of taking the temperature of our community.

If we had more time, we could even devise a survey of our members, but I don't think we have the time for that. Alan Greenberg.

ALAN GREENBERG;   My personal opinion, I don't think we have five days. I would do it shorter. Thank you.

OLIVIER CRÉPIN-LEBLOND: Okay, so three days?

ALAN GREENBERG: Three days, yes, in that case the end of the week.

OLIVIER CRÉPIN-LEBLOND: Three days.

ALAN GREENBERG;   We need to get off our butts and draft something, and get it commented on to the extent we can get comments. And, you know, it would be nice to have a lot, whether we will or not is a different issue, and get this posted. Thank you.

OLIVIER CRÉPIN-LEBLOND: Okay thanks very much Alan. It's Olivier speaking. If you could please work out the language with Terri and with Sébastien, so we've got the right question and it's properly framed. So we end up having answers to the question that's being asked.

And let's this then close this part of the call. I wish we had two hours for this, because this…

SÉBASTIEN BACHOLLET: It's Sébastien. Just a short… Yeah, sorry, just a short point. First of all, it doesn't matter if we spend more time on this issue and less on the other one. We will do that the next call. But the point on that is that, I am afraid that we want to rush to have a feedback of, I don't know if it's just a working group, or if it's more the representative of At-Large structure within At-Large, but I am not sure at the end, if we get the position, along with mine position, we will need time to rewrite something.

And my point of view is that let's leave the Board going where it is going. Let's leave Alan and other people writing and doing the work. They think it's a good way to go. And let's leave time for people to feedback on this issue. And if it's happened that it's the contrary of what we are doing, then it will be time to poll, and to discuss how we will do it. But if we want to rush everything, we will not get a good feedback, because it's time to have the answer of the participants.

Anyhow, how we do it in three days, it will be too short to have a real feedback, that they understand the question. They take notes of the information they need to answer, and to answer. And I would like very much that we don't rush this. And maybe even five days, it's not enough. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thank you Sébastien. It's Olivier speaking. One of the problems is the timelines. We are under exceedingly tight timelines. And trust me, several of us on the ALAC have, or the At-Large participants in the

working group, have complained about the short timeline for public comments here. And it has fallen on deaf ears because of the unbelievable powers that we need to have something ready by September.

So we're kind of stuck in here between rock and a hard place. Alan Greenberg, you have the floor.

ALAN GREENBERG: Thank you very much. Let's be clear about this in terms of timing, the timing is being driven by the ccNSO. They have to put this to their entire membership. They have said, that that cannot be done between meetings. If they're going to come to an answer, either they've got to be at this meeting or in Dublin. And the general wisdom was, we wanted to try for this meeting, because Dublin, it's not too late certainly, pushes the schedule past the September timeframe, with the implications of that.

So that's the thing that is driving it. The GNSO, the ALAC, the other groups can all make decisions in between meetings. The ccNSO did not believe they were able to do that, functionally because of the way that they would have to get approval from all of their members. Now, I'm not going to judge whether they're correct or not. That has been what is said.

So that's what's driving this overall. And I think we need to be very clear on that. I do have a question for Sébastien though. Does he believe that the issue of whether PTI is incorporated or integrated into ICANN, fully integrated as a partner within the single corporation, is that

something that should cause us, if we don't get that, to reject the plan? That's the question on the table. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks for this Alan. Olivier speaking. Sébastien, did you wish to respond?

SÉBASTIEN BACHOLLET: Thank you. It's Sébastien Bachollet. Just, yes maybe Alan, but I… Now I think that I would actually step back and say, let's do the work. Let's do what you are doing. What we are doing in the CCWG. And let's see… I am not sure that's the only question we want to push to our members, whether it's the member of the group or the larger membership or participants.

But let's try to put it in a comprehensive sole document with question. And we will see at the end, we have to reject the plan, we will have to reject the plan. I am not… I am all for this transition, but I am all for this transition that in a good way for end users. And I am not sure it's a way we are taking now. And once again, nothing against the work you are doing, and the way you are taking.

