

ICANN

**Moderator: Brenda Brewer
May 26, 2015
12:00 pm CT**

Coordinator: The recordings have started.

Grace Abuhamad: Great thank you. So this is the 49th meeting of the CWG. And today Jonathan is leading the call. Lise sends her apologies. And I have Olivier on the phone only for now.

The rest of the participation will be taken from the Adobe Connect room.
Thanks all.

Jonathan Robinson: Thanks Grace. Hello everyone. Welcome to today's call. I hope those of you have had some sort of a break over the weekend had a good holiday weekend. At least that was the case I think in Europe and the US.

We've obviously got a busy few days coming up with some preparation - well, there's been plenty of busy days ahead of this. But there's a further busy few days and in particular high-intensity days over the Thursday and Friday.

In order to sort of reorient you or make sure you are oriented for those days you'll see a schedule down below the agenda on the lower right.

And that contains both the schedule in UTC for Thursday 28th of May and Friday 29th of May.

Obviously there is going to be sometimes there that are good, bad and awful for some people. We'll endeavor to work with you on those. But it has to be what it has to be I'm afraid for various practical reasons.

And I know for some of you even those days aren't all right. But we have to work with the timescales we're working under and the constraints we're working with.

We also highlight below that the upcoming data milestones and in particular after those two intensive days the next couple of CWG meetings as well as the effective deadline for submission to the charting organizations or the SOs and ACs.

And in those cases we've really tried to recognize through some discussion with those different groups what is required for them in terms of their preparation ahead of Buenos Aires.

Now arguably we've got a couple of days leeway in that that we may be able to work with. But in principle we should be submitting to a final proposal to the SOs and ACs for consideration on or about the 8th of June.

And we have a final meeting potentially at around that time on the 9th June. So hopefully that orients you appropriately in terms of all of that.

On today's call we have an agenda which you will have seen if you have a chance to look at the mailing list ahead of it. But it essentially covers a look at

the key issues around the public comment and they mechanics and substantial points about the preparation and organization of that.

We don't propose in today's call to go into detail on the substance. I guess if there's a particular point you want to flag there's no reason why you shouldn't to make sure that we are aware of it.

But primarily the focus here is around making sure that the way in which we are organizing ourselves ahead of Thursday and Friday's meetings is logical and broadly agreed with.

We also in Item 3 will use the punch list to try and really go through the substantive open items and make sure we either are updated on those or in agreement on where we have got to some point of closure on them and just work through that to make sure everyone's up to date, up to speed on that.

Item 4 is really covered by the points below. And to touch on Sidley's work and how we plan to work with Sidley in the final phase of this group's work and if there is and start to get people thinking about what if any role there is beyond for Sidley beyond preparing the proposal for the SO and AC comments.

And then Olivier has asked for (unintelligible) the ARB. And if there's anything else please let us know.

So I think without further do - well let me just pause there in case there's any other questions or comments that at this stage can - with respect to the agenda. Any comments, questions or issues relating to the agenda and the structure of today's meeting?

Okay seeing no hands up at this stage I will keep us moving on then to Item 2 which at which point we can start to make sure that we all understand what's been done to date on the public comment which of course you know formally closed on the 20th of May and subsequently has been a subject of intensive staff effort to preprocess and organize.

So let me hand over to staff to give you an update on what's gone on there. And then we can take Q&A in and around the mechanics process and issues associated with the preparation of those public comments.

Go ahead.

Marika Konings: Thanks Jonathan. So this is Marika. And so we want to give you a brief overview of where we're at today and how we've come here.

We basically shared an initial document with you last Friday which was an initial assessment of all comments received.

And earlier today we actually shared with you the current final version of the public comment review tool that incorporates all the comments that have been received to date in response to the second draft proposal which as of today stands I believe at 53 submissions. I think it's actually 55 so we may need to update that.

And so basically what we've done is as you seen the original version of the public comment review tool is basically identify the difference.

We divided up in different sections following the model of the draft proposal. And so it would allow us to actually break out of the comments in the relevant

sections to facilitate the review of the working group of the comments received.

So if you see the first and the second page you basically see the headings of those six different sections that are included.

And for each of those comments we then tried to identify who is the person that made the comment, what is their affiliation?

We included a short summary of, you know, the general direction or suggested changes to have a quick snapshot of what the commentor what was aiming for or whether they were - whether we had any indications of whether they were supportive or non-supportive of the proposal that was obvious in their comment.

And then basically in the fourth column that is kind of your copy paste of that specific question section to really make sure that the integrity of the comment is maintained and people can review what the commentor said in their submission.

And then in the last column we've taken a stab at providing a draft response from the CWG's stewardship's perspective to the comment that has been made.

For most of those you'll see that those either refer to information that, you know, is available or providing response based on our understanding and knowledge of the work and the proposal of the CWG.

But in certain cases you'll see as well that we flagged action items so basically where at least from a staff perspective we're of the view that the comment or

suggestions made in the comments would warrant further consideration by the working group.

We flag those with the highlighted in blue action item. And we've tried to indicate as well, you know, what the specific item of the comment was that we believe may warrant further conversations or at least for the consideration of what an appropriate response could or should be to the commentor.

And so I think from our perspective the first question be to the group and, you know, Chuck has already very helpfully provided input is that we get this right, the responses we provided, does the group feel comfortable with those? And if not, you know, please provide suggestions or alternatives of what you think should be provided in response.

And second of all did we miss any action items or any comments that the Working Group should be considering further that currently have not been flagged?

And so I think those are the two specific questions we have with regards to the CWG and we're looking for input on maybe before going to Point B or do you really want me to comment on that as well Jonathan?

Jonathan Robinson: No I think we can pause there for a moment Marika. And if you could just highlight again those two questions to make sure it's clear what those two points you want covered at this stage?

Marika Konings: Yes. So this is Marika. So I think the first question is does the CWG feel comfortable with the suggested responses we've provided to each of the comments? And if not, you know, please provide, you know, suggested edits

or additional wording that you think is needed to respond accordingly to the comments that have been received.

And the second question is in relation to those comments that we have flagged as action items are there any that we've missed?

Are there any comments that we currently haven't flagged as action items for the CWG to review further? And please flag those so we can add those.

Or as well on the other hand if you believe that there are certain comments that we've currently flagged as action items but you believe that they have already been addressed are considered or do not warrant further discussion please note so as well so we can update that as needed.

Jonathan Robinson: Thanks Marika. Grace did you want to say something now?

Grace Abuhamad: Yes Jonathan. I just want to comment to provide two clarifications we've read received from questions over the weekend about the comment form itself.

So the first one is we have indeed 53 submissions, not 55. Although when you look at the comment form today it says 55.

The reason for that is because there were two submissions that were submitted twice. And essentially there was an accident or a first draft that was submitted and a final version was submitted later.

So both submitters have requested that I removed the first draft of their submissions. And that's in process right now with the IT department but it hasn't been completed yet.

However in the analysis that staff did we only considered the final version that - of the comment received so there's no duplication in the staff analysis.

The second point is I have received some comments from some of you about a few people who use the input tool and maybe their text being cut off.

So what that actually is it's if you're looking at the PDF without having saved it then it may appear that the text is cut off.

But if you download and save the PDF and you can scroll through the text then all the text is there. So those were two certain questions that came up. If any of you have been dealing with this I think this should help clarify.

Jonathan Robinson: Thanks Grace. Chuck go ahead.

Chuck Gomes: Thanks Jonathan. Just wanted to note that I - when I added my comments I formatted the rows so - and this is of course if you're using the Word version formatted the rows so that they would not break across pages except in cases where they were long.

So I'll - when I add comments today I'll do the same thing. So that at least in the work Version it - comments won't get cut off in doing that so I will do that.

And then I have a question that regard one of the comments I made at the beginning of the comments I submitted is there are quite a few responses to commentors that suggest that they comment to the CCWG public comment period that is open right now which was a very good thing to do.

