

ICANN

Moderator: Brenda Brewer
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8:00 am CT

Coordinator: The recording has already started. Mr. Leon Sanchez, sir, you may begin.

Leon Sanchez: Thank you very much. Hello, everyone, and welcome to our Call Number 34 on the 26th of May, 2015 of the CCWG on Enhancing ICANN Accountability. Today we'll have a very fruitful discussion. I wish on (unintelligible) so this will take most of our time during today's call.

And may I remind you to please fill in your Statement of Interest if you haven't done so? And of course staff is always happy to help if you have any problems accessing the wiki or updating your Statement of Interest, they can provide you with an account to access the wiki if you haven't got one already.

And for today's roll call we will be relying on the Adobe Connect room as usual. And I'd like to call for anyone that is on the phone bridge that hasn't been connected to the Adobe Connect room to state their name at this stage so we can add them to roll call. Is there anyone in the phone bridge that we have not the pleasure to have them connected on the Adobe Connect room?

All right so I don't listen to anyone on the phone bridge that is not in the Adobe Connect room. And I believe that there have been a couple of problems contacting a couple of people from the group. The operator had advised me that some participants haven't been able to be reached so they will keep trying - they will keep trying to contact them.

So with this I would like to turn in to the second part of the agenda so I'll hand it to my co-chair, Thomas Rickert.

Thomas Rickert: I think actually it's Mathieu.

Leon Sanchez: Oh I'm sorry, Mathieu.

Mathieu Weill: Yes, thank you, Leon. This is Mathieu Weill speaking. Hello, everyone. To start this call we thought it would be useful to have a short update on sharing what we've been discussing in our respective communities about the CCWG proposal so far.

As a reminder we have currently received four comments; I think one comment arrived today. And the CWG Stewardship is currently managing about 50 so we are - there's plenty more to come. But I think it's valuable if we can share the insights of what comments are currently being prepared or drafted or what we've been hearing in various sessions in the last few days.

To start with I can share that I was invited to ccNSO Council call where there was a little bit of discussion about both the CWG and CCWG proposals. And I think we - it's reasonable that we should expect the ccNSO Council to at least request that in our further document we provide as much (unintelligible) - if you're not speaking can you please mute the mic? I am hearing some background noise now.

Okay. Thank you. So the ccNSO Council we can expect to at least ask that we highlight very much which of our proposals do affect ccTLDs and in which manner. And I understand that there might be an official comment or correspondence to underline this. And I would like to open the floor for any other update to be shared about what's being discussed around our proposals in the community.

And I see Steve hand is up so please, Steve.

Steve DelBianco: Thank you, Mathieu. Steve DelBianco with the Business Constituency. We have draft comments that our members are reviewing now and we'll get them in as soon as that review is complete.

But I did want to note that on - about half of the questions when we answered the BC suggested that these community powers were essential and suggest that enforcing these powers may require SOs and ACs to adopt member status under California law. And we encouraged the CCWG to explain how member status can be created and maintained without undue costs, complexity or liability.

And that's in there and it reflects some of the conversations that have happened on our list. So let's not wait for that to be filed but let's start answering that question now. And I'm pretty sure that's a big part of today's agenda.

One other thing I wanted to note is that BC members who had not read our entire 100 plus page proposal found that the slides - the 12 slides that (X)plain prepared where a far easier way to start your way into digesting what our proposal is all about. So I encourage you - it's available in four or five

different languages. But the 12 slides from (Xplain) are a great way to start.

Thanks, Mathieu.

Mathieu Weill: Thank you very much, Steve. I think that's a very good point. It enables us to anticipate what the comments we might receive. Are there any other updates from any part of the community? Kavouss, would you like to share what you're hearing either in the ICG or the GAC?

Kavouss Arasteh: Yes, I have not yet discussed in ICG the issue they are just trying to offer the communities of ICG about the (unintelligible) NTIA. But if you allow me it is (unintelligible) time now to discuss in the mailing list our hundreds of messages back and forth among the people who still have serious doubts about the type of the membership and the way the membership is organized and the authority and so on and so forth. I don't want to summarize the result of these 150 messages as all of you have read that and you see that there are some unclear (unintelligible) again - or still, not again, still within this membership issue with or without (unintelligible) and with or without (unintelligible) with or without the binding arbitrations.

All of them are discussed and there are no clear (unintelligible) and someone need to (unintelligible) because it's now - discussion is widening and widening around various (unintelligible). Thank you.

Mathieu Weill: Thank you very much, Kavouss. And I think that's going to be our agenda Item Number 3. Becky, you are next.

Becky Burr: I just wanted to report that the Registry constituency is writing comments and will submit them and they're largely supportive.

Mathieu Weill: Thank you very much, Becky. Jonathan.

Jonathan Zuck: Sorry, had to take it off mute. Jonathan Zuck for the record. The IPC is drafting comments as well and they are also largely supportive, just digging into some of the IRP issues and things so I suggest that we may even try to do - Becky, if you have the time a call with you so some of the comments don't go off the rails out of misunderstanding. But...

Becky Burr: Yeah, definitely.

((Crosstalk))

Jonathan Zuck: Great.

Becky Burr: Yeah.

Mathieu Weill: Thanks, Jonathan. And I think that's very valuable if there can be some quick course with the relevant people within our group to at least avoid any misunderstanding on the proposals. So that's really valuable. Kavouss, I suppose this is a new hand?

Kavouss Arasteh: No, sorry, old hand.

Mathieu Weill: Okay.

Kavouss Arasteh: I'm sorry.

Mathieu Weill: And, Steve, probably a new hand?

Steve DelBianco: It's a new hand. And this time I wanted to give the perspective from the stress test team. We're of course - we're not doing any comments on the proposal but

a big part of the proposal is the stress tests. And Cheryl Langdon-Orr and I were just talking about the next stress test call that we would go through the stress tests and try to determine how our assessment would change if the community lacked enforceable powers over the corporation since so many of the stress tests pass and gave us acceptable amount - adequate amounts of accountability because we had the ability to block a bylaws change, to block a budget, legal ability to build a board and to potentially getting binding decisions in IRP.

And if any of those powers are not enforceable we'd have to reassess whether the stress tests answer satisfactorily. I doubt we'll be able to get that done on one or even two calls of the stress test team. And it's not going to be part of the comments we'll file. But it might be something that we'll do. And those of you who follow the stress test closely might want to join our next call. Thank you.

Mathieu Weill: Thank you very much, Steve. I now have Avri on the line. Avri.

Avri Doria: Thanks. The issue I wanted to bring up related to stress tests and I think as we make the decisions about how the type of UA that we're using or the type of membership organization or what have you, I think that the stress test should also take a look at the accountability issues in the particular solution so that - and it's a question that we've already seen in some comments and from our expert is what about the accountability of stakeholders?