Just I think, we need to get back to our members. It's difficult, then maybe we don't need to rush to ask one question, because tomorrow we will have a second question, and maybe at the end, we would be happy to have half a dozen question, and to really be able to have an exchange with our participants.

I'm not sure that answers your question Alan, but it's the way I am feeling now. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks very much for this Sébastien. And it's a straw poll. It's Olivier speaking. And I'm now about to hand the floor over to León Sanchez for the second part of this call, with big apologies for having taken so much time, but we have somehow, the two issues, I guess, are somehow mixed together.

Unfortunately, I will not be able to finish the call, or finishing chairing the call because I will be in a taxi by then. But I will remain on the call, and I'll shout out my name if I need to intervene. León Sanchez, you have the floor for the CCWG accountability.

LEÓN SANCHEZ: Thank you very much Olivier. And I see that our next call will be scheduled for three hours. And that is of course a joke. Well, we have two webinars at the beginning of this week. And I don't mean to repeat the webinar, of course, in this call, but just remind you that the slides for the webinar are available in the agenda website for this call. And also in the ICANN accountability group website.

So you can, of course, go back to them, review them, and if you have any questions you can, of course, raise them either through the list or in our next call. So one of the main issues that was discussed in the webinar, and that I feel that is worth taking another shot in this call maybe, is the issue of the unincorporated associations.

There are many questions around what an unincorporated association is, what is the purpose of forming, if any, unincorporated associations, and how would this impact how we actually work within ICANN to the future. So, just to have very good view on what this means, I would like staff to please upload the slides on the webinar, so we can take a quick look at the two slides that speak about the membership model.

And just to give you a very brief, very brief description of this. When we're talking about the membership model, or the designator model, the lawyers have advised us that for the community to be able to enforce their rights, and exercise the powers that the CCWG is trying to provide the community with, there would be the need to form some kind of legal entity, or legal vehicle, that would have this legal person to in fact exercise the powers or enforce the rights.

There have been, of course, many options discussed throughout the CCWG calls, but so far, the easiest one to be implemented seems to be forming unincorporated associations, but by those SOs and ACs that would, of course, be willing to have the powers and be able to enforce them. And this doesn't mean that this is the only way, but it's the easiest way.

So I think it is worth taking note. There have been many questions around, for example, what happens if that should not decide to form a unincorporated association. What happens if the ccNSO, for example, doesn't want to form an unincorporated association. And the answer for that would be those who decide not to form not only a unincorporated association, but any kind of legal entity to become members of this proposed structure, would be left out of being able of

exercise the powers and enforcing their rights that the proposal is trying to set for the community.

So you can see that this is, of course, worth taking a thought. And I think that from the [inaudible] point of view, which is also another issue that has embraced and that has, there has shown concerns by many members, we have been [inaudible] lawyers that if anything would happen, it would be no, I mean, forming the unincorporated associations wouldn't ask liability to the confirmed participants within the ICANN community.

So this could be seen even as another layer of protection for those working with the ICANN community. We have recently seen the example of [inaudible], which has… I don't know if I can, I can say that has threatened to sue not only ICANN but also those members of the community that have written letters expressing various discomfort with how the selling of [inaudible] has started.

So this is an example of how we are actually exposed to lawsuits at this stage. And it could be also an example of how these unincorporated associations could benefit the community to the future. But now I'd like to hand over the floor to Alan Greenberg, whose hand is up. So Alan, could you please take the floor.

ALAN GREENBERG;   Thank you very much. First a comment on what you just said and then the question I was originally going to ask. I don't think that the unincorporated association provide the extra layer of protection that has been talked about. If, for instance, the intellectual property

consistency has issued a statement [inaudible], the owner of [inaudible], thinks is defamatory and has slandered them, then it is the consistency that did it, not the unincorporated association.

So the consistency and the people representing it are likely the ones that would be named, regardless. I do believe, however, that both all of these things point to a need within ICANN for ICANN to indemnify volunteers to a larger extent than it does right now. Right now, it only does it on the Board.