But because of that it's important that I think the review tool, the completed review tool gets published as soon as possible.

And so my question is should we set a deadline for people to submit suggestions on the comments and whether or not all of the comments were properly included by us sometime this week so that that can be posted for everyone in the community to see?

Jonathan Robinson: Thanks Chuck. That's a good point although a variation of that could be that we communicate a draft response to those submitters and indicate that the draft response is that they should consider submitting to the CWG. So we respond to those submitters notwithstanding when we publish the review tool.

So I don't know if anyone has an answer to Chuck's question or a take-up on the suggestion I made?

Okay thanks Chuck. So Chuck highlights the point here that to respond that it could be fine. So I don't know whether that's practical from a staff point of view to respond with that to the submitters themselves indicating that this is draft response or partial response. Marika?

Marika Konings: This is Marika. That may actually be more difficult than it appears like as the email addresses are not visible of those that are submitting comments.

So I don't know if it's a more kind of general thing we can maybe do as a kind of the chair statement or on a blog post or as a clarification to the public comment the form itself or through the CCWG mailing list or I don't know exactly what may be the right tool but just to note that track responses have been posted and this is where people can find them.

And maybe a way of getting that message out as responding individually may prove difficult as well as time-consuming to do in the short timeframe that we have ahead of us.

Jonathan Robinson: Thanks Marika. Any other comments or questions in and around and in particular to Marika's original set of questions which are, you know, for people to review these and look for missing or incomplete responses?

Any comments about other elements of the mechanics or methods of processing or any issues? Understood (Nelson) makes the point that we need time to review these responses and understood.

Alan, go ahead.

Alan Greenberg: Yes thank you. Just one thought. If we do put out anything saying here are draft responses I think we need to make it painfully clear that these are staff's perception of what the CWG might respond.

I don't want it - we want to make sure that we neither can send someone the message that staff is writing the responses nor that this is casting any level of concrete at this point. Thank you.

Jonathan Robinson: Good point Alan. These are draft responses subject to CWG review which is taking place currently. That's a good point.

So any other comments or points, questions suggestions for in and around how we process and manage the organization of these? Chuck?

Chuck Gomes: Just a quick question Jonathan. What's the estimated time it'll take to get translations of any comments received from those who are dependent on the translations of the proposal?

I guess another way of viewing that is translations of comments that are received back not in English is...

Chuck Gomes: That's what I was assuming yes.

((Crosstalk))

Jonathan Robinson: Yes, exactly. Okay thanks Chuck. Any comments from staff on that? I mean the first of all have we received any that aren't in English and second of all what do we anticipate the time to process those?

Grace Abuhamad: Hi Jonathan. This is Grace. So we haven't received - well we received a comment from Chinese submitter that they had translated their comment on their own so we have a translation for that.

We haven't received any other non-English submissions at this time. The normal ICANN process for a translation is three business days but it depends on the size of the document. It depends on a few other things as well.

So of course they know that the CWG in this case would have though Rush ASAP request. So the standard process is three days minimum but it depends on lots of different things.

And so when we receive that comment we will submit it to translation immediately and then we will assess from there. But we will have pushed to make that an ASAP request.

Jonathan Robinson: Okay. Thanks Grace. There's one other point in my mind that I was thinking about that we discussed in the prep call here and maybe I'll come back to that if I recall that.

All right, well one of the things that we want to cover let's move on then to 2B for the moment Marika and let's touch on that as well.

Marika Konings: Yes. So this is Marika. So basically the next question is that I guess we probably will need to set a kind of call update for people to actually review the comments and the responses as well as the flag of the action items.

Because the next question is of course, you know, how to deal with those action items. And a possible way forward could be for staff that these go ahead and cut out all those items that had, you know, specifically action items associated with them. And again they're organized by categories.

And then it would be for the CWG to consider what would be the best way to deal or consider those comments and possible responses or how they may factor in as well into the final proposal.

And one possible approach may be for those comments that may be specifically relate to recommendations that were originally developed by design teams is for the relevant design teams to look at those and basically give an indication which of those items really need full CWG discussion, which of those items have already been dealt with or they have a response available or which of those may have already been resolved in the interim period as, you know, a number of design teams have continued working because that may be a way to facilitate deciding on what items need to be discussed, you know, on Thursday and Friday and which items can be dealt

with, you know, through further iterations of possible responses with the assistance of the design teams.

That may be a possible approach. You know, alternatively of course we can as well put all the action items together and then those can be reviewed, you know, collectively.

And so again we're trying to find a way of making them the specific items that need to - that warrant further conversation at least, or, at this stage or from a staff perspective to present those in a way that it may be easier to review and then as well to decide how to deal with those and address those as the full CWG or with the assistance of design teams that are still active and have been working on issues.

Jonathan Robinson: Thanks Marika. Well that's provoked a couple of hands up I think. So let's go straight to Alan. Go ahead Alan.

Alan Greenberg: Thank you. Do we want to flag items that are comments from chartering organizations and that could result in the final proposal being rejected by that organization?

I know we're supposed to consider all comments equally but ultimately in moving forward some parts of the organization have more I won't say clout but impact on how we proceed than others. Thank you.

Jonathan Robinson: Well that's food for thought. I won't respond to that particularly. I think it's an interesting one. I mean I wanted to make a comment in a moment about the categorization responding to the point an individual versus organizations which is something else.

But Chuck let's hear from you first.

Chuck Gomes: Thanks Jonathan. And my point's different than Alan's. My the second I submitted on the first draft of the tool was that it would be very helpful if staff could collect all of the possible design team action items in one summary organized by design teams so that it makes it easier for the design teams to deal with those.

My own personal opinion was staff did a pretty good job of assessing when it would be helpful for design teams to take consideration of the specific comments.

But the design teams I think are going to have to meet fairly quickly. It's probably impossible to meet before our intensive work sessions on Thursday and Friday at least in all cases because in my review there was probably half a dozen or more design teams that would have action items from the public comments. And that doesn't include the latest comments that have been added to the tool.

So if staff could do that that would really help. And I know in my case two of the design teams that I led O and M both had action items. So it would be really helpful.

And I think I don't envy Avri because I think that some of the work she has been leading had a whole bunch of them that were in there.

So anyway if staff could do that that would really help us at the design team level I think.

Jonathan Robinson: Thanks Chuck. Marika would you like to clarify your content in the chat which is a response to Alan no need.

Marika Konings: Yes. This is Marika. Just to add to Chuck's comment it may be difficult or may require too much time to actually really map it out per design team.

But what may be easier is maybe color-code. So basically we take out all the comments that are currently not recommended for any kind of further conversations and that should already narrow the list quite a bit.

And then maybe we could just use a color-code that flags, you know, all items in red are DTC, all items in blue are, you know, DTM. And that may make it easier then as well for DTs to quickly spot what the comments are that they are expected to deal with or look at.

Jonathan Robinson: Okay. I think that's sounds pragmatic. Certainly I'm mindful of the fact that there's a fine balance between the work of the design teams which was ultimately brought to - back to the CWG anyway.

But the threat of this suggestion which is to try and be pragmatic about it like there's some form of materiality test here I guess.

If it's a really substantial point we probably want to be looking at it back at the CWG level in any event. But it may be that the preprocessing it by the design teams make sense.

So I think to the extent that color coding type suggests approach and together with any suggested answers I think that could be a very pragmatic way to make progress.

Let's hear from Alan who's next in the queue.

Alan Greenberg: Thank you. Just on mechanical basis it's probably wise to freeze the numbering in this tool right if we have to handle insertions. You know, use 175.1.1.2.

That will make it easy for people to make comments on specific items without having to make reference to more obscure references to how - where they found it.

And that also means you don't have to color-code, just identify the section numbers that apply to the design teams.

Jonathan Robinson: Okay. Thanks for that suggestion. That's a good idea. Eduardo go ahead.

