

ICANN

**Moderator: Brenda Brewer
May 19, 2015
12:00 pm CT**

Coordinator: Recordings are started.

Grace Abuhamad: Thank you. All right so welcome to what I think is the 47th or 48th meeting of the CWG on the 19th of May. It is now 1702 UTC. And chairing the call today is Lise Fuhr so I will turn it over to her. We are doing Adobe Connect roll call. And Eduardo Diaz is on audio only. If there's anyone else who is on audio only please let me know.

Cheryl Langdon-Orr: I'm not in the AC room yet. It's Cheryl.

Grace Abuhamad: Thank you Cheryl. Okay. We'll have you noted for now, anyone else? Okay we can get started. Lise turning it over you.

Lise Fuhr: Thank you Grace. My name is Lise Fuhr. I'm one of the two co-chairs of the CWG. And Jonathan Robinson my other co-chair is on the call too but I'll be chairing this call.

We send out a proposed agenda. It's been changed a bit from the email we sent to you yesterday. We moved up the punch list review and moved down

the design team updates under the punch list review so it hasn't been that huge changes.

Furthermore we added the Sidley memo that was sent out earlier today just under AOB but welcome to this 48 call. It's a lot of calls we're having but actually we don't have that many calls back left to work on the issues. We have the intensive meetings coming up next week so we need to make good use of the time on this meeting to close as many open ends as possible.

We need - you need to know though that there's a caveat and that is the issues we're working on of are still (unintelligible) subject to the feedback from the public comment period but that ends tomorrow.

But we have some very interesting issues and I hope to get very good and fruitful discussions on this meeting. Any questions or additions regarding the agenda?

It doesn't look like it. Okay I'll continue until Item Number 2, the public comment. As mentioned on an earlier call the plan is to have the FAQs to include - to be included as part of the final proposal.

And I'd like to ask since we - since last meeting we have posted the - a draft of the FAQs to the list. And I'd like to know if there's anyone that had any views questions and furthermore if we have any volunteering to help to work on these for the final proposal? You are very welcome to.

Not any - there is no questions, remarks? No? I'll move on to the translation part. There's been some discussion on the list regarding the late translation of the actual proposal. And it's coming out so late but in order to be actually meaningful tool for us.

We - the co-chairs are suggesting to extend the public comment period. As you see we could allow an extension until the 26th of May for those that are depending on the translation.

And we could request a note, a covering note explaining that the comment we're dependent on the translated versions. I don't know if anyone has - is in a position to add or having any comments, questions or remarks? It doesn't look like it.

(Seun)'s asking what is the implication of this on the overall timeline? Seun Ojediji we hope that first of all we don't hope that it's a whole lot of public comments that are delayed because of the translation.

And we set the dates. So it was possible to have those included in our intensive meetings next Thursday and Friday so it shouldn't have any implication. Olivier your hand is up. Go ahead.

Olivier Crepin-Leblond: Thank you very much Lise. It's Olivier Crepin-Leblond speaking. Can you hear me? Sorry for the background noise.

Lise Fuhr: We can hear you. But there is background noise.

Olivier Crepin-Leblond: There is yes. No, I'm in a public place at the moment. I have no choice on that. Just with regards to the request for an extension a significant part of the At-Large community doesn't have English as its first language.

Would that be enough for the ALAC to be able to submit a statement at the later date and therefore and effectively would it be enough for it to be warranted in this way? And I'm not saying that the ALAC will do such a

thing. I'm just asking whether that opens the window of opportunity for the ALAC? Thank you.

Lise Fuhr: Jonathan your hand is up. Go ahead Jonathan.

Jonathan Robinson: Lise thanks. I was more expecting to respond a little then to (Seun) on the implication on the overall timeline but I can respond to both in a sense.

I mean we are committed to retaining the existing deadline as I think you said. We wouldn't want anyone to work outside of that deadline. However we obviously recognize this issue about the translation. And so want to accommodate people who are directly impacted by that translation issue and they - if they need to be respectful of that.

So I guess the simple answer to Olivier is no unless it is directly impacted by the translation. And even then we would respectfully request that you do your level best to get it in as soon as possible because as you are aware we are working to tight deadlines.

And just in case it was understood to be otherwise we never - we didn't anticipate this problem in planning the weekend session. It happens that there's a little, little bit of leeway in the timetable but that's what I would say to that. Thanks Lise.

Lise Fuhr: Thank you Jonathan for clarifying that. And I actually didn't - I hadn't gotten to the point where I was going to stress that we didn't want to extend the public comment period for all this was going to be for the actual part that needed the translations.

But if others - and we have received an email from some governments that are struggling to meet the deadline. We would clearly have to take a view on any late submissions of other late submissions. So and I see that Kurt Pritz is saying extending the timeline will help eliminate criticism for short comment period.

I must say it's a delicate balance of quote having as we have a short comment period. But also we need to get this done in a timely order to have it dealt with during the Buenos Aires meeting.

So I don't think there is - and Jonathan and I have discussed this. We don't find that we will extend the period as such. And it's more people who are dependent on translation could get an extension and they would need to put it in their covering in a note. But having said that we would take a view on the late submission if - and we would need to have a thorough look of those.

And I see Chuck saying I think it's important that the common extension for those dependent on translations. I don't know if it said should not be used by others to delay their submission?

Chuck Gomes: I did not Lise.

Lise Fuhr: Yes.

Cheryl Langdon-Orr: Sorry about that. I'll fix it.

Lise Fuhr: That's okay. Okay so having said this I think we should get an update on how many comments we've received until now. And I don't know if that's going to be (Bernie) or others from staff giving us an update on this?

Grace, go ahead.

Grace Abuhamad: Sorry I was on mute. Thanks Lise So I'll just give a quick update. What you have in the notes is where you can find the comments that have been submitted.

To date we have 11 that have been received. And staff has been - we've been tracking those and kind of putting those into a review template. But we don't expect to receive the majority of the comments until right up until the deadline. The deadline is tomorrow 23 UTC. And we expect the - that most of the comments to kind of come in around that time. So to date we've only received 11.

Lise Fuhr: Okay. Thank you Grace. But normally most of those submit to the last date so we'll see tomorrow how many is going to float in.

Okay any questions or remarks regarding the update on comments received?
Okay seeing none then I think we should go to the punch list review. Could we have the updated version that (Bart) send out earlier today to the group up on the screen?

Okay I'd like to go through this and see where we have new issues and we have updates. And the first one is Item Number 1.

And that is the - Jonathan yes, go ahead. Your hand is up.

Jonathan Robinson: Thanks Lise. I was going to speak to Item 1 so maybe I should do that.

Lise Fuhr: Yes go ahead.

Jonathan Robinson: Yes it is an important point I think. It says here that we propose to move forward with a nonprofit public benefit corporation.

I think we got to that point in the last call but we got to it with at least a caveat that we said we would - and I don't know whether this was captured in the action items which will remind me and us working on these calls that we do need to come back with the action items at the beginning of each call. And those we mustn't lose sight of those and just check that those have been completed.

In this instance we said -- and I would like to recapture this as an action item - - that we would contact ICANN legal finance legal stroke finance, and we already have an outstanding couple of queries with them.

But this is a supplemental query to understand whether there is already potentially taxable income that might arrive within the IANA subsidiary or if there is a possibility of future taxable income.

Because if that is the case or if there's a concern or if indeed the other risk which is any kind of knock on effect on the access of the parent is an issue we need to flush that out. Because if you remember Sidley did give us an alternative which was an LLC structured in such a way as to mimic a public benefit corporation.

And in so doing we would get the benefits of the inheritance tax status of the parent without having to reapply.

And so I think there's quite an important subtlety here that we did propose to move forward in a nonprofit public benefit corporation that's subject to

further consultation with ICANN legal stroke finance. And the alternative would be an LLC structured to mimic a public benefit corporation.

So there were many advantages to it. And we went through it all and cascaded out (unintelligible) but there's that caveat. So I hope that's clear and gives us something that we need to work on in the background. Thanks.

Lise Fuhr: Thank you Jonathan. And maybe we should also have that noted in the status of this. We will have that done in the update.

And I see Donna is asking if there is a distinction between an LLC in California and in Delaware? Sharon your hand is up. Do you want to give an answer to that? And Jonathan is that an old hand or a new hand? Sharon go ahead.