There is a large history component of this. The predecessor of the GNSO and ccNSO was conceived of being independent from ICANN, and having its own funding. One of the changes that was made in 2002, when the ICANN was reorganized what is known as ICANN 2.0, was the GNSO and ccNSO were made, was clearly constituent bodies of ICANN. And they do not make any decisions, they make recommendations to the Board.

And therefore the Board is the part that makes the formal decision, and therefore only the Board is indemnified right now. And I believe we have reached a point of where we need some level of indemnification for volunteers, or at least those who act as representatives of the volunteers. So that's point number one.

My overall question about unincorporated associations, I've really all of the documents from lawyers. And I now think, although I have some strong reservations, I suspect that it would accomplish what we're trying to accomplish. But I have a question. It is not clear to me at all why it accomplishes it better than simply saying, instead of saying the

members, the people appointed to the unincorporated associations by the ACs and SOs are the representatives who are empowered by the accountability measures to take action.

I don't understand why that cannot be done by simply saying, the AC/SO chairs or their delegates, are given that same power. And that would be done without the complexity of having tried to explain unincorporated associations to generations to come, an exceedingly complex structure. Whereas I think a much simpler one simply identifying, have the AC/SOs identify individuals to take that same responsibility.

Probably the same people who would be members of the UAs. And I'm not quite sure why that idea was dropped altogether. Thank you.

LEÓN SANCHEZ: Thank you very much Alan. Next in the queue I have TIjani Ben Jemaa. Tijani, could you please take the floor?

TIJANI BEN JEMAA: Thank you León. Do you hear me?

Okay. Thank you. So, yes, two problems. The first one is this issue of, first of all I want to be clear, very clear, that you cannot be member or designator of ICANN if you don't have an unincorporated association. This is the jurisdiction of California. So it is compulsory, it is not a choice. In this case, those who cannot, or would not want to form this association, as for example, the GAC or the ccNSO, they will not be a member. And they will not have any power.

And this made the model we are considering now, will not work. Because we will have some parts of the community who are not represented, who cannot participate in the decision. So this is the first problem.

Second problem, Alan said, why we are obliged to become a member, we can without that. I think that they, the legal advice was for exercising those powers with the possibility to cut in case of any problem. If we reach a certain level of problems, we can go to the curb, and we cannot do it, we don't have a legal entity.

So I think this is the reason. I don't know. I am really not comfortable with this issue of members, because this will cause a lot of problems, perhaps not for At-Large, but for other constituencies. Also, as I said before, and I repeat it, and I am sure I have to repeat it every time, when you are a legal entity in the Californian jurisdiction, you make two people and you may be sued.

And as an association, we may have problems, we may have consequence of this being sued. And I don't know how this would be solved. Thank you.

LEÓN SANCHEZ: Thank you very much Tijani. Next in the queue I have Sébastien Bachoullet.

SÉBASTIEN BACHOLLET: Thank you León. Sébastien Bachoullet. I really, once again think that if we are, if all of this [inaudible] is to be sued, or to be able to sue the

Board, the other parts of ICANN, we are, we need to be in an organization where we try to work together in the right direction. If not, it is just to have, to record, then maybe it's better to go to ICU and to end up all of this very complicated situation.

It's a joke what I'm saying, but we need to be really very careful. The multistakeholder model, it's complex. But it's far more efficient that a governmental process. But if we do everything possible to have, as a multistakeholder process, to be more complex, to take more time, decision as a United Nation, or to, yeah… We will end up by the reverse of what we are trying to capture, to increase the [inaudible]. So for the bad pronunciation of this word.

And we have also to take into account that, if you look to the bylaw or to the MOU, I don't remember if it's the MOU or the bylaw of the RALOs, we have specific bylaws. And if you take the EURALO ones but… [AUDIO BREAKUP]

LEÓN SANCHEZ: So Sébastien, your audio is cutting. So you might want to try that again.

SÉBASTIEN BACHOLLET: …by tomorrow…

LEÓN SANCHEZ: Sébastien, we are having problems listening to you.

SÉBASTIEN BACHOLLET: …no, no. Give the floor to Alan. Yeah, yeah, give the floor to Alan. Sorry.