Eduardo Díaz: Thank you Jonathan. This is Eduardo. I just wanted to say that, you know, if we're going to take these comments that we should look into the fact that at one point when we never discarded the Internet solution to - from within the (unintelligible) we send the affiliate solution.

And we should look at the comment that specifically say one way or another and try to decide at the beginning of all this and does it work?

If we're going to discard we want a solution (resource) versus the other so we get, you know, we know which direction the final proposal is going to take. That's my suggestion, thank you, to look at those comments first. Thank you.

Jonathan Robinson: I think that's a fair point. You know, if we were going to in effect consider some really fundamental points based on the public comments we need to deal with those very much up front.

So if there's a basis on which we - so there's has to be some fundamental components of the model such as you suggested we should be aware of those. So that's something to think that in terms of the order of dealing with them I agree.

There was another point made in - on the mailing list which I think which dealt with the consideration of individual versus organization submissions.

And that throws up some real challenges. And frankly it throws up some challenges not only for this group but for the mechanism by which this broader community organization deals with public comments and what if any weighting is applied to them. I'm not sure we can resolve that.

But in talking (Lisa) and I discussed this issue specifically with staff earlier. And I think right now though most pragmatic approach to this is potentially to segment the comment into those that were - that are submitted by and identify - that are identifiably submitted by an individual and those that are identifiably submitted by an individual on behalf of an organization or represent an organization's views.

And in so doing we can process them and have a look at those that derive from individuals, those that are derived from organizations and the combined individuals and organizations view and see if that makes any substantial difference.

That seems to be a pragmatic way of doing this. And that's the proposal from the chairs rather than attempting to put some kind of waiting. So it's more of a qualitative view to see if there's any difference between viewing individual

submissions, organizational submissions or combined and see how that affects things. Milton go ahead.

Milton Mueller: Yes. I would caution against getting too wrapped up in the nature of the comment whether it's an individual or an organization.

And certainly we're not, at least I hope we're not going to be using percentages like we did last time. And that's interesting that certain people didn't complain about it last time that are complaining about it now.

The point I think at this stage is the cogency of the comments. I don't really care whether I mean if somebody - if a major stakeholder group says we won't accept this then yes that's something particularly if it's a chartering organization.

But, you know, if it is an individual or a small group or a large group that's not part of the - one of the charting organizations I think we just need to pay attention to the meaning of what they're saying and not, you know, so much whether they're an individual or an organization.

In that regard I'd like to just say that I've been able to review some of the comments and some of the proposed responses and I do see a bit of - some - I would say off target responses proposed.

For example in Row 81 we had some group NIRA and I don't know who they are but they say they're classified as being against the PTA model.

Add the proposed comment response is oh, we think a separate legal entity is necessary. But you read the summary of their comments it's clear that they're

very much in favor of the separate legal entity than just calling for something a little more independent of ICANN.

So and there's a consistent pattern of those kinds of comments being misclassified in my opinion.

So I would rather get a more accurate sense of what people are saying than I would spending a lot of time on whether it's an individual or an organization. And that's all for me.

Jonathan Robinson: Thanks Milton. And almost regardless of the individual versus organizational point that has to be a good suggestion to try and review.

And I think I hope you'll agree with me as others will the staff has done a great job in working through this at pace.

But there's every possibility that working through that pace some misclassification as you say could have emerged. And that's why to that extent those need to be challenged and modified where appropriate. Chuck?

Chuck Gomes: Thanks Jonathan and thanks Milton. I want to strongly reinforce what Milton suggested. I think it would be a waste of our time to try and quantify the value of comments.

The more important thing -- and I think Milton said this already -- is to look at what's said, to evaluate it and see if it's constructive and would help what we're doing and if it's overall consistent with the majority of the comments. And then try and use the suggestions that they can be used.

And in cases where we can provide an explanation that maybe just clarifies a misunderstanding it doesn't matter whether it comes from an individual or a group except in cases like Alan pointed out that where it might be a supporting organization.

But I didn't see many - I don't know that I saw any of those and again I still have to review the late comments.

But so let's not spend time on adding, deciding whether an individual comment or a group comment has different values.

Let's see - find the stuff that's constructive and helpful, see how we can use it. In cases where we think it's not let's explain why and provide a good justification and let's keep moving. Thanks.

Jonathan Robinson: So that Milton, Chuck and in addition to that additional comment in the chat that seems to be a pretty common sense of the group that this is about ensuring we really concentrate on the substance and try and pull that out and get the direction.

I mean certainly as I say the chair's view was that any kind of sophisticated categorization was way beyond the scope of this group. It just goes into a whole other dimension that needs another group's work to do on.

So if - and the only thing we could reasonably do was separate them out as a view. But that's between individual and organizational comments.

But that can be left for a while, while we concentrate and respond to the suggestion.

So if I could encourage everyone to pay attention in particular to the kind of thing that Milton pointed out if you have a view the - either classification or the response is some way off target for whatever reason I think helping to guide and enhance the staff response and ultimately to get the CWG behind and supporting that response to Alan's much earlier point making sure that these can then be representative of the CWG response.

There's another point that I'd like to just make sure we think of. And whilst we're in principle at this stage dealing with the substance of the comments rather than making sure we're all on the page about, the same page about the mechanics and processing of these there is a point relating to what Eduardo made.

And if there is a view that there's something fundamental in the way the comments have come out that might - that really lead us to rethink fundamentally what we're doing I think we know that now.

Because in general there's a proposal out there the comments may respond to improving, modifying, developing that proposal.

But if something causes a really fundamental rethink I think that needs to be raised as soon as possible so flagging that with you as well.

All right it feels like we may have dealt for the moment with Item 2 as much as we can. And thanks (Mary) for your support for the approach taken so far in the chat.

Let's move then on to Item 3. And providing I haven't skipped over anything that I should have which I'm sure you'll remind me and let's go on to looking at the punch list as it currently stands.

And I think here we can take a walk through and just make sure that we are clear on the closed, open items and then see if there's anything we can usefully resolve now.

I - just to give you a heads up and I think this punch list work is certainly going to flow over into the high-intensity meetings.

I don't see the high-intensity meetings currently dealing only with public comments. I think we're going to have to work on, you know, resolving outstanding issues from the punch list as well.

So maybe in my mind that's the parallel challenge if you like is dealing with both the punch list and the public comment processing in some form of logical order and, you know, obviously spend some time as much as possible with (Lisa) and staff thinking about that tomorrow in advance of our schedule on Thursday and Friday.

So I think where we are on the legal entity is - if we - can someone remind me if that question has gone on to ICANN legal relating to this point one?

I believe we have asked the question but I don't think we've had the response.

Grace Abuhamad: Hi Jonathan. This is Grace. So just to confirm if you forwarded an email to the group with your question to ICANN legal as you've also followed-up since then with another question.

Jonathan Robinson: Thanks Grace. And I think it would be helpful to the group if you could follow-up internally and get any indication of when and whether we are likely to - whether and when we are likely to receive a response on this.

I will remind everyone that at the last time we discussed this we were leaning towards a public benefit corporation. But our alternative was a - an LLC configured to emulate a public benefit corporation. So and that's really the point where we're at in terms of the resolution required.

Josh go ahead.

Josh Hofheimer: Thanks Jonathan. This is Josh, just a short comment. And unfortunately I'm looking at the May 22 draft of the comments.

But the ICANN board and it was in Row 82 on May 22. I'm not sure on the May 26. But the ICANN board in their public comments did spend some time remarking on what ETI boards should look like.

And they did make a specific comment not to - to be careful not to undermine nor jeopardize ICANN's not-for-profit status.

Jonathan Robinson: Okay that's an interesting - that is an interesting point. Actually I thought you were sort of off target in the sense that we we're talking about PTI entity.