And in the UA we'll get the issue about what about the accountability to the stakeholders of that group. So I think the stress tests might need to take a look at some of that as we decide which of these variations we're settling on.
Thanks.

Mathieu Weill: Thank you, Avri. I think it's a very good point that we need to have specific stress tests for specific solutions testing what happens if the - the accountability mechanism is not accountable itself. And that's been called for for a while now. And I'm thinking of (unintelligible) comments very early on that was pointing at that. So I think it's a very good point you're making, Avri.

I am seeing no other hand raised so I thank you for all contributors to this quick update. I think it's very good to have a view of what's taking place right now. And now I will close this item and move to our third agenda item which is related to the next steps on the discussions regarding UAs and the membership models. And for that I will turn back to Leon. Leon, you have the floor.

Leon Sanchez: Thank you very much, Mathieu. This is Leon Sanchez. And I'd like to have a slide deck that will relate to this section in the screen so staff, if you could help me with that. And well as you may be well aware there has been a very thorough and fruitful discussion on the list with regards to the questions that adopting an - well a membership model. And the unincorporated associations team has - well have been raised through the list so there are many concerns and many questions that remain to be answered.

And one of them is as Avri was pointing out the issue on accountability of not only the designate - of members or the unincorporated associations to the stakeholders that they represent. And, well, I don't see the presentation still on the screen. Is this - is it still loading?

Mathieu Weill: It's on the screen, Leon.

Leon Sanchez: Okay, I'm sorry. Then my connection is the one that's a little bit slow. So the discussion is - has been developed around whether we should adopt a

membership model that encompasses unincorporated associations or maybe appoint the chairs of the different SOs and ACs as members of ICANN.

So we'll move to Slide Number 2. What is the objective of adopting this membership model? And well the answer is of course to provide a legal vehicle for community to hold ICANN accountable.

The different legal advice that we have received so far is that if we want to have an empowered community that is stable to exercise the different powers and of course enforce the different rights that we're trying to provide the community with we should need or we do need some kind of legal vehicle to be able to achieve this goal.

So what would happen if we didn't have this legal vehicle whether it's an unincorporated association or any kind of legal persona that it has the legal standing to hold ICANN accountable. Well the alternative would be only the name and shame option, which is of course not the best option here.

And we would be having a community that doesn't have the ability to exercise or enforce neither the powers or the rights that we're trying to provide on our proposal.

So on Slide 3 the discussion that we've seen in the email list so far and of course in the different calls we have held is can this be achieved only by forming unincorporated associations? And the answer we have (unintelligible) - I'm sorry, there was terrible noise. I don't know where that came from.

So the legal advice we have received is that this is not the only way to achieve this. I mean, the unincorporated associations are not the only legal vehicle that can provide us with this empowerment for the community. There has been a

lot of discussion on the list on whether, for example, a non for profit organization incorporated in Switzerland could do the trick and could provide the community with these powers.

And the answer so far has been that, yes, that any legal persona that we incorporate as a member of ICANN could achieve this goal of providing the powers to the community. So the unincorporated associations has just been the easiest model so far that which have reviewed amongst the different options.

And the other question that has been raised in the discussion is can an SO or AC chair be appointed as member instead? And the short answer for this is yes. But, however, this poses of course new questions and new concerns. And well of course third way to do this could be to adopt a hybrid model. And the question here is this possible? And as I said in the last question's answer is in short also yes.

So we could adopt or try to adopt a hybrid model. And of course if we jump into the next slide, these hybrid model would function when some SOs or ACs choose to form an unincorporated association or any other legal persona as I said. While some other SOs or ACs may choose to appoint their chair instead of going for forming an unincorporated association or any other kind of legal personhood.

So on Slide 5 how would this work? And for this we have thought that the bylaws would recognize each member of course either the unincorporated association or any other legal vehicle or the figure of the chair. And this is very important. We would be recognizing - or the bylaws would be recognizing the figure of the chair - the position of the chair being the member of ICANN instead of the individual.

And this is very important of course because we would be providing the powers to the member being the chair and not the individual or the natural person that holds that position at the moment.

So the unincorporated association would be (unintelligible) by the rules stated by each SO or AC as we have widely discussed through our many calls and emails. And the chair would need to act on behalf of its SO and AC. This of course, as I said, raises a series of other questions that have been discussed in the email list and that we would like to discuss now on this call.

And just to finish with the slides what we want to avoid is using the term "chair" as a synonym of individual. We have to remember that we're trying to provide the powers to the position or the figure of the chair but not the individual that actually acts as chair of any given SO or AC. And we want to avoid to equate the legal personhood of the individual to the one granted to the chair.

So as I said, this discussion has been very fruitful through different emails exchanged. And some key points or key questions could be that whether the bylaws - whether it's possible for the bylaws to recognize only the function or the figure of the chair instead of the natural person.

And by these of course this would mean what I tried to explain on the past slides that whether the bylaws could be able to provide the powers to the position and not the person, the individual person. And of course the other overarching question which was outlined by Chris Disspain through the many emails is whether the risk of ICANN being used could increase through the membership model or how this would affect the different areas or actions of ICANN and its board.

So with this I would like to now open the floor for discussion. And I see that there has been - there has been already some discussion in the chat. But I'll hand the floor to Kavouss whose hand is raised. Kavouss, could you please take the floor?

Kavouss Arasteh: Yes, thank you very much for the hybrid that you mentioned which is still I don't think it is a big question. The hybrid is only required if some SO wants to have unincorporated associations, SO AC, and some other does not want or did not want to have unincorporated associations therefore they go to the direct membership to the individuals and now you're talking of the positions.

But if you have not a uniform arrangement among all SOs and ACs then you come to the area that all of them participate in the (unintelligible) procedure of 29 becoming with different criteria, with different way to have elected or designated and they come to have a equal weighting of the votes. That is something that is - seems to be a little bit not very normal.

Somebody has very simply elected or selected to do something comes with somebody else with a lot of criteria or restrictions or (unintelligible) criteria and then they all become and having several (unintelligible). It is a little bit - it is difficult to understand.

But the important question for me is not that, for us is that how that we want to address the ICANN accountability and then we nominate someone, a chair or vice chairs, (unintelligible) chair, and how these people that are accountable to their community. The answer was given is not convincing.

So we address one accountability but transfer that to another type of accountability that may have some deficiencies. So these are the issues that yet to be discussed and to be analyzed and we need to have a clear picture but

not too much theory (unintelligible) without having a clear image of the whole thing. Thank you.

Leon Sanchez: Thank you very much for this, Kavouss. And I think that in part the question that you're raising with regards to accountability of individuals that form the unincorporated associations or those individuals that would be appointed as chairs maybe to represent their stakeholders is - has been answered in the chat box I think. This Holly Gregory raises, could be some endless game that could continue into infinity.