Sharon Flanagan: Thanks. So to respond to Donna's question we've - we proposed a Delaware LLC because Delaware law gives the maximum flexibility of how you structure an LLC.

And so to the extent that we want to mimic or mirror what we would have in a public benefit corporation in an LLC the easiest way to do that is through a Delaware LLC because it is - it allows for the maximum amount of flexibility.

Lise Fuhr: Thank you Sharon. Greg?

Greg Shatan: Thanks. It's Greg Shatan. It's my understanding and our outside counsel can confirm this as well that another potential advantage of the Delaware LLC is that having the LLC in Delaware and having the ICANN in California may create the diversity jurisdiction and the far-fetched case that we spin the company off and there's litigation between the two of them.

There would be easier access to federal court if that's the case. Now as long as they're, you know, in their relationship between each other that's, you know, highly unlikely.

But at least it provides some potential down the road of an independent entity wouldn't have to switch jurisdiction from one state to another which can be a little complicated.

Lise Fuhr: Yes.

Greg Shatan: And it is absolutely possible to have an LLC in California. There are LLCs in every state. Delaware just happens to have the as Sharon said, the most robust and flexible set evening though in here in New York a lot of times we just set up Delaware LLCs even though New York has a reasonable good LLC statute.

Lise Fuhr: Okay.

Greg Shatan: I see another comment there that (Brendon) made. And I think Sharon should probably speak to that. Public benefit corporation is a - is uniquely something in California as a nonprofit. There nonprofits and other states but they're not called public benefit corporations. And they're not actually very similar to what there is in California.

Lise Fuhr: Okay. So you're actually answered. I don't have any more to add to that then. You know, I see that Sharon agreed.

Okay. Greg your hand is still up. Sharon go ahead.

Sharon Flanagan: I wanted to respond to the question in the chat could a Delaware LLC be incorporated as a subsidiary or holding company of ICANN?

What we're contemplating is still a subsidiary of ICANN. So remember that ICANN would sit above and then PTI would sit below either as an LLC or as a public benefit corporation so it wouldn't be a holding company.

Lise Fuhr: Okay. Thank you. That's a very helpful clarification. Okay any other questions or comments regarding the legal entity?

Okay I don't see any. Let's move on. You have two and three that's to be worked on. And then we have the next one and that's the PTI board.

And here again we actually had a very thorough discussion on the PGI board and how to - how we could consider a PTI board being formed.

And it was decided to move forward with an insider board. And as you see this means that the majority appointed and therefore controlled by ICANN and likely to include employees or officers of ICANN.

We haven't decided on the actual size. And we haven't specified how many and if we want outsiders on the board. So we - there could be outsiders in there. It could be just ICANN people.

So I think if anyone has any comments, questions or remarks to this we could discuss it now.

Greg. Go ahead.

Greg Shatan: Thanks Lise, Greg Shatan for the record. I think my overall instinct though they're obviously, you know, a lot of alternatives here is to have the PTI board be as small and boring as possible.

To have it I think we - there are lots of interesting things that could be done with a - an outsider board but I think there's also a lot of the tractability issues.

And we're already have created robust oversight processes with the CSC and the review process and the like. So I don't think we need the oversight, another level of kind of oversight, you know, within the board as long as it's, you know, fashioned as a subsidiary essentially or a controlled affiliate of ICANN.

So I think that, you know, part of the, we could have some outsiders on the board and still have it be an insider board as long as the insiders or a majority of the insiders, you know, and by insiders I mean those appointed by ICANN. They don't need to be ICANN employees.

But, you know, overall it seems to me that the less you put - they should not be seen as a place where interesting people go to do interesting things and where people who would like to make more of it than they could or should should go to do the things.

You know, I would almost, you know, would want to put unfortunately in the US I don't think we have this concept but there are professional board members available in say Jersey and Gurnsey if you set up an offshore companies there. And they literally, you know, do no more than the absolute statutorily required minimum to keep the corporation kind of in place.

That's really what I - would be our aim is to have, you know, no latitude, no leeway, nothing interesting happening at the board level.

And if we do that then there's really no - it almost doesn't matter, you know, who's on the board as long as they can really be capped in a vice grip. Thank you.

Lise Fuhr: Thank you Greg. And it also seems like being if you want the lightweight position and you want then an easy way to select the board members as you say it shouldn't be interesting.

It could stay as internal with no outside members. It's not an outside board. It's an internal board but having it only internal people could make it less interesting. Donna, go ahead.

Donna Austin: Thanks Lise. So, I largely agree with what Greg has just said. And I just like to say from a registry perspective while we support, you know, the PTI has been created to provide certain elements of transparency and some legal separation in the event that PTI needs to be moved.

What we don't want to see is that the day-to-day operations of IANA as we know it now is compromised in any way. And, you know, some of the issues they Greg raises that, you know, people think this might be interesting to be on this board or it could lead to, you know, expanding the remit or what the board does and things like that.

So we are very conscious that IANA works well now. And we don't want them compromised in any way by the creation of PTI and, you know, people going onto the board that might want to interfere with that day-to-day operation.

So we're - the registries are very much looking from a view of let's maintain the current level of service and restrict any possible likelihood of interference from outside.

So I think that's why we were aligned on the - on very much with what Greg has said and also the idea of an insider board. Thanks Lise.

Lise Fuhr: Thank you Donna. And yes that's actually also Item 5, the scope of the PTI board you touch on here by saying there's a danger of the remit being more than only the statute - statutory duties if you put in more people and there's a risk of a growing.

Greg and Donna your hands are still up. Is that old hands or...

Greg Shatan: Old hand, sorry.

No worry. Any other questions or remarks on this? Olivier, go ahead.

Olivier Crepin-Leblond: Thank you very much Lise. It's Olivier Crepin-Leblond speaking. And just to confirm I think that these two items that we have on the screen 4 and 5 are closely linked.

And the acceptance of the ALAC of a PTI board or a small PTI board is very much dependent on Number 5 and on the restrictions that are placed on the board being able to act. So I think that we're in line with what has been said earlier that both by Greg and by Donna. Thank you.

Lise Fuhr: Thank you Olivier. I see a question from Matthew Shears just to understand are we saying that ICANN staff will populate the PTI board?

And we're saying that it could be ICANN staff. It could be ICANN board members. And I see Jonathan and Sharon your hands are up. Jonathan go ahead.

Jonathan Robinson: Go to Sharon and I'll come in if necessary.

Lise Fuhr: Okay Sharon go ahead.

Sharon Flanagan: Responding to the question about who appoints ICANN would appoint. Now there can be some parameters in the structure of an insider board ICANN would appoint.

There can be some parameters included in the ICANN governance documents. For example you might say that the PTI board should include our will include the executive of ICANN who is responsible for IANA.

You might also say that the PTI board should or may include the individual at PTI, the IANA person who's the most senior member of management so you have an executive director on that board.

So although it would be ICANN selecting you could put, you know, put some parameters on how they choose among their insiders within ICANN.

Lise Fuhr: Thank you Sharon. And I've seen (Holly) putting in a very good note to in the chat regarding the more inside the board is the better linked it is to the accountability mechanism so I think that's a good point. Jonathan go ahead.

Jonathan?

Jonathan Robinson: Thanks Lise. I suppose I would express an opinion really that actually I - well certainly there's a - I think we could do with a little more work on describing or at least thinking through as we are now elements of that by the board.

I happen to like personally Sharon's suggestion at least at face value. I'd like to think about it a little more that we specify to some extent, some minimum appointees.

Because it does appear that there is - it make sense to have the responsible manager, the most senior manager within the IANA function and the executive response for (unintelligible).

You may want to balance that with some other skills or - and so I think talking if we want to drive the composition of that insider board it's something we would want to think about a little more.

But it does seem like some, at least some good initial suggestions. Thanks.

Lise Fuhr: Thank you Jonathan. And yes, have we got that in the notes to maybe make some recommendations about that? Milton your next on in the line. Go ahead.

Milton Mueller: Okay. I wanted to address two issues. One of them is whether we are jumping the gun a bit here.

We basically proposed a model of having a separate legal entity and we've asked for public comment about it.

And I'm a bit concerned that we're making decisions before we've gotten sufficient public comment that could guide the way we handle some of these further decisions.

Secondly I wanted to address this notion that the insider board is more accountable. I think again we're dealing with very different conceptions of what the IANA functions are.