But I take the point on the link there Josh in the sense that a key question in and around PTI entity is the potential issue of whether or not applying for a separate public benefit corporation recognition might in some way cause ICANN's status, tax status to be revisited.

Josh is that - did you want to come back? No your hand is gone. All right, I guess so we really await a response there to some extent from ICANN legal.

And it would be very good to get a confirmation that we will receive a timely response. Milton go ahead.

Milton Mueller: Yes. I think this is an interesting issue but remember if you're asking ICANN legal for advice about it you're not really - you're getting a response that is designed to serve the interest of ICANN corporate which of course that's their job to do. It doesn't necessarily mean that it's determinative for us.

But I would like a better description maybe of what the risk to the nonprofit status of ICANN would be?

If you look at their original application they're describing I think three or four - four different elements to what they were doing one which was policy making for the domain name system and they've certainly continued doing that.

And that's as we all know, that's - well I would describe it as profitable activity. But maybe I've been involved in it too long but it's certainly a kind of a public service regulator activity rather than a commercial activity.

And we think - but, you know, I'm not a lawyer so maybe if somebody could hear could comment on that from Sidley Austin I'd like to hear what they think the problem might be for ICANN's nonprofit status.

Jonathan Robinson: Milton we did cover this previously. And my understanding is that it's simply an in applying for the tax exempt or public benefit corporation status of the affiliate entity we simply create a theoretical list of exposure.

But I's more than happy to ask Sidley to comment on that if there is more to say than that and, you know, if so what?

Holly Gregory: Hey Jonathan you did a good job of summarizing it.

Jonathan Robinson: Thanks Holly. So Milton I mean from personal experience you've simply - you create the exposure by highlighting the fact.

It's not - there's no guarantee that a certain status is retained. And it's possibly just better guaranteed if you don't poke the - that the IRS that, you know, and find out. But go ahead Milton.

Milton Mueller: No. I guess you've answered my question now. If the idea is don't ask, don't tell and everything is the same that's fine I guess. It doesn't strike me as a huge risk. But again I don't know. So...

Jonathan Robinson: Okay so again though the - my understanding is the current advice - so just to be clear on your earlier point we wouldn't be asking ICANN legal for advice per se but just if - asking for if they had any concerns in relation to the issues associate with either an LLC if they have any preference or issues associated with either analyses or a public benefit corporation since through our independent advice we flag that a possible preference for public benefit corporation. But generally Sidley's advice was rather neutral on this in that they felt that they could configure an LLC to suit.

And I'm not sure I understand your comment in the chat Grace. Go ahead please. It's related to this point it's to do with documents. Fine got it. That's fine.

Okay, so right. So I think we - it's still open but I - my understanding is that this is not a critical point since we can effectively obtain what we require one way or another with the help of our legal advisors.

Oh, I'm - you know what else is missing here is? And this is the advice Milton. The advice here that what was really the question for ICANN legal is do you foresee any now or in the future whether there's any chance of PTI making a theoretical profit and if so is that a concern?

And my personal opinion I've expressed on a previous call is one I don't see a likelihood of it making a profit.

Two in the event that it does it's likely to be a material and therefore any tax consequences similarly so and so that's what we were after.

What, you know, knowing and understand the finances can we see once this gets separated off into a separate entity is there a risk of it making a profit?

And then the second issue is as discussed on chat and as previously discussed. Yes.

So all right I think I'm not sure where we can make any further progress here say for making sure we're clear on the issues at hand at the moment.

And we seem to have lost and just I'm rather pleased to not have it as a major issue of substance since we've covered it so often we seem to have lost PTI. Oh, PTI board comes up later, all right.

Next point then transfer of naming functions to PTI. These are outstanding questions to ICANN and legal. And again it would be very good to have any feedback as to when we might reasonably receive a response to this of any description.

So I'll simply ask that that we emphasize that same existing action follow-up with ICANN legal at the time line of response to any questions or issues raised either group.

And to the best of my knowledge I don't think we've received any response at this stage although we have received a response from ICANN finance.

And (Lisa) and I are due to have a follow-up call with (Xavier) from ICANN finance tomorrow. That is scheduled. I can confirm.

I don't - the next Items 4 and 5 on the punch list deal with the PTI board. And this has been a subject of extensive discussion in meetings, out of meetings or on list.

And I guess I'm not sure where to take this right at the minute if there's anything more we can do at this stage. There seems to be - I don't particularly want to try to capture where we are at this point save for the fact that it's generated a lot of traffic.

And we were given some quite clear advice on the implications especially if we were a public benefit corporation of going with an outsider board and what that effectively meant and the value. So there was some advice. And then there's been a bunch of opinions on lists.

Any - I suppose I haven't made it secret that (unintelligible) and had a various discussions.

It seems I see a logic in what's being presented so far on an insider board. There seems to be some support for that in the most recent comments.

But we do need to come to bring this to a head . Is there anything anyone would like to add at this point in particular practical suggestions as to how we bring this forward?

I guess we have to look at this. This is an issue that we have to look at in the context of the public comments as well.

My one concern is the public comments is clearly we've done a lot of work in the background whilst the public comments were being submitted.

So this is one of those issues where without any disrespect to the public commentators they were unnecessarily not as well informed as the group is and haven't had the benefit or the clarity of advice.

So we may need to - let's look at the public comments in detail. But we may need to go out on the basis of our own knowledge and explain exactly why we've made the eventual decision we do.

Greg?

Greg Shatan: Hi. It's Greg. And I've been following the discussion on the PTI board concept closely.

I think there is a fundamental concept that needs to be established or agreed on before we really can tackle the question which is whether, you know, we are agreed that generally that PTI should remain under the control of ICANN and that it should be part of the ICANN corporate enterprise.

And I think that if the answer to that is yes certain things tend to flow from that whether we like the sound of them or not.

And if the answer is no I think that's frankly first a deviation from where we were heading. It certainly, you know, opens up a lot more possibilities. It also opens up a lot more accountability issues and takes IANA really out from under ICANN in a way that I don't think was really intended.

But I think if we can establish the fundamental question of whether ICANN is supposed to be controlling PTI then that tends to define the conversation downstream. Thanks.

Jonathan Robinson: Thanks Greg. I probably agree with you I think save for one additional point. And that is controlling to the extent that it continues to perform as specified and required.

And I'll say one other remark before passing the microphone over to Milton is that I haven't thought this was relatively well resolved.

We seem to have been through it quite thoroughly but then it seemed to sort of open up again in the last call.

So I would love to see that it was more resolved but Milton go ahead. Maybe you'll correct me or support on this one. I'm not sure.

Milton Mueller: Right. So I think the problem is just that I think Greg has put things in much to a black and white context and that those of us who are debating the composition of the board are trying to understand better the, what we mean when we say this thing is controlled by ICANN.

And I think the key question is are we talking about ICANN in the broader sense or are we just talking about the ICANN board or staff?

So for example I asked Greg a question and I don't think it was answered on the list. Suppose the supporting organizations nominated people to the PTI board and the ICANN board approved them. Does that count as an insider board or an outsider board?

Suppose ICANN is directed by its bylaws to put its IETF liaison onto the board of PTI. Does that count as ICANN selecting them since this board member has been, you know, in some sense is part of ICANN but in other sense is not? I think those are the issues we need to work out.

And the reason I would be against taking very simplistic ICANN just controls this directly approach to it is that we are indeed trying to establish a separation.

And I think a lot of the public comments have highlighted the ambiguity of having a separate organization at the same time having it be completely controlled by ICANN and then they're asking what's the point of the separate organization?

So to my mind we optimize the separation by having a separate entity that is indeed ICANN is accountable to ICANN both through the contract and the review process and through in some sense the board appointments.

But I think and I hope we have a lot of wiggle room regarding how those board appointments are made that would not simply make it be, you know, as someone put it a sock puppet.

So I think that's the - this wiggle room is what we've got to explore here.