So this course needs to be further discussed in the group. But at some point we need to just come to a conclusion how to address this issue. And I think that the answer could be that each SO and AC would define their methods of holding accountable either the unincorporated associations or the individuals appointed to be members.

And next in the queue I have Alan Greenberg. Alan, could you please take the floor?

Alan Greenberg: Thank you very much. A few comments. First of all, although it has been convenient when starting this discussion to refer to the chair as the member, I think we - if this idea is maturing and may actually come about I think we need to be careful that it not necessarily by the chair of the SO but people designated by - one or more people designated by the AC and SO, you know, and come up with a new title, the ICANN honcho or whatever.

The reason is twofold, we are talking about multiple weightings for an AC or an SO because we may well want to distribute the position. In the ALAC we might want to do it one per region, the GNSO one per stakeholder group or something like that. So I think if this is starting to get mature we don't want to

make this look as we're anointing the chair as necessarily the king. So that's Point Number 1.

Point Number 2 is another reason for being - for having a different title which is appointed by the AC or SO is there may well be situations where we want to put someone in the position of chair, let's say, whether it's chair of the stakeholder group or chair of the AC SO, where that person, for legal reasons in their personal life or in their country, might not want to be the member for ICANN. So we want to be able to replace that person by someone else. But it's the AC or SO doing the replacement.

In terms of how do we enforce, certainly from the ALAC point of view, we have very explicit rules as to how someone can be removed if they're not meeting the criteria. And from my point of view that is effectively an absolute in the terms of the ALAC because ACs do not have their rules put into the bylaws, it's within our formal rules.

The GNSO - the concept of the chair of the GNSO is within the ICANN bylaws. The chairs of - the chairs or something else of a stakeholder group in the GNSO are within their charter, which is approved by the board. So we have formal processes in many of the groups and we can certainly write them into the others to make sure that if a person isn't meeting the terms of an office that the AC or SO can remove them.

Which is why I've been asking the specific question, can we tie the responsibility to a rank, which is defined either in the bylaws or the rules pointed to by the bylaws. And then we have strong accountability because the AC or SO has the ability of removing that person from that rank should they choose. Thank you.

Leon Sanchez: Thank you very much for this, Alan. Next on the queue I have Roelof Meijer. Roelof, could you please take the floor?

Roelof Meijer: Yes, thank you. This is Roelof for the record. Well most of what I wanted to say was said by Alan both on the fact that it doesn't have to be the chair but it can also be another person that we would designate ICANN honcho I think he said.

It seems to me that we must avoid trying to over-complicate this because there are already the possibility of a discussion of who is the chair of an SO or AC is introduced by making the chairs or the ICANN honcho member of ICANN. It can happen now and like Alan said, I think most SOs and ACs have a formal process to make sure that there is no discussion possible about who is the chair.

But if some of the SOs and ACs do not have that I think it's much easier to fix that problem than to create a UA for each and every SO and AC. So I'm definitely in favor of proceeding along this route with our investigations.

Leon Sanchez: Thank you very much for this, Roelof. I see some green ticks on agreement. I see Cheryl Langdon-Orr agreeing. And next in the queue I have Greg Shatan so, Greg, could you please take the floor?

Greg Shatan: Thank you, it's Greg Shatan for the record. I don't share the allergy that some people seem to have to the unincorporated association. And, you know, think it's a perfectly workable and appropriate solution. It creates a level of accountability and enforceability and is really consistent with trying to make the SOs and ACs into members or to give them a way to function as members.

That said, if we are looking at this concept of chairs as members or representatives as members I agree with Roelof that they be acting as conduits essentially for the will of the SO or AC and that they should not be honchos in that - in the sense of having a independent tower base of any sort.

I think that's a reason that we were considering chairs or at least the reason I was considering chairs is that it, you know, is symbolically appropriate and because the chair has the - or can be seen to have kind of a mandate to speak (unintelligible) rather naturally. If not I think then we're just really talking about kind of a representative. They don't need any more title than that and shouldn't have any more responsibility than that.

And I think it needs to be, you know, clear, expressed, explicit, transparent and open what the instructions of the SO or AC are to their chair or other representative so that there's no mistake about what member action is or should be taken by the member representative of the SO or AC.

You know, clearly there aren't going to be freewheeling membership meetings because the member representatives won't have any leeway really to engage in give and take in a meeting in that sense, at least as members. There may be things that happen prior to an actual membership meeting that might help to coalesce positions and the like clearly. But it seems to me that the members are there, you know, essentially as messengers and really nothing more.

Thanks.

Leon Sanchez: Thank you very much for this, Greg. I see next on the queue I have Mathieu Weill but I also see that we have a reaction from Holly. But I'll go to Mathieu before so, Mathieu could you please take the floor?

Mathieu Weill: Thank you, Leon. I think the - my intention here is to relay what I'm understanding from the conversation here at a requirement level. What I understand is that we need to have the representatives of the SO ACs in the community body accountable to their own SO and ACs. So we need to have enforceable tools against those representatives if they did not behave. That's requirement Number 1.

Requirement Number 2 is that we need to have enforceable tools against an ICANN decision that would not respect the community body, so that's requirement Number 3 - Number 2, sorry.

And requirement Number 3 is that we keep things as simple as possible so as close to the existing structures as possible. And those are the three items. And what I'd like to hear from the lawyers is whether we have the options we're considering do provide those requirements.

And I was obviously very interested by the comment on the chat from Holly saying that maybe the SO ACs already are unincorporated associations which would obviously simplify a lot of things. So that's - that was my comment so far, Leon. And it was more or less out of a summary of what I'm hearing at this point.

Leon Sanchez: Thank you very much for this, Mathieu. And I think that now we could go directly to Holly and Josh Hofheimer. Alan, would you be agreeing that we have an answer from Josh and Holly before we go back to you?

Alan Greenberg: Leon, if you would allow me to I have only a short intervention...

Leon Sanchez: Okay, go ahead.

Alan Greenberg: ...but it exactly what we're talking about right now.

Leon Sanchez: Excellent, please go ahead.

Alan Greenberg: Holly has said that we may already be considered unincorporated associations. And I readily admit there is no difference between the ALAC appointing people to an unincorporated association and the people appointing people to the position of honcho. There is no difference. The difference in is how this can be explained to others, how it would be perceived.

There's a whole level of complexity by saying there's an unincorporated association and that's the vehicle and that's the part I'm trying to avoid by having made this presentation (unintelligible). It's not that the process is more complex with the UA, it's that the existence of the UA and the description of it makes it more - makes what ICANN is already an exceedingly complex organization to someone coming into it - makes it even more complex. Thank you.