LEÓN SANCHEZ: Okay. We'll turn to Alan. Alan, please take the floor.

ALAN GREENBERG: Okay, thank you. With regard to Tijani's comment that the unincorporated associations are needed because you need a legal status, individuals have legal status. So if the bylaws allow, and maybe there is some technicality by which this cannot work, I don't know. But if the ACs and SOs named individuals to represent them, those people have the same legal status as an unincorporated association. And yes, regardless of which form we take, we need some level of indemnification, because if we are focusing on the fact that these entities, or these people, have legal status, and they can sue, then yes they can be sued, and we need to cover that.

The probability, the chances, may be small, but I believe if the chances are small, that just means the insurance is cheap. So I think that is something that we need to be covering. Regarding Sébastien's comments on, if we get to the point we are suing, we're in big trouble. He's right. If we ever get to the point, where we have, in the bylaws, the fact that the community can tell the Board what to do, or override the Board, and the Board refuses to do that, because the Board ultimately has control, what do we do?

And the answer is, if we ever get to that stage, where the Board is so arrogant and so belligerent, or believes they are so right, regardless of what the community thinks that they are going to take action against the explicit request of the community, then yes we are in trouble. Either the community has not been properly educated, or the Board has decided to do what it wants, regardless of the community.

But the question is, fine, we are in trouble. We've already agreed we are in trouble, what do we do at that point? At this point, we can either sit back and say, "Oh well, I guess we failed." And we accept that the Board does what it wants without the community agreeing, or we put in a place a process where we have some level of recourse. And that's where we are right now.

You know, we've been living, right now, with bylaws that the Board doesn't have to follow. When At-Large appoints a new director, the Board could say, "We refuse to take that person onboard. We're not inviting them. We're just not honoring it." Or the Board could unilaterally say as soon as the person is appointed, "We're taking them off," which the Board has the right to do.

They have never done that, to date, so we haven't faced the situation. The question that is on the table is, what if they do? That's what we're trying to control. Without the NTIA being around, what if they do for whatever reason, how do we react. And that's the issue we're trying to address. Thank you.

LEÓN SANCHEZ: Thank you very much Alan. I'm mindful of the time. We are almost reaching the top of the hour. I suggest that the question is far from being over, of course. And may I suggest that we take the discussion to the list, so we can further discuss the pros, cons, and concerns that we might have around the idea of unincorporated associations.

So, and of course, the relationship between having unincorporated associations and the ability for the community to enforce their rights and exercise different powers that are drawn in the draft proposal of the CCWG. So, with that in mind, I would now like to open the floor for any other business.

I don't see anyone raising their hand for any other business. So, having no other business to speak [CROSSTALK]. I'm see Alan, I see Tijani, yes. Tijani, could you please take the floor?

TIJANI BEN JEMAA: Yes. Thank you León. Alan, what is the latest time, the latest date of our comment to be included in the statement of At-Large?

ALAN GREENBERG: We haven't set a date, and we need to formally set one. We know what the deadline is for getting formal comments in. I really think that we need to put a comment together, a draft together, relatively quickly. And I would propose that I'm going to do this no later than this coming weekend, since I've been asked to the hold the pen on it.

So, that doesn't mean that there is no opportunity to change it afterwards, but certainly comments that are received during, you know,

in the next two or three days, are more likely to be able to be integrated smoothly, then ones later. I really think that we, to the extent possible, we want to publish this sooner rather than later, even if it has been published while a vote is going on. We can always change it, but no. I think it's important.

So I would like to say that if you want to make a comment, it should be done before the end of Friday.

TIJANI BEN JEMAA: Okay, thank you.

ALAN GREENBERG: You get up six hours or so before I do, so early Saturday would be fine too.

TIJANI BEN JEMAA: Okay. It works.

LEÓN SANCHEZ: Okay, thank you. So are there any other business at this point?

Okay. I see no other business. So, with that, I would like to have this call adjourned. I thank you for your attendance, and for your very helpful comments. And…

[END OF TRANSCRIPTION]