And I think people who are talking in that way are confusing the policy process of ICANN with the IANA functions.

I think that one of the main reasons to separate out PTI from ICANN is to have a more focused accountability structure and the real work of making PTI accountable will come from the contract, from the SLA, from the CSC and from the, you know, overhanging threat of termination of the contract.

I've never believed that we will get adequate accountability for the actual performance of the IANA functions from general board accountability measures, general community empowerment measures.

Those kinds of accountability mechanisms are always going to be highly flavored with policy considerations and not going to be focused on the actual performance of the IANA functions.

And we don't want people changing (unintelligible) or quitting IANA because they don't like the policies that ICANN is adopting.

This gets us back to the, you know, it's something that I thought we're leaving behind which is the idea that, you know, you can use the IANA functions to circumvent or veto community policies.

So I completely disagree with this idea that we need an insider board because IANA will be made accountable through these general accountability mechanisms that we're creating.

IANA will be accountable through its contract. That's going to be the main aspect of creating it and keeping it accountable by the threat of separation, by the CSC and by the review process.

And if we have all of that I don't understand this argument that somehow a bunch of other accountability mechanisms directed at the entire board are going to make it accountable.

Lise Fuhr: Thank you. I think you raise two issues in your comment. And one was that we are trying to conclude on anything before we have the public comment.

And I think it's very important to stress that this is certainly not the case. And I tried to say that in my opening remarks that we still have the public comments coming in and they are also going to affect the actual proposal.

That was one. The other one is regarding the accountability. And then I must say I think it's a sum of all the things that you're saying is it will be the contract, it will be the CSC and the IANA review, function review.

And the composition of the board is also a part of this. So I don't think you can take one out of the equation. They're all a part of it.

Avri you're next in line. Go ahead.

Avri Doria: Okay thank you. Avri speaking. My question is back to trying to understand what an insider board means.

And I thought I'd add one understanding the other day and now all of a sudden I'm not sure I understood correctly. I'd understood that an incentive board meant that it was picked by ICANN somehow. Now I had thought that it was possible to specify.

Now whether we decide we want a multi-stakeholder board or not, whether we decide we need one or not what I wanted to understand is could the bylaws or what have you that established that board be such that they indicate that there is a process by which stakeholders are picked by - from the various SOs and ACs and that determines the board and that that would be an insider board because it was picked by ICANN according to bylaws even if it didn't include all employees or board members or ICANN board members.

And I thought I had understood that as long as it was picked by ICANN even if it wasn't, you know, officials it would still be an insider board. Thanks.

Lise Fuhr: Thank you Avri. I will let Sharon answer this but I also think it's dependent on the actual, the employment by ICANN or not but Sharon go ahead. You know a whole lot of this and if not more.

Sharon Flanagan: Thanks. So let me respond to that question. I think it's maybe a bit of terminology.

We could as a legal matter we could certainly provide in the ICANN bylaws who specifically they need to appoint to the PTI board.

So ICANN would be doing the quote picking but there could be very specific instructions.

Now to the extent that those very specific instructions are directing ICANN to appoint a whole bunch of quote outsiders, the non-ICANN individuals for example and there is no discretion on the part of ICANN. It just must do a slate of directors the specified by external groups like the SOs and the ACs.

At that point although formally ICANN is making the election I would view that as an insider board.

They are not making really making decisions. They're just executing orders from some external group.

Avri Doria: If I can - this is Avri again.

Lise Fuhr: Yes go ahead Avri.

Avri Doria: So those of us that are in the SOs in the ACs are outsiders vis-à-vis ICANN and an insider board.

Sharon Flanagan: So I will respond to that.

Lise Fuhr: Sharon go ahead.

Sharon Flanagan: Yes let me respond to that.

Lise Fuhr: Yes.

Sharon Flanagan: Again I think it's terminology. I think we're saying I think in my mind I view those as outsiders.

So to the extent that the PTI board were made up of all designees of the SOs and the ACs for example even if it were ICANN during the actual election but being told by the SOs and ACs to a point I would view that as a quote outsider board meaning ICANN isn't controlling that anymore.

It's not a handful of ICANN employees who are taking direction from ICANN. These are individuals who will have their own free will and will do what they will do and so I would view that as a, quote outsider board.

Avri Doria: Okay. Thank you. I had misunderstood.

Lise Fuhr: Okay thank you Sharon. Martin you are next in line, Martin Boyle.

Martin Boyle: Thank you Lise, Martin Boyle here. I would like to join others in underlining the needs for us to see the public comments before we make final decisions.

But I put my hand up because I'm getting a little bit worried about us getting back to the form of the board first rather than deciding on the basis of the board, the functions that he's going to carry out.

I think at various stages we've heard quite a lot of support for the PTI board to be very much the operational end of the business.

And when people then start talking about a selection process that's based on communities it seems to me that we then end up risking essentially having a board that very closely resembles a sort of mini ICANN board with all of the

risk of confusion of roles between the PTI board and the ICANN board. And that is something that I think would be seriously bad for this model.

The other bit is trying to make sure that we are very clear exactly with the accountability lies. And in my mind there are two separate little bits of accountability process.

The clear one that we are looking at is the potential separation process that is triggered by the IANA functions review or a special review process that then goes into separation.

And that I think we've been saying needs to be embodied in a fundamental bylaw of the company.

And ICANN obviously has got a role in trying to police its subsidiary and make sure its subsidiary is performing to scratch.

But the Cross Community Working Group on ICANN's ability model is there to make sure that when an enforcement measure is put in place the ICANN board then has to carry out the instructions that are in accordance with the fundamental bylaw. And so that's how I see the relationship of these two models.

And I don't think for the - for that first the process of going through the IANA functions review which we have said will report to the ICANN board that we are bypassing or undermining the accountability of the IANA functions operator. Thank you.

Lise Fuhr: Thank you Martin. And I'd like again to underline that we're not trying to just close this discussion right away and not having the public comment into account when deciding.

So we're having the discussion and we will finalize it at a later stage but Greg go ahead. You're next.

Greg Shatan: Thank you Lise. This is Greg Shatan for the record. I agreed at least in part with what Martin said and I think we are putting the cart before the horse.

I think that we need to discuss the functions remember particularly the limited functions that the PTI board is envisioned to undertake before getting all excited about who should be sitting on that board.

I think that the idea that it should contain, you know, members of the community or members of the names, numbers and protocols communities in particular or the like seems to be predicated on the idea that this board could be doing interesting stuff.

And that, you know, for instance, you know, that they will be exercising a significant accountability role with regard to the operational functionality of the IANA functions group that will be sitting in PTI and that they'll be involved in operations in some fashion.

I think we need to define what the board is doing if it is going to be as interesting as the ICANN board's job is. I suppose some people might not think it's interesting but interesting in this context. Then we have a whole, that's a larger discussion.

If it's going to be boring and kind of just essentially a conduit for ICANN's accountability for the work of the IANA functions team then that's a different situation.

Secondly if this board is filled by outsiders or filled, you know, at by a bylaw that essentially means that ICANN, you know, does not appoint those with which it would like to see on the board. Then it's no longer really controlled by ICANN.

I'm not even entirely sure how it becomes an affiliate of ICANN if it's a public benefit corporation.

You know, I would ask council to talk about that perhaps. But I'm not - that's not really the thrust of where I'm going. But that is perhaps an unintended consequence of creating a board controlled by the community is that it's no longer it's essentially at that that point an independent entity other than a contract.

So that, you know, that takes us off into a whole different direction. But it's a direction we don't need to go in as long as we define appropriately and narrowly what the board's functions are going to be so form follows function. Thank you.

Lise Fuhr: Thank you Greg. Yes and a raised form follows function. It's a good point. Chuck you are next in line.

Chuck Gomes: Thank you Lise, Chuck Gomes. I left our previous meeting with the following understanding. And that is that an insider board allows us to take advantage of the accountability mechanisms of ICANN.

And so and I haven't changed my understanding there. It seems to me that as soon as you go to an outsider board you introduce new complexity because you have to start dealing with accountability in ways that relate specifically to PTI and its board, the accountability of its board. And I am bothered by adding more complexity to this than already exists. Thanks.

Lise Fuhr: Thank you Chuck. And I think that's also a very good point. We don't want to have too much complexity. And I guess that's part of the boring issue that Greg is raising.

We don't - we want this to be lightweight and functioning board, not to have it as a multi-stakeholder because that's more complexity and accountability issues to - Jonathan go ahead.