Leon Sanchez: Thank you very much, Alan. And now I'll go to Josh and Holly. Could you please take the floor?

Holly Gregory: Hi, Leon. Josh and Holly here. We're sitting together this morning. This has been a very interesting discussion. I want to start by saying that, Mathieu, we agree with your three requirements and believe that that was well stated.

And it seems to me that there are a number of options. You can have UAs as members, you can have human beings who are designated by UAs as members, you - but the point that we're trying to make is that underlying it all to have any kind of enforceable rights you need some entity whether it's the

entity serving as the member or an entity designating a person to be a member that has some enforceable rights.

We do believe - we've looked at the - in order to be an unincorporated association there needs to be a level of intent to be such an unincorporated association. And there needs to be some very basic and minimal rules that help to indicate who is involved in that association.

We think that to the degree that some of the SOs and ACs are well developed through the ICANN bylaws, that there's not much more to do and that you could say that they are unincorporated associations if there is an intent to be there.

There is an advantage to registering as an unincorporated association in California. Now, remember, you may be one even if you're not formally registered. But I wanted Josh to explain briefly the benefits of being registered as an unincorporated association.

I do understand the point, Alan that you made. I agree, simplicity is always a high value. And the more that we can help find a simple way to explain this the better. I do think that the discussion around UAs has added a degree of complexity to people who are unfamiliar with the concepts that can be off-putting.

With that I'd like to turn it to Josh.

Josh Hofheimer: Yeah, to pick up on what Holly was just saying, and, Mathieu, your three points, taking them sort of in reverse order. I think we have arrived at a mechanism that hopefully is as simple as possible and respects kind of the

existing organization of ICANN as much as possible. And in a way we are fine-tuning it to make things as tight as possible.

I think we all agree that the member model is the best way for the community to get the powers it desires, which was your second point. And then it brings us to the first point being, you know, how to make those representatives accountable.

And that's where when you have whether the person - whether the UA - or whether the SO or AC itself is the member or a delegate appointed by the SO or AC or designated by the SO or AC is the legal person member, you've got to have some power to assume - to ensure that that person is respectful of the desires of the community group that they - that he or she represents.

And that traditionally is done, you know, the way you would get there is to have - or at least the simplest way to get there, as we've talked about, is to have the group itself be a legal person that can enforce its interests against that individual member representing the group so that when you're got, you know, votes on community powers and things like that you know that the person is going to act accordingly.

Now if you have as many rules, in addition to what's in the bylaws if you have as many rules as have been described, as Holly said, we think you probably in many ways might already be UAs. But the difference or the one additional benefit that you would have, as Holly mentioned and handing it off, in California that by actually registering that UA as an entity, as an unincorporated association with the California Secretary of State, you get the liability protections that come with it as well.

When - if Alan, you and I came together and formed a partnership and didn't express it as a limited partnership it might be viewed by some as a general partnership. And I apologize if this is getting into some legalese, I'll try to keep it simple.

But the difference is in a general partnership, Alan, you and I are both liable (unintelligible) partnership. But if we actually register as an unincorporated association we have made it very clear to the state that we intend to put this legal person in front of us - in front of Alan and I, so we're, you know, in front of the SO or AC that is our group and that legal person would take on any liability, it would not be my individual responsibility, and that legal person would also be able to enforce its interests either against ICANN or against the member delegates who kind of went rogue or refused to listen.

And our point is simply that it seems that, to us, the lawyers listening to this, as many rules as you all have and as much detail as you have around governance of these SOs and ACs, it seems you have formed an intent to create an unincorporated association. And all we're really advocating for is that you take the final additional step of registering that association so that you get the additional statutory and legal benefits of such association.

Holly Gregory: Thank you, Josh. Thank you, Leon. Let us know if there's more that we can try to clarify.

Leon Sanchez: Thank you very much, Holly. Thank you very much, Josh. And next in the queue I have Greg Shatan so, Greg, could you please take the floor?

Greg Shatan: Thanks. It's Greg Shatan for the record. I think the, you know, this whole - I'm glad that we're getting into this discussion. I think that, you know, some of the technicalities of whether the SOs and ACs are unincorporated associations and

more particularly California unincorporated associations probably bears, you know, further examination.

I don't know that any of the - I think that all of the groups have fair amounts of detail in addition to ICANN bylaws, you know, GNSO has (unintelligible) rules and procedures. And each of the constituencies or stakeholder group within the GNSO have bylaws or charters and other rules and procedures.

So in that sense the organizations are well developed, well organized and, you know, run like almost as if they were already, you know, legal entities. That's, you know, that said, I'm not sure whether any of them intended to be kind of found in California or, you know, some (unintelligible) of being created by the bylaws of a California public benefit corporation.

You know, I think, you know, there's a certain elegance, I guess, in making them into unincorporated associations, you know, de facto or, you know, by kind of - but I'm concerned that some may not want to be, you know, found in California per se or to be identified necessarily as legal entities as such. So I think there is an issue there.

You know, and finally on the issue of enforceability, I think that within each SO and AC and constituency and RALO, etcetera, I think the rules are taken, you know, pretty seriously, as seriously, again, as if they were, you know, legal entities so that, you know, in the case of an election there doesn't seem to be anybody questioning whether say an election result should be honored or whether a vote on a particular thing should be honored and if there is questions and traditional (unintelligible) of organizations.

So to some extent we can - ICANN I think requires a certain amount of balance between legal organizations and taking some chances on

enforceability kind of, you know, mutual acceptance of the reality of these organizations even without legal reality. Thanks.

Leon Sanchez: Thank you very much for this, Greg. And before I go to the next on the queue, who is Thomas Rickert, I remind you to please mute your line (unintelligible) computers if you're not speaking. We have a lot of noise on the background. So please be kind enough to mute your lines. So next on the queue I have Thomas Rickert. Thomas, could you please take the floor?

Thomas Rickert: Thank you very much, Leon. And I would like to add to what I've written in the chat with respect to complexity. But before I do I would like to briefly state and ask whether you think my observation is correct that we're on the same page when it comes to the need of enforceability because we also saw discussions where enforceability was questioned.

So I think if we want or if this group considers robust means of enforceability as a requirement for our work then we're talking about the membership model. And then I guess the question that we have is how would we best implement a membership model? And it is my understanding that using the UAs would be a very good implementation model.

And I've heard concern from Alan and others who were concerned about the complexity that this might add. So I guess my question would be is if we have a set of requirements and if we get all these requirements done by an implementation including the concept of UAs, would you still be inclined to go for another option even if we have to sacrifice requirements?

So I guess that I would like to see confirmation on. Certainly if we did have two models that would provide equal protection and equal - and would address our requirements equally good then we would go for the easier to

implement option. But in the absence of that are we going to the less complexity or for the better match of our requirements?