Jonathan Robinson: So two quick points Milton. One I think that I mean, I think we also need to be very careful about the term separation and separability. My understanding is we have separation in order - separation of a sort in order to have the potential for separability.

So we don't have full separation up front. We have the ability to separate it is a key concept in all of this construct. And second we were advised quite carefully around this insider board. And I except the point that there's some subtlety about what constitutes an insider.

But that insider board to the greater control of ICANN has over that board the more we can hold ICANN accountable for the performance of that entity. So just a reminder to me and perhaps to you of those two concepts as I understand them at least. Greg?

Greg Shatan: It's Greg Shatan again. I think that I may have answered these questions on the list and maybe I didn't.

But certainly I said generally that my understanding that an inside board consists of the majority where the board members have been appointed by the parent company in its discretion.

So the mere fact of appointment when that appointment that name has been handed to the parent would not make that an inside appointment. So that's still an outside, a majority of folks like that would make it an outside board.

And I think that - I'm happy for what wiggle room there is. But it's fairly simple I think that if you have a board that is not an inside board, i.e., a majority are appointed at the discretion of the parent company then it's very

difficult at least to say that the parent company controls that entity especially here as a public benefit corporation there is no ownership by shares or units.

The only way that you can draw a line in the org chart that indicates control by the enterprise is through control of the board. And therefore if we take control of the board away from ICANN it's no longer part of the ICANN enterprise.

I'm as big a proponent as anyone of having multistakeholder input into all of this. But if we want PTI to be a multistakeholder controlled entity and not an entity controlled by the Internet Corporation for Assigned Names and Numbers that I think we need to say explicitly and expressly that that's not really a matter at that point of wiggle room. It's really a matter of establishing a whole different path.

And that I don't think was the path that we set ourselves out on. It's, you know, perhaps a bit of a Trojan horse here, the idea that we can call this an ICANN affiliate or subsidiary and yet not have ICANN control the board or any other (indesia) of control or ownership.

At that point we're just saying black is white which is the worst kind of black and white thinking. Thank you.

Jonathan Robinson: Thanks Greg. Alan?

Alan Greenberg: Sorry, did you call on me? My line blanked out.

Jonathan Robinson: Go ahead Alan.

Alan Greenberg: Yes, okay, thank you.

I find myself in an awkward position. I agree with what Greg just said. I believe if this is an organization controlled by ICANN then so be it.

But on the other hand it is a small company which has a very targeted business. And the point of the board should be to make sure that it's doing its job well.

If the CSC finds a problem the board of TTIs is - I mean yes obviously you work with the staff first. If the staff aren't responsible it's the board's problem. And that board must be constituted such that it can address these problems.

In a steady state environment where everything's working fine the board is going to have an awful lot to do and that's great.

If there are problems the board must have the ability to do it. I've seen them list statements that that board won't do anything. It'll just defer to the ICANN board.

Well the ICANN board doesn't do operational things of ICANN. I don't see why it should be doing - looking at operational issues of PTI.

I think that board needs to have the ability to address problems. And that's how we hold it accountable.

I think it's a pretty clear statement and yet I've continually heard statement saying that board should be as minimal as possible and not do anything and it's ICANN's problem.

Well, if it's ICANN's problem to handle all the operational things then let's forget about this separate corporation, bring it back into ICANN as a department and ICANN will manage it.

I mean we - it's one way or the other. Thank you.

Jonathan Robinson: Thanks Alan. I would just say a couple of things there. First of all that the separation in a legal sense gives us the remember the opportunity to have an entity with which the contract which is a very powerful device.

Moreover it gives us the opportunity to in extremists separate that entity from this controlling corporation by virtue of the existence of some form of golden bylaw.

And (Paul) asked in the chat that I reiterate the point that Holly made which again I think we had covered fairly well but in particular with a public benefit corporation but I believe possibly even more generally that if ICANN does not select the board then we have essentially separation from the outset which has all sorts of implications.

So it - I struggle with this a little because for me I have - providing we have the ability to have all of the recourse we obtain from the CFC, IFR and all of the other mechanism plus the accountability mechanism, I have no concern about the control so to speak, the appointment and to the extent that there is not a performance issue.

So it's - this is really challenging to go around in circles and spin around on this one.

Milton go ahead.

Milton Mueller: Yes I still have the sense that we're talking past each other with respect to the board appointment mechanism.

I understand that it's an affiliate of ICANN and therefore in some sense is meant to be ICANN's (arm) for doing the IANA functions.

And the purpose of that is to enhance separability to have a stronger separation between policy and implementation in the IANA but that because ICANN is in fact supposed to continue to be the provider of the ICANN functions in some sense we want the PGI to be under the control of ICANN.

So I can just - I still don't feel like I've gotten a direct answer. People are making extreme statements like if the GNSO recommends a board member we are in a separate, you know, we completely lost control of PTI.

You know, the GNSO is an entity in ICANN as part of its bylaws. I don't get how this is out of the control and the GNSO appoints board members for example.

So I still think there's room to explore this so-called wiggle room and I look forward to doing that.

The other point I want to make here is that in so - there's a spectrum here. Insofar as PTI is really completely and directly under the control of ICANN very much like being a department only somehow separately incorporated, insofar as that is the case I think you want to reduce the barriers that the Review Committee has to surmount in order to recommend separation.

In other words if ICANN is directly and immediately responsible for the day to day function of IANA the presumption that separation is some horrible last resort nuclear option terrible thing against the presumption of continuity I think that has to go away.

You have to say this PTI is ICANN doing the IANA functions. And if that becomes unacceptable you change and you can track with other operator. It is not some unthinkable thing. It's not something you should direct millions of barriers to. It's just you look for another contractor if the current one's not doing well.

Jonathan Robinson: Greg, go ahead.

Greg Shatan: Thanks, Greg Shatan again. You know, first I think that the issue of actual separation is just as critical and significant whether PTI is a tightly control or a less tightly controlled subsidiary of ICANN.

As a matter of fact I think it's actually the opposite of what Milton said. I think that the more that it is acting in a sense as a department that's just been put into a subsidiary and name only the more significant real separation at some future point would be because it would be a greater change from the status quo.

So I don't think there's - but frankly trying to look at it in degrees is really kind of missing the point that ICANN that controls IANA is one thing and then ICANN that doesn't control IANA is a very different thing.

And it really comes down to the issue of control. You know, if council thinks that the GNSO recommending a person let's just say it's Bill Graham to be on the board of PTI and that the - that a - that ICANN must appoint Bill Graham

to the board of PTI makes that an inside appointment I'm happy to listen and learn.

But everything I've read and learned till now would tell me that's not an inside appointment unless there is a great degree of discretion on the part of ICANN the corporation to make that appointment.

And, you know, I'm as big a fan of ICANN the community as anyone. But where - when we're talking about holding ICANN the corporation accountable for PTI they really have to be controlling PTI.

And if, you know, perhaps we need to go back and look more strongly at the LLC where we can clearly have a single member ICANN and we don't even need to have a board of any type or even a manager.

They can just be held by a managing member being ICANN. So, at that point it becomes really clear that PTI is a subsidiary and all of these attempts to kind of have a jail break or a velvet revolution to have a multistakeholder community direct control of PTI don't start.

And then again I'm not necessarily opposed to that velvet revolution but that is just not where the proposals have been up to this point.

And I think that we would be unwinding a lot of the discussions we've had since Istanbul and at Istanbul and really getting, you know, going off in a different direction which is spinning off PTI effectively now. Thanks.

Jonathan Robinson: Thanks Greg. Milton said something a moment ago at the risk of us talking past one another.

I think, you know, we've worked fast and hard and comprehensively. It's a danger that not all of us have all of the picture at any one time. And I include myself in that.

It's kind of the challenge from (unintelligible) view this because we've done a really great job I think of producing the holistic solution. It's been born out of some quite challenging compromises that to my mind is ultimately structurally very elegant.