Jonathan Robinson: Thanks Lise. I'm a little worried that we are getting really deep into this in a way that it's sort of spotting various different threads.

We were very systematic in the way in which we went through this before. And we know we've got PTI. And Milton makes this point about, you know, we've got the contract which is a critical point.

And that is a key benefit of PTI as a separate legal entity. It's one of the most significant benefits we have ICANN entity with which we can contract.

Moreover we put in the other points that Milton rightly raises. We've got the CSC and the IFR. They give us, you know, significant degrees of operational and ultimately structural oversight. So we're in a really good position.

And moreover the fundamental architecture of this letter gives us separate ability should we ultimately need that.

So we have a great deal. We also had some very informed memos draft on May the 13 which dealt with the board and the legal entity.

And those informed our discussion together with Sidley on the call last time. And if you remember I used the words the one memo was equivocal and the one was unequivocal.

And the one that was unequivocal was really in guidance in and around the insider board and where we went through that.

The one that was more on the fence if you like equivocal was the one around the public benefit versus (LRC) although we came down marginally on the side of the public benefit.

But as Greg said a moment ago we were reminded that if we went down the route of the public benefit it was almost by definition we had to have an insider board.

Because the minute we went through an outsider board we had effectively separated the IANA function at that point. So there was a kind of logical consistency to the whole construct that we'd built up.

And then on top of all of that that's only when you get to the relying on the IANA - on the ICANN accountability tools that we've been - that are being worked on in this case on our behalf by the CCWG.

So I thought we were quite a long way down building a really logical and systematic structure.

There is clearly this questions were raised at the beginning about the tax-exempt status. And we do have to have a conversation about that.

But if it - if that takes us down a certain route it- that can be fixed by an LLC being configured to mimic a public benefit corporation.

So I think we've - it's really important we have the discussion to clarify and everyone has their say. But I just would remind myself, you Lise and everyone in the group that we did go through this quite systematically.

And of course we need to be aware of we're coming through the public comment and that could even fundamentally alter things.

But we did commit to working in parallel and we did work well in parallel. And we got to a certain point.

So I'll pause there now and not monopolize microphone and hand over to others behind. Thanks.

Lise Fuhr: Thank you Jonathan. And I agree. We did have a very good discussion on this last meeting. Milton go ahead.

Milton Mueller: Yes. I'm trying to keep in line with Jonathan's comment that we want to, you know, have a kind of meeting of the minds and a convergence.

But the more we try to define the functions of a board for IANA or PTI the more I come around to the view that it really is just an operational thing and that I'm not sure why we, you know, there's a point in your talk Jonathan when you said oh my God if we do that we've reached the point where it's an independent contractor.

And I'm still - if we're looking at what IANA is doing and what we want it to do we pretty much want it to be an independent contractor.

We want it to perform the IANA functions in a way that is meeting the contract it has with ICANN and the SLA that it develops with the customer standing committee. And then we want to review it according to those criteria.

So what is it that makes us think that this independent contractor notion is outside the balance of where we're willing to go given that it would be still, the stewardship would still be in ICANN, ICANN would have the ultimate control over what this entity does.

I'm just - I'm finding it difficult to come up with a reason why you would want it to be appoint a bunch of ICANN staff members and call it a board.

Now how would that get you any more accountability than what you would get by simply contracting with them and reviewing their performance?

You know, on the other hand a lot of the complexity that you're talking about is caused by the fact that you're unwilling to take that step to just do it as somebody who's contracting to perform a bunch of functions.

So I really think the answer to the complexity problem is to de-complexify your notion of what the IANA is and what it's doing.

Lise Fuhr: Thank you Milton. I'm not sure I agree with you on this and not in order to get into a long discussion on this issue.

I would like to remind us that during the public comment period we had a lot of comments saying that people wanted the IANA function to stay within ICANN.

And this legal separation is not to actually have it as an independent contractor. It's more to have an ability to have the contract and have the (re sense) if we want to separate the IANA functions.

So I think those public comments made it more clear that you don't want an independent contractor at this point.

Milton Mueller: I'm saying why?

Lise Fuhr: Why? Because people were satisfied with its - okay Jonathan go ahead.

Jonathan Robinson: Thanks Lise. I'm slightly concerned we might be getting too deep in the weeds or talking across (unintelligible). So I'll try and make a very concise response to Milton's point.

I mean in my view Milton we do have a contracting entity. We have a contract between ICANN and IANA. And in essence that by simplifying the board down to something nominal and minimal would be - are able to then rely on that contract.

And so it's kind of - that's to my mind the board is perhaps a distraction. And so I think we do have a contract.

There was a legal point that I may not be able to make as well as a lawyer but the legal point was that a public benefit corporation which we may choose has

substantial built in governance points with it such that it has a degree of independence by definition.

If you then inject a board into the public benefit corporation that is not an insider board you effectively divorce that public benefit corporation from its parent by virtue of the fact that A, it's a public benefit corporation and B, it has an outsider board.

And therefore the logic is that you by that point you have separated IANA from ICANN. And I thought we had cross that bridge a long time ago that we weren't going down. You've effectively got contract co. You've got an entity outside of ICANN that is contracted.

Now I know Milton that might be a preference for you but it wasn't where we'd agreed to go. So that's what I'm trying to say. It's more a legal technicality that in combination an outsider board plus PBC means total structural separation. Thanks.

Lise Fuhr: Okay thank you Jonathan. Milton go ahead. And before you go ahead conscious of time I think we should try and close this discussion and go on to the next. But Milton go ahead.

Milton Mueller: (Unintelligible) a very simple misunderstanding. And that this idea that legally separate people with an outsider board is going back to contract co completely wrong, I mean just obviously wrong because contract co if you recall was the steward. Contract co was deciding who to contract with.

And yes we turned away from that appropriately I think. We said that the stewardship rests with the domain name community as embodied by ICANN and they select their IANA operator.

So the separation of PTI from ICANN is in no way analogous to the creation of this strange external entity that would have the ability to decide who the IANA operator was. This is a completely different form.

So again if the argument is that we can't have a PBC within an independent board I would call it rather than an outsider board because when I think of putting like an ASO person or the IETF liaison and a ccTLD and a GNSO person on the PTI board I don't think that's outsider at all. I think that's fairly insider.

But according to legal definition that if that's an outsider board than that sounds pretty much like what we want. And we want it to be, you know, something that is performing a function for ICANN and its community, not something that is independent in the sense that it just goes off and does something.

That but certainly we think that the least complex way to govern that is through the contract and the review process. And I suggest you - and that's all you need.

Lise Fuhr: Okay, thank you Milton. I see Olivier's hand is up. Before we go to you Olivier I'd like to mention that in the chat that Sidley is saying that an outside board is a different version of an external model.

And we actually moved away from the external model. But Olivier go ahead and I'd like to close the line here and move on after Olivier. Go ahead.

Olivier Crepin-Leblond: Thank you very much Lise, Olivier Crepin-Leblond speaking. And Milton just mentioned now and also in the chat the possibility of having an ASO member and also having the IETF liaison.

Looking at the other mailing lists of the (crisp) discussion and also the discussions taking place in IETF I haven't seen any indication that either would be interested in contracting with the PTI.

So far I see that they are interested or at least in their proposal they put that they would be contracting with ICANN. And I haven't seen discussions to whether they would go for PTI or ICANN.

But it looks as though they probably wish to remain with ICANN so far. Am I missing something?

Lise Fuhr: Thank you Olivier. I'm not sure you're missing anything regarding (crisp) and IANA plan. And it's certainly not my sense that they're interested in being in contact with the actual PTI. But we need to see that during the public comment what the official opinion is on these issues.

Okay let's move on. We have had another discussion. There still seem to be more weighing in for the internal board. But we'll discuss this at a later stage after the public comment.

We have then the IANA function review Item 6 and until 10. And that is a discussion that's ongoing in the DTN Team.

And I think we're getting to this at a later stage on this punch list also. And we'll have some of this discussed under the DTSR.

So I'll move on to the CSC. And that's Item 11 through 16. and I don't know if any from the DTC groups. Donna or (Steffan) well take us through the draft recommendation that's been put in here?

Donna go ahead.

Donna Austin: Thanks Lise. I guess from my perspective if people have any questions about our draft recommendations I'd be happy to respond.