And I would very much like group members to answer that question. And final remark, it is my understanding that the creation of UAs and their management does not add undue complexity. I think we need to communicate the whole accountability architecture in a very good and professional manner anyway. So I personally wouldn't see any additional difficulties with conveying the message of UAs to the community. Thank you.

Leon Sanchez: Thank you very much for this, Thomas. It's very useful. And next in the queue I have Alan Greenberg. Alan, could you please take the floor?

Alan Greenberg: Thank you very much. A couple of points. First of all, there has been a reference to the fact that some ACs and SOs may de facto be unincorporated associations, albeit unregistered. I think we need to remember we were not talking about making the AC and SO an unincorporated association. There are some very strong reasons why we do not want to do that.

We were talking about shadow organizations would somehow map the AC SO. And that's an important distinction so let's not go down the road saying we've already made them unincorporated associations, all we have to do is formalize it. It's a different group we were talking about making the UA here.

With regard to complexity, I guess we have a communication problem. When I'm talking about complexity I'm not talking about too complex for the lawyers to do the paperwork, I'm talking about the perceived complexity in how people will understand how ICANN operates. It is not an issue of too complex to create, that's not the point at all. It is really a perception issue.

And in terms of the question that Thomas just asked of do we need enforceability, there's been a discussion on the list pushed by Chris Disspain on the potential problems in his mind and not alone, of if we have the ability to go to court and we do we end up with the possibility of the court setting legal precedence on how the ICANN bylaws or mission is interpreted.

And he's not the only one who has a worry about a California court deciding what ICANN can do in the future. And I've raised the question but we haven't gotten the answer of is it conceivable and possible to, in these rules of enforceability, yes technically we could go to court but we waive the right to go to court on all of the - all of the powers with the exception of removing the board.

Ultimately, if we have the ability to remove part or all of the board we can penalize the board for doing something we didn't like. We don't necessarily have to reverse their decision through a court action which of course would take a long time in any case. But we can act more swiftly to simply replace the board with a board that's likely to act more in line with the community.

And I wonder that if we could do this then we may remove a lot of the objection to the enforceability that we're talking about. So the question is simply is can we, when we're writing these rules, agree that we do - that we are all parties are waiving the right to go to court over things other than removing the board? Thank you.

Leon Sanchez: Thank you very much for this, Alan. Next in the queue I have Kavouss. Kavouss, could you please take the floor?

Kavouss Arasteh: Thank you. I think the last legal assessment we have (unintelligible) perhaps for this issue that we are discussing now a comparative table between UA and

non-UA membership, the pros and cons, the (unintelligible) the degree of complexity of establishment and the degree of complexity of implementation could be good to have that on the table similar to those other tables that we had when we compared designator versus membership.

Now we have membership with two options, one option is the UA, the other is without UA and then having another column, degree of complexity with establishment, degree of complexity with implementation and judicial complexity with each of these two. Would it be possible that we ask - take into account of the extensive discussions that we have on the name plus what we had the chat and today we had that one or two page or three page comparative table in order to be able to better understand? Thank you.

Leon Sanchez: Thank you very much, Kavouss. Yes I think we will be discussing how we will interact with lawyers in the next point of the agenda. So after we discuss it we could of course consider asking for it, this table from the lawyers.

So next on the queue I have Sebastian Bachollet. Sebastian, could you please take the floor?

Sebastian Bachollet: Thank you very much, Leon. Sebastian Bachollet. I would like to express my support of what Alan just said a few minutes ago. And I would like to take the opportunity to stress that I am very, very again concerned with all the discussion.

If we want to (unintelligible) to be an organization where we are able to go to a court it's not the organization I would like to be in. We are there to try to work together, not to go to court for everything or every idea we have because we want to remove the board or because we disagree with some points,

because if we end up like that yes definitely the best way will go to an international organization.

We have really to take care of what we are doing, how we want to do it. If we - we are a non for profit organization where the participants - and I know that we are not member but the difference from the point of practical point of view, not the legal point of view, it's not so different. And I am sure that we can do a lot of things when we try to agree not when we try to set up everything to go to court.

And I am sorry to - I am giving up to all those legal people, sorry, if sentence but - they are not trying to help us, they are trying to convince us. And I don't want to be convinced on that issue. I have no (unintelligible) but I will come with (unintelligible) at the next meeting. Thank you very much.

Leon Sanchez: Thank you very much for this, Sebastian. I have next on the queue Becky Burr. Becky, could you please take the floor?

Becky Burr: Thank you. I have to say everybody is entitled to their own opinion on going to court. But I find the conversation more than a little misplaced. And as I've said on the list more than one time, the enforceability issue is fundamentally not about going to court but about actually having the authority that we are putting in the bylaws. Unless it's enforceable then the community doesn't have the authority unless ICANN agrees with the community's judgment about it.

I don't think this is about having to go to court all the time; I think that if the community has the authority the ICANN board is not lawless and it will follow its legal obligation. So, you know, this is not about lawyers saying, you know, you have to be able to go to court, that's just wrong in terms of what the legal issue is here.

Having said that, clearly there is, you know, anxiety on some people, some group's parts, about this. And I wonder whether in terms of just hybrid we can't have, you know, as much hybrid as each group wants.

I mean, if the Registry constituency or the IPC is perfectly comfortable having an unincorporated association and somebody else wants to designate and somebody else wants to rely on the kindness of the ICANN board, is that a feasible - isn't that the simplest way to approach it if they let each organization do what it's comfortable with? Thanks.

Leon Sanchez: Thank you very much for this Becky. And I see a lot of support for what you just said in the chat box. And with this I'd like to hand the floor to my co-chair, Mathieu Weill. He's next on the queue. Mathieu, could you please take the floor?

Mathieu Weill: Thank you, Leon. First of all I'm fully in line with Becky on this that, I mean, we're discussing about governance arrangements and basis principle of governance arrangement is to prevent going to court. And it's - I think it was Josh who typed that - in the chat that the fact that you can go to court and I would add that the criteria are well defined is a sufficiently credible threat and it makes it so that no one has to go to court. And I think that's our goal; that is very much our goal in the Accountability group.

And it is a paradox that you need to have the possibility to go to court to make it a credible threat so that no one goes to court. But I think it's probably an illusion to think that without this the risk of going to court is actually diminished, it's probably - that's an assumption that I think is probably not right assumption.

But I think we need to acknowledge the feedback we're getting on the complexity of unincorporated associations. And complexity cannot just be dismissed by saying, no, no it's simple. So the suggestion I want to make is a suggestion that is very much inspired by the agile (unintelligible) we've been referring to a lot.

And what you do in agile development is you test. You do proof of concepts. So my suggestion would be that we as the cross community working group accountability, and I would suggest we do that at co-chair level or with others, we go and create an unincorporated association. My proposition is that we submit to this group draft articles of association based on the input we've received from Sidley and Adler in our memo on UAs.