We've got some great input from Sidley, got some good views from the group. And I thought we'd got somewhere. I wonder if - and it's holistic and it - well what's missing perhaps is the holistic view of how it hangs together. And maybe that's what we need to try and do is crystallize in a couple of pages what exactly we have at the moment.

And perhaps even with Sidley's help because we do seem to be as a group at a form of impasse here. And we've made some very clear and logical decisions as we've gone through all of this as Greg says back as far as Istanbul and more recently it's led us down a path that seemed to in my view give us the answers to many of the issues we faced.

How do we retain the status quo get create the capacity to separate should be required? How do we ensure operational and broader accountability? We seem to have answered many of these critical questions along the way to a point where we had something which seemed to me to be pretty good.

So my concern is that we continuing to open up pieces of it. And maybe we need to capture ahead of having a more - this discussion where are right now as best as possible and then evaluate that and say look, what is missing if anything and also bear in mind the public comments because some of the

public minds have done this. So I worry that we could spin our wheels indefinitely on this issue with opinions and thoughts and individual views.

But in the end we're going to have to galvanize around something. We've come a long way towards that something. And I wonder if that's maybe the way to do it. I've got hands up from Chuck and Alan. Go ahead Chuck.

Chuck Gomes: Thanks Jonathan. I really think we are spinning our wheels unnecessarily. Maybe I'm wrong but it seems to me we're overcomplicating this.

The - and I thought we had made some good progress and we seem to be going backwards at the moment.

In my view -- and I'm not an attorney -- but in my view whether it's an affiliate or a subsidiary the parents by definition, the parent by definition controls the entity.

Now within the ICANN world and the way it's structured we can have a lot of say and a lot of input in terms of how that happens. And one of the advantages of that is that if we have good accountability mechanisms on the ICANN side of the equation then we can deal with any problems there.

But what we want the PTI board in addition to performing the legal requirements if it's a California not-for-profit public benefit corporation we need it to manage the PTI in a way that fulfills its contractual obligations to ICANN in the first case. And that of course includes a - complying with approved policy. It's really no more than that.

And why are we so hung up on all these issues? Sure the parent company controls it. IT's by definition if it's affiliate or subsidiary. I don't care which. I mean I have an opinion on which one I favor.

But regardless they do control it. And because of the way ICANN is structured the community has lots of input in terms of that control. And we will have accountability mechanisms that deal with any discrepancies in that. And I'll stop there.

Jonathan Robinson: Thanks Chuck. Alan?

Alan Greenberg: I guess in my mind it's a simple task of writing down what the - I hate to use the term job description of these are of the board is and what qualities we want and people to be able to fill that properly.

We're all for multi-stakeholder-ism. And multistakeholder in ICANN are important because we - many of us have very diverse opinions and somehow they need to be blended.

PTI internally is not a multistakeholder operation. It's a small business doing a very well-defined task and where we have high expectations of it doing it well. We need people who can make sure that that does that job and does it well or suffer the consequences of being - have its contract canceled so to speak.

ICANN ultimately controls the organization so can yank the board if necessary presumably. But we're not looking for revolution. We're looking to make sure it works properly. And I think it's a simple job to come up with identifying what we need to be able to do that.

And to be quite candid from my personal point of view I don't see why it's a multistakeholder issue. They're not trying to balance different positions. They're just trying to do a job right. Thank you.

Jonathan Robinson: Yes I think, you know, (Paul) makes the point. We have to at this point move on from here. We ideally - I mean ideally we would have agreement. I think we're going to have to put out some kind of description which looks at what we have to date, what questions that answered along the way and really set ourselves up with a milestone of where are.

And I think I'm going to ask Sidley for some help with this. And I'm going to ask your support to get that. Because I understand their job is to give us advice, legal advice. And they've - but I think they've also shown themselves to be very helpful and neutral advisors in the broader sense of the word.

And so I think we need to remind ourselves of the journey we've been on, the key decisions we've made and why and the questions and issues that there were including that of the CCWG and then try and bring them to a close over the Friday of this week.

So that's my suggested way forward. And with your permission we'll do that utilizing the client committee meeting that's proposed for Sidley tomorrow, try and really capture the status quo.

One of my concerns that with this discussion that's taken place over a period of time and we lose key elements of it in doing so.

All right I'm in the interest of time I know I have a hard stop at the top of the hour. I suspect many of you do as well. And I think I'm going to have to try and move us on through the list and see if there's any other substantive points

that we need to pick up on here and then read it at this one - hopefully a final time without high jacking our 27, our 28th and 29th days too much when we've got a lot of material to work through.

(Paul) go ahead.

Paul Kane: Thank you very much Jonathan. I would just like to update the group. The SLA Team, DTA had a meeting on - a telephone meeting on Friday this week of last week. And it was very good. And we've started addressing at the high level how best to address the SLE that we as the Design Team A are trying to achieve working in conjunction with IANA.

I don't think we're that far apart. It just really needs to be documented. Tim Davis who is the Director of Technical Services has been very helpful and we're very grateful to him actually trying to push this forward.

And so in answer to Chuck's question of the last meeting do we think we'll be able to get this in - done in time? I am optimistic that by the 8th of June we should have a document that'll be very largely based on a document that was presented to all CWG members in Istanbul.

But I think we will have additional information with respect to the sub root teams that capture today's activity that IANA does. So, so far I'm very pleased with how things progressing with the SLE group. Thank you Jonathan.

Jonathan Robinson: Thanks (Paul). That's a helpful update and in fact deals with one particular open question as you rightly point out from the last meeting but also - and Item 20 here of the punch list.

And so that's useful and helpful in terms of my objectives of trying to move us on through the other items of the punch list which we could usefully touch on. Any questions or comments before?

All right, with respect to other items that we've come to in sequence, I mean that took us slightly out of sequence but was useful anyways. Thanks (Paul). I think there - we go into next I'm just scrolling up to other items in the list.

I note there was some - when we come to items relating to the IANA function review and the work of Design Team N and one of the things that's happened here is there's been - that in the input of the different design teams or any other additional work plus some input from Sidley and I guess I should ask if there were - in this latest version of the punch list appear to try to take all of that into account.

And it's rather challenging to follow with all the different color codes and different inputs. But I personally reading the Sidley input found it useful both in terms of some of it was tighter language but also some of the content.

Is there any comment that anyone would like to make from those areas relating, you know, from six through I guess the Design Team N related work six through nine, ten and the inputs that have been made there? Are there any comments or points that's evolved six through ten?

All right, well that's evolved with some tightening of the language as I said and some additional inputs. So I'd encourage you to look at that and make sure that you are comfortable with the direction that's going in.

Similar with Design Team C there have been a bunch of changes and (unintelligible) just arguably not material.

I don't know if anyone from Design Team C would like to comment on the additions by Sidley's contribution which I think are the - and in fact there's some additional questions here that get raised on - and added to the punch list.

Any comments or questions in and around the work of Design Team C? For example, the form of this question on formal consultation is envisaged to take place between ccNSO and GNSO councils in relation to approving their membership.

There's a series of questions highlighted and additional points highlighted in yellow. Got a very active parallel discussion going on in the chat. But I think we do need to take some concentration on the items in that.

Maybe I'd encourage you to - Bart has prepared this. Bart I don't know if you want to make any remarks as to maybe the formatting and structure of this. I think that might help because it's been substantially modified.

And probably for both Sidley's point of view and the group it might be useful to explain what you've done here in terms of color-coding highlights and so on because...

Bart Boswikel: Yes. Thank you Jonathan. This is Bart. So what happened is let me say in the emails I've sent to you or I've explained what I've included. Now the yellow highlighted questions are the new questions from Sidley from the Sidley memo or addition of questions with the punch list. So that's something like Question 1A et cetera. They are completely highlighted and it includes reference to the DT which is relevant.