But I think I don't - well I could be wrong. It's probably yes. I don't think there's any controversial in what we provided here and it's only provided clarity.

So if anyone has any questions I'm happy to respond to those but I think given that it's just providing clarity rather than anything substantially new I don't know that there's any reason to discuss it here. Thanks.

Lise Fuhr: Okay. That's a fair point. Any questions or remarks for the work being done by the DTC? It doesn't look like it. Oh Christopher. Christopher Wilkinson go ahead.

Christopher Wilkinson: Just a short comment on the CSC. It seems to me I read the draft charter. I think it's in Annex MR or no, it's Annex G of the text.

For the limited amount of work that they would be required to do to supervise what everybody has said is in short to remain a very simple operational responsibility, I think the charter is overstated, particularly this business of having monthly meetings. What on earth are they going to discuss?

I would not like to feel that the CSC especially if it's a very small number of people trying to represent the interest of the users globally.

I wouldn't like to think that the CSC really felt that their only (unintelligible) was to find fault in what is otherwise to date been regarded as a very successful operation.

So I think we should revisit that. I know it's just an annex in a draft report. But the charter of the CSC seems to be applying too much time and effort to what is normally going to be a very small problem.

Thank you.

Lise Fuhr: Thank you Christopher. I see Donna's hand is up. And I also see in the chat that there is not an actual time set. So you could use five minutes, a month or whatever do it by email. But Donna go ahead and you've written the charter. Go ahead.

Donna Austin: So Christopher in response to your suggestion that perhaps the CSC is overkill from our perspective -- and I led the design team and obviously we had some ccTLD registries and gTLD registries, the CSC is critically important to the success of what we're trying to establish here.

And the relationship that the CSC has with IANA is really important to maintain so meeting once a month provides a touch point so that you have continuing dialogue.

As Chuck is putting the chat there are monthly reports that IANA currently provides to NTIA. So we would - you would maintain that routine of checking off that everything is going according to plan.

So I think we shouldn't understate what the CSC is doing. We acknowledge that the level of service provided by IANA now is satisfactory. But we have to continue to monitor to ensure that it stays that way.

And if you had a situation where, you know, you only had - the CSC only met with IANA every three months then you would potentially be compromising the security and stability of the DNS because you're not monitoring on a regular basis. So we need to be careful about that.

So I don't know that the charter is understated. I think it provides some rigor to the performance monitoring which is really important moving forward without NTIA in the equation.

So I don't agree with you that it's over killing what we've got in the charter. I think it's pretty sound and important given the responsibilities that the CSC is taking on from NTIA. Thanks.

Lise Fuhr: Thank you Donna. Christopher we can see your hand is still up. Do you want to apply or is that an old hand?

And I see support for the charter and the monthly meetings in the chat. So and thank you Donna for your comments. Chuck go ahead.

Chuck Gomes: Thanks Lise. I just wanted to point out something the Design Team M found out in working with Design Team C and the CSC.

One of the things that was very clear is the design team tried to really minimize the role of the CSC and restrict it to a very narrow set of monitoring functions.

I know not everybody was privy to that but they worked very hard to limit the role of the CSC to what it really is defined to do. And that is replace the monitoring role that NTIA prepared.

That may not come across in the charter because charters by their very nature have to clearly define the role.

But I really think Christopher that the Design Team designed a charter that really does minimize what they do and restrict it to those limited monitoring functions of the - of what IANA actually does.

But that's just sharing an observation that I think Design Team M was adjusting at the beginning that the CSC do more.

They push back effectively on that and minimize the role. So I think that's just good background information. And I credit the Design Team C for that.

Lise Fuhr: Thank you Chuck for that clarification or - okay, any other questions to Design Team C and their (grast) recommendations?

And I'd like to ask if there's support for these recommendations. I know we still have to look at the public comments but if we as a group can support this it's a step forward.

You know other remarks? Support what exactly, Milton asked? Well the draft recommendations in this punch list that is the Item 10 - sorry, Item 11 until Item 6. There's some questions and some clarifications and recommendations.

So what you're will support is that these will go into the final proposal unless we have statements or a lot of comments that advise us to do otherwise.

I don't see any - I don't see people writing. Is that regarding let's wait for the comments. Yes we will still do that. Okay we have the next Item 17 through 20.

And as you see here we have of course basically a sheet that we will discuss or mention under any other business. And we have that will be discussed with this group. But we received it quite late.

And we have the PTA that has a meeting scheduled for Friday so no other news here. We have the escalation mechanism on DTM and that I guess is your group Chuck.

Do you want to say the same procedure as with Donna and people can ask you questions or you want to do an introduction of what's in here?

Chuck Gomes: Thanks Lise. Let me just say that the Design Team M meeting follows this meeting. So at this point...

Lise Fuhr: That's true.

Chuck Gomes: ...we haven't met yet.

Lise Fuhr: Sorry, no. So you need to go through this sorry. I was - okay so that's Item 21 to 23. Then we have the separation process.

And while it says it's under development and it's Item 24 through 29 I don't know if Avri you will discuss the Design Team update here or you want to discuss it under 24 (unintelligible)?

Avri Doria: I want to discuss it wherever it is you want it discussed.

Lise Fuhr: Yes but it touch on many of the same...

Avri Doria: Right.

Lise Fuhr: ...issues so...

Avri Doria: I mean basically it probably should wait. What we have developed is we've developed yet another proposal given all the discussions.

We've also developed with a just sent a snapshot to the list of filling in the punch list for both the DPN stuff and for the DTSR stuff, you know, basically early draft on those answers.

But discussing the punch list answers before discussing the possible plan might be upside down. So but whatever it is you want.

Lise Fuhr: No. I'm fine with waiting. And actually as I see it the rest of the punch list is waiting for meetings and outcomes.

So what we could do is actually conclude on this Item 3 of the punch list review because with no more news to the rest of the list and then we could go to Design Team updates where we could start with Design Team F unless anyone has any questions to the rest of the list, any comments?

Sharon to ahead.

Sharon Flanagan: Thanks Lise. So I had one question on the punch list on number 27 which was the discussion of the separation process team and note that it would be a different set of representatives with the same composition as the IFR team.

Avri could you just elaborate on how you envision that and why it would - why the team is viewing it as a different group of individuals and what the purpose of that would be?

Avri Doria: Sure. I mean could wait until later but the point is I guess a first step was and there was a lot of discussion on the list of some people saying it was common sense for that to be the same team others saying no, there's a different in terms of the checks and balances between the person that, you know, the group that decides that an RFP is required and a group that sets up the RFP and actually does it.

So we ended up at this point sticking with it made sense for them to be separate. So that was point 1.

Then when it came down to deciding well what would be the composition of that team it made a certain amount of sense to us that we at the moment we have one composition of team for the IFR in review.

It's essentially a multi-stakeholder team though some have argued that it's not quite multi-stakeholder because it is skewed in terms of different stakeholders. And a proper definition of multi-stakeholder is equal footing.

But leaving that aside we have one of those in review at the moment. When we look at the composition it seems like that was a good starting place for

team members to basically have one from each of the groupings as we had done for the IFR.

So that's why it's basically different teams but similarly composed.

Lise Fuhr: Sharon I can see your hand is up. I was wondering if we should go through the actual proposal first and then have the question for the group to have a better possibility of following the discussion.

So if that's okay with you save the question. And I think what we could do is actually move around with the DTF and the DTSSR so we start with this with you Avri going through your proposal and then we will have the question from Sharon.

Avri Doria: Sure thing. Okay so I already said a lot of it. Basically...

Lise Fuhr: Yes so do you want it up on the screen, the proposal or...

Avri Doria: It could just as well. I sent a snapshot of that early this morning Geneva time. And I just sent a snapshot of the punch list boxes with the tentative answers ten minutes ago. So yes it could go up.

So anyhow we tried to take into account the discussions that were had on the list. I think we had two meetings.

I think you both meetings it was essentially Greg, (Stephanie) and myself talking. We've have the documents open in drive. Various critters have come in and been looking at them though they haven't made many comments.

And I don't mean to call you all critters but in terms of a drive document we don't see names. We just see some very interesting critters. Like at the moment there's a fox, there's a frog and there's a wolf that are looking at the document.

So what we start out with in that - is that in the - yes it is. Okay I was still looking at the drive list. So first of all we did come up with a different name but - because that was less confusing that didn't call it a process.