Anyone on this list can comment at their own concerns on accountability for this UA. And then we'll go and find it. And I'm prepared to pay the \$10 legal fee. And then we can report to the community how it went, what we had to do, first hand and share this experience with everyone. So that's my suggestion, Leon. Thank you.

Leon Sanchez: Thank you very much, Mathieu. And that is so kind of you to absorb the cost of the \$10 legal fee. So next in the queue I have Greg Shatan. Greg, could you please take the floor?

Greg Shatan: Thanks. It's Greg Shatan. And some of what I've queued up to say has already been said by Becky and also in the chat by Keith. I think that the idea that if we create legal persons such as we are talking about, that somehow we are going to be constantly embroiled in litigation or that we're going to lose that ICANN the community will lose its soul as a multi-stakeholder organization where we work out our issues through the multi-stakeholder process I think is a bogeyman.

It's intended to scare people but I don't think it has any reality attached to it. I think that if one were to believe that one would also need to believe that we have a - that we're all just waiting to litigate now but that we just somehow haven't done so solely because we don't have a vehicle to do so. I think if there was the need to desire on the behalf of SOs and ACs or organizations to litigate against ICANN or to litigate against each other that we would have done so.

And the idea that somehow by giving us this power, which we probably already have, you know, in some way shape or form, we would have found a vehicle to litigate. But I think the idea that if you give this power that we then get, you know, all crazy some sort of litigation binge and that we stop acting as multi-stakeholders I think is baseless.

And I think it's - I wouldn't say it's irresponsible to mention it, it needs to be debated. But I think that there is, at the end, really no real threat that somehow this happened. But I think it's just - it's similar to saying that if somebody is going to, you know, get the car keys that they are going to go 150 miles an hour, run people over. So I don't think it's going to happen in either case.
Thanks.

Leon Sanchez: Thank you very much for this, Greg. Next on the queue I have Alan Greenberg.

Alan Greenberg: Thank you very much. With regard to Mathieu's offer, I'm not quite insulted but I'm close. I think I and others have said clearly it is not the legal process of creating the unincorporated association it's the perception that it will cause among others in trying to describe the governance process within ICANN. So

let's differentiate between the two, please, otherwise we're going to waste our time on a lot of dumb arguments.

I have a question for those who are absolutely against waiving litigation and it's a question of would you accept but also is it possible. Is it possible to waive litigation - and I'm saying for everything except removing board members, let's make it clear - unless the members, UAs, whatever there are, decide by a super majority vote to go that direction?

In other words, a single person, a single entity, a single member, a single AC, cannot initiate litigation should they choose. We all know that you don't have to necessarily have a good cause for litigation and we know you can't necessarily pick how the courts will react so the question is can we waive litigation unless the community as a whole wants it? That may address some of the concerns. Thank you.

Leon Sanchez: Thank you very much for this clarification, Alan. Next in the queue I have Josh Hofheimer. Josh, could you please take the floor?

Josh Hofheimer: Yes, thank you. This is Josh speaking. To quickly respond to Holly - or to add to Holly's question or responding to Alan, we're not sure if you were only going to go to court to enforce the ability to remove a member, I mean, to remove a board member then from our perception you probably wouldn't need any of the powers that you're articulating because you're not going to try to enforce your rights on those powers so you'd just have a designator model where you select board members and you can remove board members.

So, Alan, I mean, respectfully it seems that if you were going to waive your ability to enforce you wouldn't bother drafting the powers anyway because they would be punchless.

Our point - from our perspective you - this group has done a good job of trying to weigh up the necessary powers and make the board accountable to the community and has arrived to where we are today which is pretty feasible.

Just one example that we want to point out, from our perspective having both the ability to - the two biggest sticks in - or arrows in the quiver of the community are an enforceable means to go to court to - a means to go to court to enforce the powers reserved to the community and the ability to remove the directors that are not respecting the wishes of the community.

Those two powers or those two authorities make it frankly are what end up being - make it so unnecessary to ever have to actually go to court or remove the directors. Because those directors know - as Mike Clark said in the chat, if you have a well-articulated means of enforcing (unintelligible) those board members are not going to act contrary to those rights.

Holly Gregory: This is Holly. I just want to add something. And I apologize if in some way I am missing the big concern around complexity. To my mind the powers that we're putting in place, all of the mechanisms around that, are really far more complex than anything having to do with the unincorporated associations.

So I'm struggling to understand why the unincorporated associations are causing so much concern when, to our mind, it's almost the least complex part of this entire sort of bundle of processes and rights and mechanisms that you are contemplating.

As to the point about waiving the rights to go to court you can certainly waive rights to go to court but in that case I have to emphasize that Josh said, is then why would we create such a complex set of powers if we're not going to want

to ever be able to back them up? You would just put in place the simple mechanism of director removal and board recall. So I would love to try to understand better the concerns around complexity with regards to the unincorporated association especially in the context of what to us is a much more complex governance system that you're creating.

Leon Sanchez: Thank you very much Josh and Holly. Next on the queue I have Thomas Rickert. Thomas, could you please take the floor?

Thomas Rickert: Thanks very much, Leon. With respect to Mathieu's proposal, and also in response to Alan's point, Alan, I guess we don't have any concerns that you wouldn't understand what we have to do but you yourself mentioned that you are concerned about third party, not understanding the concept.

And therefore setting up a UA, if that is sort of the elephant in the room, setting up a UA documenting how we do it and explaining the steps that need to be taken as easy as they might be might help sell the whole concept to the community or explain the whole concept to the community together with the other far more complex mechanisms and escalation paths that we have already been working on.

And so I would suggest that we - at the co-chair level, talk to the communications team and see whether they think it's a good idea to do this live test. And if they think that it can add to facilitating the exchange of thoughts with the community and if so by all means I think we should take all steps that are reasonable to convey and explain to the community what we are in the process of designing. Thank you.

Leon Sanchez: Thank you very much for this, Thomas, and those very useful suggestions. I think we should definitely look into it and reach out to the comms team so we

analyze the (unintelligible). And next on the queue I have Greg Shatan. Greg, could you please take the floor?

Greg Shatan: Thanks. Greg Shatan for the record. I think in terms of the concern or trying to explain why some members of the community might see this as complex is it's not just the UA alone that makes it complex. I agree that the unincorporated association as a legal vehicle is about the least complex legal vehicle one can possibly find. It's kind of like plankton in the organization of legal entities, very simple, very low on the totem pole.

It's more the overall kind of flow chart or the like where we have UAs shadowing SOs and ACs and where we have this community council or that we haven't really revisited where there are five of everybody except for two of somebody which is really separate from the membership concept except it feeds into the membership concept.