What I've also done is in the column (statters) is I've added comments what happened and where if you will go to Item Number 6 I've included in green the, say the discussion of DTN as reference and as I figured it was stable because it was - the latest comment was the 22nd of May.

I've highlighted that in green. So these are the new additions. And then what you see under say Sidley proposed revisions these are taking from the Sidley 22nd of May memo as well to in addition to the recommendations or the proposals made by the DTs.

Does that clarify your question Jonathan?

Jonathan Robinson: Thanks Bart. I think that's helpful. Any sort of questions or comments for Bart or points you'd like to make in relation to those items? Any lack of understanding or any point as to how on the substance of those as they stand? All right what I'd encourage first of all Bart it may be worth going through that and trying to format it as clearly as possible.

Second on the latest version of the document it would be - I'm slightly worried that this has become unwieldy as a document. It was meant to be a simply structured punch list to highlight current items. And it's becoming a challenging document to work with. So I'd encourage staff to look at their formatting and see if we can't bring it down into something that's more readily usable.

I'm certainly finding it a challenge to work through in this context. And then when it is either confirmed or republished that we turn it into a little bit we work through the various key points in there.

Beyond Design Team C we go into the statement of work. Now this is a - there is a draft that we had not intended to go through at this point.

But I need to remind everyone that this is a reasonable piece of work that's been done to attempt to capture the term sheet.

Josh appreciate that you I don't think were planning on being on this call and now are. So given that you are I wonder if you want to make any remarks at this point about the statement of work and what's going on here in this term sheet to flag for myself or the group since you've made the effort to be on.

Josh Hofheimer: Sure Jonathan. I don't think that I have anything special that I want to lead you all to.

You know, we put a number of comments in the margin just to help resolve where we weren't sure the necessary changes that would need to be made or to confirm that no changes would need to be made to the term sheet as the model has evolved from, you know, December to now.

And so we wanted to just highlight those issues that we saw. We did reduce the color-coding because we felt like it could be simplified a little bit because there were so many sort of changes that just were necessitated by the model itself.

But I think that's the only thing, you know, as the design team works through this. You know, we thought we may not have seen everything but we did try to capture those items that we thought needed some confirmation from the various teams to make sure that it still accurately reflected the technical and functional role of PTI under the new and responsibilities of PTI under the new structure.

Jonathan Robinson: Josh thanks but I think it might be helpful to go up a further level and just explain clearly what's been done here, what's in front of the group and what if anything your expectations are for a response.

Josh Hofheimer: Okay, well, so look, what we did was we took, just explain sort of how we got to this. We took the original draft and that was in the December version of the public comment. And we read that against the evolved model and especially looking at things such as, you know, the roles and responsibilities now that we - we're reducing this and getting rid of NTIA and further steps that we're taking around things such as escalation and the like.

We read it against the revised model. And what we did was we tried to revise this keeping where it felt appropriate to keep the original form. We tried to revise it but change the substance which you see reflected in black.

The blue language really are just ministerial changes, you know, the fact that you're going to update the term to be, you know, a going forward term that you're going to change the parties from ICANN to PTI in certain instances.

It really is ministerial. But the black language is where we did feel that we needed to change things or and it may be less - to some eyes looking at it when they're just thinking about function they may think well the function is not different really so it's not a significant change.

But because the roles and responsibilities are shifting and elements of it are shifting we treat it as so and treat it as black.

Now like I said we made - there were several instances where you could say this is in a sense, the comments are in a sense a punch list for the contract itself.

There are several things that we have highlighted in black are in - as a comment to you all to consider.

For example, you know, right now the NTIA contract renews every three years. If we - if the final report and recommendation has the IFR review taking place every five years then something to consider would be whether or not the ICANN PTI contract should be changed to a five year term to coincide renewal with the IFR review as well so that if the IFR recommendation and action was to recommend it be re-let or re-undertaken that it would tie into the natural expiration of the contract as opposed to having to create some sort of a stub period. So that's what we did.

Now to help people to understand those changes we created a, you know, the summary of the key terms is the substance so it is a term sheet. But we also created two comparison columns in the penultimate right column is the comparative current ICANN NTIA contract.

And so that provides the reference point back to, you know, what the language is in the original contract and how that - so it - we felt it would be too confusing and unworkable to try to do redlines against things or - and it would create too much text to try and copy and even if paraphrase in the text.

But we did provide references to people could easily go and see what the original contract says.

And then to help underline the basis for the changes we also aware there is a relevant section. And this is the last column where there is a relevant section of the second draft proposal that ties into the issue we noted that in the final column as well.

So people looking at the term sheet and at the material terms can see when - and looking at each term they can see the tie back to the original agreement and they can see the tie over to the latest proposal and how this agreement reflects the implementation of concepts and policies that are developed as part of that proposal. So that's the structure.

Now you ask what kind of feedback Jonathan you would look for from us or we would look for from CWG. And I thought about this. And to be honest, I mean you really could approach this in one of two ways.

You could ask - you could provide comment back and answers to these various questions and ask Sidley to do another revision.

Or you could take the comments and make your own revisions through the design teams and the like or whoever's responsible for this term sheet, make your own revisions based on the questions and comments that we have raised.

And if you want then we could take a final look at it and what goes out.

I suspect instead of giving it back to us a revised draft I suspect that the most efficient process at this point would be for the design team that is responsible for this term sheet to actually take the pen on the next draft.

And if they want to send us questions about our particular comments or they want some further explanation about what a particular comment means certainly they can share that with us and we can respond directly.

But I think it might be more efficient for the next turn to come directly from the ICANN, from the CWG revising this incorporating, you know, responses to the comments and whatever further changes you want to make that we've provided thus far.

Jonathan Robinson: Thanks Josh that's very helpful in terms of an explanation where the challenges is. And I'll note this for you Bart for the - in terms of the note taking is that the suggestion is clearly from Sidley that we the CWG potentially take up the pen and provide some form of revised or have a revised version.

The challenge is that I don't believe that we have allocated this work to anyone in particular. Now I wouldn't mind being corrected or reminded of this.

But I don't believe we've got a group. You know, Josh here referred to a design team. I don't believe we've got a sub root or anyone normally allocated to this.

Although I guess it's strictly as part of implementation though we're relying on some help from staff on this if they aren't already significantly challenged.

So I think we need to think about that. We need to take your suggestion and think about how we further process this and develop it in terms of the implementation part of the proposal.

Josh Hofheimer: Yes Jonathan if I may, you know, I remember on a prior call...

Jonathan Robinson: Yes?

Josh Hofheimer: ...somebody talking about doing a draft of the term sheet. And it was suggested that we undertake this exercise to try to make it, you know, more current and reflect the evaluation of thinking through the second proposal.

I don't remember who was tasked with that but, I thought there was a tasking. I could be wrong.

Certainly look, we're happy to if the right team can be assembled to go through the comments specifically we're happy to go through the comments and take the feedback and then prepare another version of this for your review if that's easier.

So, you know, we'll - you just tell us what works for you. It was my thought that if you had - you're going to need that as experts to come together to think about these things anyway so they could take the next pen, the next turn with the pen.

But, we're happy to be facilitators.

Jonathan Robinson: Yes, thanks Josh. And you're not wrong in a sense in that this was done previously. When we did it we had to prove different structured. But we haven't to the best of my knowledge in recent times had a subgroup assigned to doing this particular piece of work.

So that's useful, thank you. I think I'm very mindful of the time pressure here and a couple of other items that are worth covering off not the least of which

is other elements of the punch list and a couple of other items on our agenda.
Go ahead Alan.

Alan Greenberg: Thank you Jonathan. I'm running a meeting in a little while. And I'm going to have to leave shortly so could I jump ahead to items 30 and 31?

Jonathan Robinson: Go ahead Alan.

Alan Greenberg: Yes. I'm not quite sure why these are on the punch list unless NTIA makes some rather (starking) announcements in the next little which none of us are expecting to. These are items which are going to have to be deferred to post proposal submission time and perhaps post-proposal acceptance time.