So we have already described in Appendix F the fundamental bylaw that created the IANA function review.

We also in that specified a special IANA function review that had to do with there's a crisis. And that crisis is the CSC, remedial action procedures have been followed but it has been impossible to correct.

The IANA solution processes have all been followed. It's been impossible correct.

Relevant accountability mechanisms and have been tried and it hasn't been corrected. So a special IFR was triggered by basically what's happened is the CSC according to its procedures has basically said we've got a problem here. They've put that on the table of the name supporting organizations.

The name supporting organizations according to their own bylaws have both reached a supermajority and said we need a special IFR to look at this problem and figure out what to do so that IFR runs very similar to the periodic IFR though we believe it's more focused, would probably be quicker.

And after it goes through the various possible alternatives of what could be done it comes to the point of saying, no, it's time for an RFP.

It then takes that recommendation, it send that to the main supporting organizations. It meets their approval to say yes we agree it needs a separation process.

There's then it's sent to the board. The board does it's community review as it does with all recommendations and says yes we need a separation process.

Now of course the board might say no, we don't need it at which point there's all the accountability mechanisms to try and change the board's mind.

Assuming we get to the point where either the board has approved or the independent review has approved - has basically made the decision at that point a separation Cross Community Working Group is initiated.

It basically has just one job to do which is create the RFP. Oh, I have one set process. It has it creates the RFP. It solicits participation in the RFP. It reviews the responses and it selects a new operation, IANA function operator.

So we've taken all of the complexity of it making a decision, do we spin out, are we partial, are we full -- all that stuff that was basically being very confusing, very complex.

And it has just one job basically -- RFP. Now as I said before it was composed of essentially the same mix as an IFR is but not quite.

It contains a IFR team liaison so at least one of the persons from the previous IFR that decided that we needed a separation is a member.

It also includes two TBD spots assuming they'd be interested for a liaison from protocols and a liaison from numbers. Again not presuming that they would do it but there's placeholders there.

Now we - in writing it and taking into account this discussion of some people believing that it only made sense that it be the same people and some people believing that no checks and balances require different people but not it's strongly recommended that the representatives appointed be different people.

But since the representatives are appointed by their appointed organizations there's no forcing function on that. So some could be the same, some could be different but it would be essentially but a differently constituted group.

Then basically that pretty much it. And then once it does that, you know, it's subject to board and if there's a - if it's a membership organization to membership approval in terms of that change.

So we've tried to simplify. So one of the changes that if this is an acceptable variant on doing that one of the things that needs to be changed in Appendix F would be basically putting in an indicator that enabled the special function review, a special IANA function review to decide that a RFP was needed that separation was needed. So yes at the bottom there it says required changes to Appendix F empowers a special IFR.

Now there's one presumption in this. This was a discussion we had. We didn't agree at first but we came to agreement at least for this small little group that it was only a special IFR that would have this empowerment to kick off the initiation of a separation Cross Community Working Group.

And the notion was there that this only makes sense if the IFR has been precipitated by crisis. But that it did not make sense that this could be the outcome of just a periodic.

As I say we have a disagreement on that but in the end that's the way we came out of it. So as I say relatively simple.

One of the things that's in there it's in the footnotes that goes if the current IFO, you know, the current IFO would not be presented from participating in the RFP.

You know, and in the event of the PTI it would be possible for either the SIFR or the PTI itself to recommend changes to its structure to better accomplish its task and remediate any problems.

Now this remediation could include the PTI separating off further. But that's basically a decision that we're not putting in the decision matrix here. That's part of that RFP process. And if the PTI were to decide to participate in the RFP that's something that it could propose as part of its solution. But it's not being a specific discrete step.

So I don't know if there are questions. I could see hands. There must be questions. And as I say to match that we also started filling in the boxes on the punch list.

I'll stop.

Lise Fuhr: Thank you Avri. Will you manage the queue because you might be the one answering the question so...

Avri Doria: Sure. I've done queue management before. So Chuck you've got your hand up.

Chuck Gomes: Thanks a lot Avri and a good explanation. I think I'm getting it and I think I support the at least as far as I understand it the IFR role in this. Forgive me for going back to some GNSO comparisons but you'll probably appreciate that more than others. It seems to me that the IFR in this case is kind of developed a, I would correlate that to a policy that's is developed.

They make the recommendation with regard to their situation, consideration of separation of some form needs to be done and they recommend that. And then I kind of see the (squig) as kind of like an Implementation Review Team except they appear to have more responsibility for how it would be accomplished.

And then they - once they decide that they work on the implementation of that. Am I getting that straight without minimizing the complexity and significance...

Avri Doria: Right...

Chuck Gomes: ...of what they're doing?

Avri Doria: ...very much. And in fact while you were saying that that reminded me of one thing. One of the things that we are recommending in this current attempt in this current version of it is that the board would need to use that same supermajority vote to overrule this recommendation just like in a PDP.

I think the only difference is it isn't really an Implementation Review Team that (squig) - and it's interesting that's the same pronunciation that Greg came up for it is actually the Implementation Team.

Chuck Gomes: So this is Chuck again. I want to make - so this is actually the Implementation Team is that what you just said?

Avri Doria: Right. And that's...

Chuck Gomes: Okay.

Avri Doria: ...yes the (squig) itself is basically they are putting out the - they're creating the RFP. They're putting it out. They're doing the review and they're recommending a choice.

Chuck Gomes: Okay thank you.

Avri Doria: Jonathan I see your hand. Are you on mute?

Jonathan Robinson: Hi Avri. Sorry my mic had been suspended. Can you hear me okay now?

Avri Doria: Yes. I can hear you fine. Thanks.

Lise Fuhr: Yes.

Jonathan Robinson: Great. A quick question on the if this was a regular review process, not the special review process, the periodic review is there any way a periodic, you know, it's possible maybe a little hypothetical that a periodic review uncovers some serious systemic issue.

And I mean we said we were very clear that a periodic review should not be limited in the scope of its recommendations.

So how do we reconcile that with the possibility that a periodic review might want to recommend separation or something as extreme as separation yet this appeared to preclude that by saying separation can only be recommended by a special review or am I missing something?

Avri Doria: No you're understanding perfectly. And as one of the ones that argued that it shouldn't be special only special that can recommend it I'll try to give you an answer but perhaps Greg or (Stephanie) will want to jump in to make sure that that answer comes all right.

And I think the crux of the issue is that we're only going to do RFP and separation at the crisis point that the notion is that the regular IFR could recommend any number of remedies but wouldn't be empowered to initiate the separation so that they would recommend, you know, reorganize, hire a new manager, you know, get some new machine - whatever, that their role would be to recommend how to fix what existed and if that fix did not happen and they're still continued.

So basically that IFR basically does escalation does attempts remediation and it's only if it hits the crisis point that you enable the other.

That wasn't my particular opinion. I tended to think I could come up with it. But it made a certain amount of sense to say separation only happens as a response to crisis and not to something that might be remediated in some other way.

And I don't see Greg or (Stephanie) putting their hands up to correct me.

Okay there is Greg's hand to correct...

Man: Oh.

Avri Doria: ...me. Greg I see your hand.

Greg Shatan: Yes. Not to correct you although I'm not exactly sure where we're at on the terms of these special versus the periodic review.

At least it was my feeling that either the special review or the periodic review could trigger a (squig) if the periodic review found that the - that there was - that basically the PTI was broken in some fashion and all of the remediation processes were unsuccessful. I think that leads to a (squig) and to potentially separation as well.

And, you know, the remediation would include I think as we say in our document that the, you know, including pursuing accountability measures prior to getting to the so-called nuclear option of seeking to replace PTI with a third-party provider.

Thanks.

Avri Doria: Thank you. In which case you spoke because I was pretty sure you had disagreed with me on that so thanks. Okay Jonathan I see your hand up again.

Jonathan Robinson: Yes thanks Avri. I think for me this is two points then really. One - and this is partly for Lise I suppose. One is that I think we had previously agreed that we had no limit on what a periodic review could recommend.

And this is kind of implicit - implied limit by this work. So we need to reconcile that as a group and say are we limiting the periodic review or has it - is this been some sort of error that's crept in here?

A second or which is a connected point is that what we did also agree with you was that whilst you would make best progress on this which you certainly have done and put amazing effort into trying to reconcile all of this ultimately we wanted the CWG to decide on the critical points within this document.