It's more the overall kind of structure I think that may be complex. Now it'd be great if (Xplain) and ourselves can boil it down. But having been on the CWG and having our first effort be criticized as too complex where we had Contract Co kind of holding the IANA rights and the stewardship hammer over ICANN being too complex, you know, I can kind of - I feel where the community or parts of the community may be coming from.

I don't necessarily think we should choose an inappropriate or less effective method just because it may be seen as complex. I think we need to see how we can boil the complexity out of it. But I think that the UA alone is not what makes it complex at all. Thanks.

Leon Sanchez: Thank you very much for this, Greg. I see next on the queue Jonathan and Alan. I would like to close the queue with Alan because we still need to

address some other points in the agenda today and we're already 15 minute past the hour. So I'll go to Jonathan and next to Alan. Jonathan, could you please take the floor?

Jonathan Zuck: Thanks. Jonathan Zuck here. I actually want to go back to another suggestion that Alan made that got a little bit lost in this back and forth of the issues which - and I guess it's potentially a question for the legal team as well. Does this structure increase the opportunity for individual members to litigate against ICANN on their own without consensus of the community? And if that's in fact the case, is there an easy and sufficiently uncomplex (sic) way of enforcing some consensus threshold for litigation to take place?

That feels a lot better to me than the notion of waiving rights. But making it something so there isn't just suddenly individual groups going to sue ICANN because of the new structure. Sorry. I guess that's a question for the lawyers. Is this the case and is it fixable?

Leon Sanchez(Liang): Thanks ~~(Jonathan)~~. ~~(Josh)~~, ~~(Holly)~~, would you like to react to this question from ~~(Jonathan)~~.

~~(Josh)~~:Josh Hofheimer: Yes ~~(Jonathan)~~Jonathan, this is ~~(Josh)~~Josh and ~~(Holly)~~Holly. I mean, I think we probably need to give that a little bit of thought offline. But as a general matter, you know, yes, the members could -- with properly informed consent -- could probably - we could probably set up a threshold. It might add more complexity to the bylaws. But could set up a threshold that requires a certain percentage of member approval before litigation were to be commenced against ICANN...

~~(Holly)~~:Holly Gregory: Yes.

~~(Josh)~~Josh Hofheimer: ...in effective statutory rights or things like that.

~~(Holly)~~Holly Gregory: I think that that's doable. But the question is, you know, I don't know that they could bind other kinds of litigation. Vis a Vis, specific individual member's rights. But, yes. For the membership body, I think you could have a, you know, some kind of a threshold. But we need - let us do a little bit of research on that and get back to you.

~~(Liang)~~Leon Sanchez: Thank you very much for this ~~(Holly)~~Holly. And yes,
~~(Jonathan)~~Jonathan.

~~(Jonathan Zuck)~~Jonathan Zuck: I was just going to say, ~~(Holly)~~Holly -- as you think about this -- I guess the other part of this question that you seem to be saying -- and I just want to clarify -- is that a membership structure is creating standing for individual members to bring litigation. And so that's, in fact, a potential problem. And you're going to look into whether or not there is a way to mitigate that risk.

~~(Holly)~~Holly Gregory: That's correct.

~~Jonathan~~(Jeffan): Thank you.

~~(Liang)~~Leon Sanchez: Thank you, ~~(Jonathan)~~Jonathan. Thank you, ~~(Holly)~~Holly and ~~(Josh)~~Josh. Next on the queue, I have ~~(Alan Greenberg)~~. ~~(Alan)~~, could you please take the floor.

~~(Alan Greenberg)~~Alan Greenberg: Thank you very much. This is going to sound like a funny statement coming from me at this point. I don't particularly mind complexity in the details of doing something that only a very small number of people are ever going to have to do. There's all sorts of complexities associated with

what directors might do. That's not the issue. The issue is how do we take new people coming into this organization and have them understand the overall governance process. And that's a very different thing.

I have given a number of talks over the last couple of years. You know, I've spent a lot of my time in the last nine years, in at large and in the GNSO. And I've given talks on how some part of these - both organizations work. And I've had people who have been in ICANN since its very inception. That are, "Oh, is that how it works? I never quite understood 'at large.'" Or, "I never quite understood the GNSO."

We're complex. We have to make sure that we don't make it more so from the perception of people trying to understand how it works. And that's a very different thing from the underpinnings of - from the inner workings of it in detail. So I think we have to really be careful to understand that.

I have no problem with individual members suing ICANN over individual member rights to whatever those - that might be. I do have an issue of individual members or into their small groups potentially taking action on the enforceability actions that we're talking about. And I think that's what we're talking about.

So if we can prevent that kind of lawsuit ever getting to a court, then maybe we are addressing the problem that I was referencing when I said, "Can we waive litigation?" But a lot of this is about perception and explainability (sic). And the really nice charts that explain those today, do not help someone two years from now coming into the organization.

You know, we have the fellowship program where we indoctrinate or teach people about ICANN. Typically they spend several hours a week at 7:00 am

every day of the week for three consecutive meetings to try to get some idea of what's going on in ICANN. Most of the people coming in don't have the privilege of access to that kind of education. Thank you.

~~(Liang)~~Leon Sanchez: Thank you very much for this, ~~(Alan)~~Alan. And I think that just to wrap up the discussion on this agenda item. Of course, we still need to discuss the different concerns and nuances that the membership model carries with it. And I would definitely encourage all the participants and all the members of the working group to go through the different memoranda that the lawyers have kindly put together for us.

There is a specific memorandum on incorporated associations that ~~(unintelligible)~~ ~~(Monty Bale)~~ provided the link in the chat box. I would definitely recommend and encourage everyone to go through that legal memo. Many of the questions that have been raised -- not only during this call, but in the mailing list -- may have an answer in that memorandum.

And, of course, the comparative charts would be maybe duplicating the work that so far has been performed by our legal counsel. And if we go through the different memoranda as I said, many questions -- and of course, the comparison between the different formulas or equations that we have posted on the table -- might be answered if we thoroughly review those memorandums.

So I think that, as I said, we need to maybe reach out to the communications teams as ~~(Thomas)~~Thomas suggested. See if we can explain these in a simple way so anyone can understand what encompasses not only incorporating a non-incorporated association, but the different points that we have discussed through the call today.

And with this, I'd like to turn to the next agenda item. And for this, I would hand the floor to my co-chair ~~(Thomas Rickert)~~. ~~(Thomas)~~Thomas, could you please take the floor?

~~(Thomas Rickert)~~:Thomas Rickert: Sure. Thank you very much, ~~(Liang)~~Leon. And during this agenda item, we would like to provide you with a little update on where we are standing with our legal support. You will remember that we had a discussion with the whole group led by ~~(Liang)~~Leon during our last call, where we introduced the concept of rearranging the way the legal up team works.