There's just no real likelihood that 30 and 31 are going to be addressed in the timeframe of us submitting anything to the ICG.

So unless someone knows something else I don't know I think those items can just be closed out.

Jonathan Robinson: Any comments or responses to Alan there on PTF and 30, 31, 32?

Alan Greenberg: No Jonathan 32 stays. 31 - 30 and 31 that we're talking about.

Jonathan Robinson: Thanks Alan. Okay well we'll provisionally place that as an update to the punch list. I'm not going to say we close them out now but that's a suggestion. And we can mark it on the punch list.

Alan Greenberg: Thank you.

Jonathan Robinson: Place we are and timing the meeting and the state of the punches. I think these punches need some further work to clean it up and make it more workable. It's - I'm finding it's particularly challenging to work with in this format. So I think it's we're going to need some more work here. It needs a further cleanup before we run through it on the - in the next - on the calls on Thursday and Friday.

I'm going to move us on to the other items in the agenda to try and insure that call completes on time. And so unless anyone has something they'd like to add now to a comment in relation to other points on the punch list I'm open to hearing those. But if not I'm going to move us on to the other item on the agenda.

All right. So I made comments in the opening remarks about the forward planning and the structure of that. And that's covered in the notes section which now seem to have disappeared. But they were in the right at the start of the call. So they're up at the top there.

So if you scroll up you can see the schedule for Thursday 28th and Friday 29th and in addition the upcoming dates and milestones. Any comments or question on those at this point?

Okay. Item 5 deals with instructions to Sidley and the prospective client committee meeting tomorrow. Now to remind you of the way in which we've been organizing our work is that in order to try and give a coherent set of instructions to Sidley we've been simply out there managing this through the client committee and taking instructions from the group and then managing those through the client committee.

To some extent those lines have been blurred by active participation in CWG calls. And that's something we have to be conscious of.

In particular we have to be mindful of costs and ensuring that we get the work - that we scope the work effectively.

I should say that it's pretty obviously to me and I think, you know, I've heard from others at various points that the quality and substance of the work from Sidley has been extremely useful. But that doesn't mean it doesn't come without a financial cost.

And do this group in addition to other fees related to the work of the TCWG you should be aware that the fees are now in excesses of half a million dollars.

And so in thinking about how we manage the work of Sidley we need to be conscious of the cost to the organization and the implications for this group of, you know, managing those efficiently and effectively.

So at some point in the near future we're going to have to review the scope of work which is covered in 5B and think about where we are in that original scope and does - is that still accurate and what if any modification is required and that includes thinking about the role for Sidley in the near future in terms of Buenos Aires meeting or any run-up to that Buenos Aires meeting.

But we hit a watershed once we put the proposal out for to the SOs and ACs. And the question is is there a future role beyond that in terms of helping this group or related groups design the implementation?

So I guess the purposes of Point 5 here is to flag with you the cost to today with chairs. I've had a note from ICANN staff indicating the substance of the

cost to date. And so we were made aware of that on Friday. And I wanted to flag that with you and make you conscious that when we work with Sidley that we now need to think carefully about the current and future scope and the implications for costs.

Any comments or questions in respect to that?

Okay seeing none I'll move on to the item under any other business which highlights at least 6A the opportunity for an update from Olivier that he has requested.

And while Olivier gives us that update if you could think if there was any other business points that any of you would like to make. Thanks.

Olivier Crepin-LeBlond: Thank you very much Jonathan. It's Olivier Crepin-LeBlond speaking. Can you hear me?

Jonathan Robinson: Yes Olivier?

Olivier Crepin-LeBlond: Hello? Oh, excellent. Thank you. So I'm here in Geneva at the World Summit on Information Society, WSIS forum which is run by the ITU.

As you know or as you might now the Cross Community Working Group on Internet Governance works closely with ICANN on all matter of Internet that ICANN deals with and the external world out there.

And ICANN has a session on Thursday afternoon local time 16:45 I think it is that is going to look specifically at multistakeholder systems.

And the session itself is going to showcase the process by which the multistakeholder input is being dealt with in the ICG and the INS stewardship transition and the ICANN accountability and the IANA plan and ITF and also in the (Crisp).

And the reason for this is because the matter of multistakeholder systems being able to actually reach decisions and run things I guess is a highly contested issue at the moment and is bound to rise in discussions at the UN General Assembly at the end of the year.

The Cross Community Working Group on Internet Governance has filed for a - an IGS workshop over in November that will do a showcasing. And we're all hoping by the way that this whole process is going to work and is going to be able to generate a proposal for the NTIA.

And so what we're doing here on Thursday afternoon is to go through the process and explain the process that is being used at the moment.

One of the big concerns that we've had is that there's very little understanding of what's going on. And there have been some countries that have criticized the whole process by saying it's not open. It's not inclusive where we never managed to know what's going on.

And we want to demonstrate that this is not the case or at least inform our audience about this.

Whenever there are - there will be questions I'm sure. They will come up the questions about the actual contents of the proposal and so on. We will push that aside and say well the process is still going on and I'm sure there will be

future workshops and future opportunities to discuss the proposals especially when the accountability proposal is still in its first public comment.

But we will certainly encourage participants to participate in the accountability thread which is still in full swing and especially comment in public comment. So that's the status at the moment.

I have sent a very short presentation to the - to (Brent) - to Grace. I'm not sure whether this has been put in the agenda because I don't have the actual agenda in front of me. This is a first version, first draft. We've got a couple of dates to even it out.

And the panel as currently listed on the Web page is going to be updated with people from ITF and we've got someone from (Crisp). We've got some people from ICG as well. And I'll be talking through the process that we're using over in the stewardship transition.

But, what I wanted to ask you all as you are part of this DWG IANA is to give us feedback as to where, you know, whether what we're presenting actually pretty much reflects what's going on.

We've taken the slides from the presentations that have been shown at previous ICANN meetings and more recently. And as I said, we're just focusing on the process itself, not on the contents of it.

And I'm open to any questions right now. Thank you.

Jonathan Robinson: Thanks Olivier. Is there - are there any questions for Olivier. And Olivier is there any point that you would like to make specifically in terms of action

you'd like by the members of the group to take so that it's capture in the list or the group as a whole?

If there's anything you specifically want taken then let us know and so we record that and ensure that that's (unintelligible).

Olivier Crepin-LeBlond: Yes thank you Jonathan. It's Olivier speaking. Really no specific action apart from just hoping if you have feedback then please send it ASAP ideally by Wednesday evening UTC so that we can make any amendments to the representation as such.

It's a bit of a - well it's a tricky situation because we are at the ITU at the end of the day and we're likely to have a number of critics that will be present in the room.

But as far as the process is concerned I think that we've all made sure that it's very open and it's very bottom up in nature when you look at the way the ICG was created and then the way the operational communities tackled the thing. And it's interesting to be able to showcase that.

So if you have any suggestions as to things that we might - points that we need to put across perhaps I'm very open to that. And I'll be transmitting it to all the people who are on the panel.

Jonathan Robinson: Great. Thanks Olivier. So I would encourage everyone to please give you any feedback as they see fit to. Then the presentation has indeed been circulated so you can hope to receive some feedback. And I'd encourage everyone to do that. Well...

Olivier Crepin-LeBlond: Okay, thank you.

Jonathan Robinson: ...thanks everyone. We're coming to the top of - thank you Olivier. We're coming to the top of the hour. And so we need to bring this call to a close.

There is a series of action items I think we're going to have to work hard and coherently to try and deal all that is open on the punch list as well as integrating the public comment work over Thursday and Friday. We'll do our best to manage that effectively and just encourage you all to come with an open mind to try to bring this work to a coherent and I guess cohesive flows because that's the job we've set out for ourselves.

Thanks very much everyone. I'll look forward to see you on the calls over Thursday and Friday.

END