So, you know, if we really do have a particular view coming out of the CWG that's, you know, that a periodic review should not be encumbered by this or, you know, we just need to reconcile that and...

Avri Doria: Yes.

Jonathan Robinson: ...deal with it.

Avri Doria: Yes. Yes, no thanks. And in fact I mean we did try to as we had been working on the discussions being on the main list and then when we had the work session we did try to take those into account.

I think that would be a very minor change to make. I certainly have no objection to it. I don't think Greg does either from what he just said. And, you know, that would be a very small bit of rewording if that were to be necessary.

Greg I'm assuming your hand is old and that would make Milton the next hand. Milton?

Milton Mueller: Yes again I think you guys are making this way too complex (unintelligible). The PTI (unintelligible) PTI on the service if you don't like somebody's

service you either fire them after, you know, continuous monitoring and careful review or you call for a set of competing bids which you review the bids and you decide that one of them looks better and more credible than the one you have.

So actually I'm questioning the need for a so-called separation review entirely. I understand the periodic review I understand is one of the outcomes of the periodic review. You might want to call for an RFP process.

I understand that when you have an RFP that's hopefully several bids and you look them over and you decide which one is best.

And of course, you know, it's always going to be a devil you know conservative bias in those kinds of evaluations and particularly if that review process is run by people who have to deal with the consequences of who the IANA operator is.

So I don't understand this concept of a special separate separation process. Particularly when you're talking about crisis, you know, when things are really not going well don't you want to be able to act quickly? Do you really want to start another process?

I just I think we are getting lost in the complexity here and we're creating wheels within wheels and were losing sight of the fundamental objective which is to, you know, perform the IANA functions.

And I think we're mystifying, you know, that there's some special thing about them that we had to do everything we can to avoid changing operators even if the operator's completely terrible. I just don't get that.

Avri Doria: Okay thank you Milton. I think that your (seat) wheels were there aren't any. First of all the (squig) is not a review process. This (squig) is the RFP process so first to make that clear.

This is not another review unless it is reviewing the applicants who respond to the RFP. This is specifically a process whereby you do an RFP and you pick a new operator.

Now what leads up to it was either the periodic review that says we need separation or it was the CSC going to the main supporting organization and saying we've got a problem here, the name supporting organization saying yes we've got to review this to see what sort of problem and do we need - how do we fix it?

And then that special review team, that IFR, you know, we had already talked about the periodic IFR and then there's the IFR that's called when there's a problem. That one is the one that says yes we need separation.

This last process that I just explained today there's no review to are we doing an RFP, are we not doing an RFP? This is as I explained to Chuck, this is the implementation team that does the RFP. Thanks. Greg I see your hand up again.

Greg Shatan: Thanks Avri. Once again I'm in violent agreement with you. And I think that the, you know, the acronyms and the names can be are kind of a distraction.

You know, we - we're just trying to distinguish each from the other. You know, very simply we have the idea that we have a committee that get set up to do reviews periodically.

And we have a committee that basically looks like the first committee to do reviews on a special basis if the wheels are falling off.

And if that committee does the wheels, you know, can't get put back on then we have another committee which again basically looks like the first committee but to avoid kind of power aggregation. You know, we were quickly assemble it, you know, from the same template. We have a committee that sets up an RFP.

So these are - this is just, you know, if we were, you know, a dictatorship, you know, this would all be done by one person. But since we're a multi-stakeholder process we have to have committees.

And because we're ICANN we have to have acronyms. And then we have - but that - but none of that is actually complex or confusing. It's just ICANN. Thanks.

Avri Doria: Okay Sharon?

Sharon Flanagan: Thanks. One question since we've agreed that the IFR will only be constituted the team will be constituted at time of a periodic review. It's not a standing committee.

And I may be missing something but is there a reason why this special review whenever it's triggered isn't just essentially an IFR again?

It's new people because it's always new people because it's not a standing committee. So I'm trying to understand if we...

Avri Doria: Yes exactly.

((Crosstalk))

Sharon Flanagan: Okay.

Avri Doria: Exactly. It is exactly the same it's just the one that's done out of period.

Sharon Flanagan: Okay. It may...

Avri Doria: And that's why I've got the word special.

Sharon Flanagan: Okay. It may be helpful - it would be helpful to me anyway if we just use one name.

((Crosstalk))

Avri Doria: Somebody needs to mute. Thank you. Sorry Sharon.

Sharon Flanagan: Yes. It might be helpful if we just use one name for that purpose then to avoid confusion. It's not it's the same process of creation.

I mean it will occur off cycle. But if you look at the name of the IFR it's not - there's nothing periodic in its title. It's just it is a - it's just a group that is constituted to do a review. So I just one suggestion would be to collapse those two acronyms.

Avri Doria: Okay certainly, absolutely no problem. They're both IFRs. It is just one of them is called on purpose whereas the other one's called on time.

And if it makes it easier to remove the fact that one of them is special I've got no problem with that.

Okay next hand. Greg I believe your hand is still up from before. Sharon I believe your hand is still up from before and that brings us to Lise please.

Lise Fuhr: Thank you Avri. I just want us to be mindful of time because we have 14 minutes left and we still have some issues to discuss.

I think we will give this a couple more minutes but I'm also mindful of what Jonathan said that was very important was that we actually define that there was no limit to the review of functions.

And if you're saying that it's only special review functions that can do this separation or that can initiate a separation process in this group we need to change that in the proposal and we need to have the group sign off for that.

So that needs to be discussed. We can and I don't know if it's necessary to have that scope merit so...

Avri Doria: Okay.

Lise Fuhr: Okay.

Avri Doria: Thanks. Yes, no I see your point. I think I have agreed with it from the beginning. Two out of the three of us have, you know, already agreed that that makes sense.

Stephanie you've got your hand up so please.

Stephanie Duchesneau: Yes. One thing that I think we might be over complicating it with folks thinking that the IANA Function Review Team and the special review team are two entirely different things.

It's carrying out the things (unintelligible). They're the same process with the one difference being that I think what is under review might be a bit different if it's coming up for the specific performance issue.

We discussed this somewhat on last week's call. And in addition to the fact - the biggest difference between the two is that the special review process, the special review team is being called out out of the regular cycle out of the regular period.

But there's also the fact that what they would be looking at is the specific deficiency, the specific issue that has resulted in them being called in the first place and how that can be resolved whereas the periodic IANA function review was looking at that (unintelligible) oversight and how it's functioning and general trends in terms of performance.

If there was a problem we would want the focus of review and potentially the documents that came under review to be a little bit different.

And then the second thing that I wanted to note and I should probably update this on the punch list, the overall composition structures for the Special Review Team and for the separation community working groups they're similar, they're not exactly the same. We've also suggested that there also be a liaison between the Review Team that calls the separation process and that there are also potentially be a liaison with the other two operational communities that is the numbering community and the protocol community.

So the reference that it's the same composition seems to be causing more confusion than it's solving. And it's also not exactly true. There's is a small distinction. So I can go back and update that in the dry dock.

Avri Doria: Okay thanks. You were the last hand up this in recognition of time. Thank you for listening. We can make the changes that were talked about and do whatever all else needs to be done to it. Thanks. I'll turn it over back to the chairs.

Lise Fuhr: Thank you Avri and thank you for the work you've done together with the group. And thank you for chairing this part of the meeting.

We have the DTF group and that's Alan Greenberg. Oh sorry, Sharon has her hand up. Sharon go ahead. You have a question or a comment regarding the PTSR? Go ahead.

Sharon Flanagan: Thanks. I just wanted to make one comment here. We had a call with the CCWG late last night US time. CCWG is preparing a comment letter to the CWG on the proposal which basically goes through all of the dependencies CWG has identified and notes that they've been addressed in the CCWG proposal with one exception. And that relates to the separation review.

That is one place that that CCWG proposal does not describe what the requirement is yet from CWG partly because that requirement was still being worked on and is still in process.

So I just wanted to make a note here that as we had talked about on earlier calls there's a continuing need to monitor the CWG work and identify new dependencies for CCWG.

And so as the separation work is completed and I think we'll want to feed that back to CCWG along with anything else we might identify through other design teams. Thanks.

Lise Fuhr: Thank you Sharon, that's very helpful. Okay. Any other questions regarding the DTSR I'll move on...

Avri Doria: This is Avri. Can I say one thing?

Lise Fuhr: Yes Avri.

Avri Doria: At this point we didn't identify any new requirements. Our assumption was that we would be using the existing mechanisms that were described and weren't defining anything new.

If something new gets defined then we would flag it. Thanks.

Lise Fuhr: Okay. Thank you. Okay Avri I have one last question and that is you're still working on the punch list regarding this. And if so when do you finalize the work of it?

Avri Doria: I think we can finalize it quite quickly. What we've got now is, you know, is final. If we take the comments that we've gotten here we change the proposal and to make it in IFR no name such as FFR I think we're close to done, you know, so hours, day.

Lise Fuhr: Yes okay done on the drafting and then we will discuss it in the group.

Avri Doria: Right.

Lise Fuhr: Okay thank you. Okay let's move on to DTF. And that's Alan Greenberg's team as I recall isn't it?

Alan Greenberg: Yes thank you. It is, not very much to report right now. We did meet earlier today. I'm optimistic we'll have something to put in by the beginning of next week.

It will not be fully fleshed out. It's going to take more work than that. But I believe it'll be enough to put in the proposal, at least I am optimistic.

We did not have very good attendance this morning so there's always the chance that someone come in late and disagree completely but I think we're making some good progress. Thank you.

Lise Fuhr: That's very good to hear and thank you Alan. Okay is there any other defined teams that are doing work that hasn't been covered by the punch list or the discussions today?

And Avri is asking Chuck if there's a DTM meeting? Yes 30 minutes after this one ends. It's going to be a late evening for you Avri. Well okay if there's no other design teams let's move on to forward planning. Grace filled out a roadmap today and I'd like to quickly have that on in the Adobe Room and walk through it very quickly.

That's the forward planning and it's well as you might know in that photo under AOB we have canceled the call on Thursday. So there's no call. But I'll give you much more time to read all the public comments that have come in tomorrow.

And as you can see we have the 19th May meeting. Then there is a call with the Accountability Team on Friday. We closed the - or that's not on this list but I can - that's the accountability group that's having a meeting too. And then we close the public comment and we have a meeting with the accountability chairs on Friday.

On the Tuesday meeting it's going to be the last meeting before our intensive working days. And so the Tuesday meeting is going to be important in order to have a lot of work done. And we will have the first impression of the public comments.

As you can see we hope soon to have a first draft of the RFP for that's the implication of the actual proposal. And we will deal with that on the meeting. And we will also have a look at the response to the ICG regarding the timeline of this group.

During the intensive working days we are planning to have six calls. It's not carved in stone. And I know (Brenda) sent out invitations for those for the group.

And we have some subjects there that is not carved in stone either. So they might change. But nevertheless we need to finalize of course the position on the PTI board, the Section four, five and six and also discuss the public comments. So it's going to be again two very busy days.

And after that we hope to have the sign off of the final proposal on the 2nd of June. And we will have a meeting on the 4th of June where we have this - the actual final proposal.

So I don't know if there's any questions or comments to this plan forward.

Paul go ahead. Paul Kane we can't hear you.

Paul Kane: Let's try that. Hello?

Lise Fuhr: There you are. Go ahead.

Paul Kane: There we are (unintelligible). Okay so, I just want to emphasize that the Design Team A, the SLE Working Group is going to have on Friday of this week with IANA in light of the information we have received from ICANN IANA.

And I want to make sure that any proposal that goes forward does include the SLE work that we are doing.

I'm a little anxious that looking at the program there is no opportunity or perhaps it's already covered but I can't see it for the SLE work that describes the performance that's expected that is currently being achieved by IANA to be documented in the contracts.

Lise Fuhr: Paul I don't know if you referred to having a discussion regarding the SLE or work on this. So I'm - because I think we will discuss the meeting if you're on the meeting on Tuesday, the last parts of the SLEs and the last parts of the design teams. Sorry I have a bit of disturbance here.

So Paul your concern was that related to the actual discussion or just to have time to make it?

Paul Kane: So I just I - there are two issues. I think they've accurately recorded it in the Adobe room.

The bottom line is there's a need to include the SLE as part of the final draft or contract going forward.

And as I mentioned we will be having a meeting with ICANN on Friday of this week and I'm hoping we will have follow-up meetings soon thereafter because there are some ambiguities that have been that have arisen in light of the additional information but we're hoping to get those resolved on Friday and then attribute performance or capture the performance that ICANN is currently delivering to the communities.

So all I care about is making sure the SLE is included in the final draft of the proposal because it's important that we capture what the performance that we're getting today. That's all.

Lise Fuhr: Thank you Paul. And I agree. We need to have that included. And hopefully there will be no problem having it. Chuck go ahead.

Chuck Gomes: Thanks Lise and thanks Paul. I, you know, of course feel very strongly that the SLEs should be included Paul as you would understand. But I think within the last week you indicated on the list that it was going to take Design Team A about a month to finish your work.

And obviously if it takes a month that's not going to be in time to be included. So have you revised that estimate or how do you plan to deal with that? Because I'm fully on board with you that they need to be included. That's certainly important for all registries.

So can you comment on that? Do you anticipate being able to do it in less than the month you estimated? Because I think that would be another three plus weeks. Can you comment on that Paul?

Lise Fuhr: Paul?

Paul Kane: As always Chuck you ask killer questions. So I don't know how long. So we have started to review the information we have received from IANA.

And there are some anomalies the need to be explored because we know how long it takes IANA to conduct specific changes. But we don't know in detail although we subsequently can find out if IANA is helpful how long each subroutine takes.

But in answer to your - and so we need some time to understand and to work with IANA cooperatively to understand how the process works in reality.

It is unlikely that we are going to be able to achieve our objective within a couple of weeks to be candid because we have to understand the process and then we have to work with IANA to define the times that they currently take to fulfill the subroutines that have recently brought to our attention.

All I care about is making sure that when the contract stage goes forward the SLE is included.

So if there are placeholders for the final draft that is fine. And it could be we can agree some of the routines that IANA currently do as part of that draft and then maybe some other subroutines that we recently been aware of that are currently outside.

But I hope that we can get it within the final draft of the proposal. But I do think it will take us a month to go through all of the subroutines that have been recently brought to our attention.

So it'll be 50-50 I hope. Fifty percent of it should be able to get into the SLE or being well 50% of the new routines that we've recently become aware of what we need to further understand the amount of time they take on each subroutine.

Lise Fuhr: Thank you Paul. It sounds a bit worrying and I don't know if there's any way we can have it done in a way so we can still have the proposal sent and then have the further specification added at a later stage. But Chuck go ahead.

Chuck Gomes: I'll be brief because I know we're out of time. But yes that is a concern because if just half of the SLEs are in the final report I think the Registry Stakeholder Group would have a problem proving the final proposal unless there's some interim step and the others could be finalized after transition. So anyway I'll leave it at that. We can talk off-line further on that.

Lise Fuhr: Thank you Chuck. I'm - is that an old hand from you Paul? You want to get in? We have - we're five minutes past the hour. I'd really like us to finish within the next couple of minutes.

And I'd like to have a quick note on the Sidley. Greg go ahead, make it fast.

Greg Shatan: I'll be very brief. I think that the SLEs are important but this is really an implementation issue. So I think that should not let the perfect be the enemy of the good.

I think what's important is the concept of the SLEs and not necessarily every last number. And, you know, we - implementation will come along with the process.

If the concept of the SLEs is that we're matching current service levels that's really all that I think I need to know that we're not being overly harsh or overly lax. Getting the actual numbers into a chart is something that can happen down the road. Thanks.

Lise Fuhr: Thank you.

Paul Kane: In the chat so just very briefly I agree with you Greg. That's of what has already been done. Subroutines that we have recently been aware of that have not been done. So you've already seen that original document.

Lise Fuhr: Okay. Thank you we will get back to this on the Tuesday's call too I think and you will have a better view of where we are in that stage Paul. But sorry to be running late on this. I'd just like to mention under AOB that we need to - I'd like to be aware of Sidley that sent the term sheet to the group. And we will discuss this also at the next meeting.

So with this we need to close this call. And thank you for listening and being very constructive and helpful on getting work done. So I think we've reached a lot. We still have a lot to do. So thank you for participating and we will have a week where we can read the public comments and work on the last issues of the design teams and the SLEs. So keep up the good work and have a good morning, night, evening, afternoon wherever you are. Thank you.

END