And in the light of - in turn of accountability, let me put it that way. We have reached out to ICANN to provide us with information on the legal costs that we have incurred so far.

We have received a ballpark figure so far. So we have hit the \$1 million US mark with the work that we have received -- or with the advice that we have received -- from two fronts so far. And we would like to take a closer look at the costs incurred. So we have reached out to the firms asking for timesheets providing a little bit more detail as to what time has been spent by whom on what subject.

Looking at the figure which not only appears -- but actually is -- quite substantial, I think we should be clear on what we as a group have been asking for. We have engaged two firms. Not only one firm. So we had to make sure that the two firms are brought up to full speed. Understanding what ICANN is -- other background documentation and history there is -- so that the firms are actually in the position to provide the best legal advice.

Then, as you will remember, we have hired -- or we have had the privilege - to having been in the situation to be able to hire -- highly specified and experienced firms. Not only in one area of expertise. But we have been looking at a variety of expertises (sic) that are required. And that surely has added to the legal costs.

As you will remember -- that apart from getting both firms up to speed -- we have also asked them to look at the legal requirements -- or at the requirements -- and find potential legal implementation in a very holistic manner. So we have asked them to look at a variety of implementation models, analyze them, provide memos and be ready to share them with the group and discuss them with the group with very aggressive turnaround times.

There was a question in the chats. This ballpark figure that I gave you was the CCWG costs in total. I think we're at now - at 1.7 million for both cross community working groups.

So, having said that, again, we've asked for more information on how this cost came about. And as indicated during the last call, we have - we are suggesting that the co-chairs will become more active in managing the liaison with the law firms. So we will look into exercising a little bit more control over costs.

I think we can be a little bit - or we have a little bit more time at our fingertips now that we're not working towards deadlines with meetings and stuff like that. So we will keep you apprised of that. But we think that for transparency reasons, the whole group should know where we stand with this.

I'm not sure whether the hands that are in the - that our rate are old hands are new hands. So ~~(Jonathan)~~Jonathan, a steady new hand. ~~(Jonathan)~~Jonathan? ~~(Jonathan Zuck)~~?

Okay, it's a - he didn't want to speak. Are there any comments from your side? Yes. I don't see any hands raised. So with that I can turn it over to ~~(Matthew)~~Mathieu for the next agenda (point).

~~(Matthew)~~Mathieu Weill: Thank you very much ~~(Thomas)~~Thomas. This agenda point is about the work plan. And as just a reminder that our public comment is ending on June the 3rd. Staff will then populate the review - comment review tool by June the 6th or 7th. Our call -- our regular CCWG call on June the 9th -- is going to be extended by an hour to allow us not to review every comment as they come. But at least review whether everyone in the group is comfortable that the public comment review tool has been filled in in an appropriate manner.

And that will kick off work from the work parties to actually go deeper into analyzing these comments. And by June the 16th, we will freeze the inputs from the working parties so that -- the day before Buenos Ares on June the 19th -- our face-to-face meeting enables us to assess which parts of our report seem to be drawing agreement with you. Which parts are raising concerns. And which parts clearly raise very different views and need to be worked on.

So that's the goal into Buenos Ares. In Buenos Ares, we have quite an intensive schedule as well. You already have been informed of the discussion with the board. Which is planned for on this Sunday. I think we have a couple of working session slots on Wednesday and Thursday. And we are working on engaging each ASO, AC and ICANN to suggest that we have whole dedicated sessions with the communities to discuss a round of proposals.

Then, we will move into a phase where our goal will become to launch a second public comment, which duration is going to be 40 days and no less.

And we will attempt to finalize our proposals in time for consideration during the Dublin meeting. Which means that we need to conclude -- or finalize our proposals -- by - I think it's 7th, 8th or 9th of October. Very early October.

So we basically have the month of July to finalize the second public comment document. And that raises a number of questions.

Question No. 1 is do we plan for a face-to-face or for an intensive work session as we did last time?

Question No. 2 is, of course, in terms of planning, whether we attempt to move fast and finalize this before or after July the 20th basically.

And of course, question No. 3 is whether it is currently foreseen that there would be a need to have specific work groups or support for that period.

And those are the questions we wanted to raise right now so that we plan ahead. And I am open for any comments on this at this point. To be fully - for full disclosure, I would say currently hearing -- among the shares and reporters -- I've heard some support for a face-to-face in July. And we want to have this. Especially with the larger group.

I see Kavouss~~(Cabus²)~~ hand is up. ~~(Cabus)~~Kavouss?

~~(Cabus)~~Kavouss Arasteh: Hey. Actually, what conference is that work plan that ~~(Thomas)~~Thomas mentioned -- that in order to get the consensus -- he will take piece by piece without going into the details? And so I suppose I'm not following. What happened to that? Where we reach that stage?

Because he said that it might not be good to go to all of the things and have a consensus because (~~unintelligible~~Candy), (~~Mr. Zuckerman~~), that it is - that consensus (unintelligible). But when that process is (unintelligible), that is Number 1. Number 2, two times at this meeting, I was promised by (~~Liang~~)Leon that the - to the questions I make -- to have a comparative table indicating the complexity -- for establishment and for the implementation and the follow-up option -- (unintelligible) with respect to the on - without UA and with UA membership -- need to be provided.

So he said that they will discuss with the next agenda item and they have not said so far. That will be very helpful. Unfortunately, we are now divided. There are two groups at this meeting. Even very few discussing - one in favor, the other not in favor of having a UA. So are they - is saying that simply without the complexity we can go ahead with the designated membership within an SO and AC.

So I would like to request to you of what happened to that comparative table that I have requested at the first part of the discussion? Thank you.

(~~Matthew~~):Mathieu Weill: Thank you (~~Cabus~~)Kavouss. I think your first point -- regarding the approach that was described by (~~Thomas~~)Thomas last week -- is a good point. It should have reminded everyone that yes, we are planning to try and close as many items as possible as early as possible. If we get some form of consensus on, for instance, the IRPO, the reconsideration process early, then it's all the better for the rest of the work.

But I think this is more planning for the outstanding issues that we might have in July. And I'm not sure we'll be able to close the UA versus chair versus membership model discussion by Buenos Aires. But certainly that would be a

great stride. So that's what we're planning for. But it's not replacing in any way the approach that was described by ~~(Thomas)~~Thomas last week.

Regarding the comparative table, I think it's - we need to really define our various scenarios. And I'm sure, once we have done that, we will be able to provide a clear table to you, to the group, but also to the community. And I fully concur with what you say, that we need to provide clear documentation on this to the community.

I see Leon~~(Liang)~~'s hand is up. ~~(Liang)~~Leon.

~~(Liang)~~Leon Sanchez: Thank you very much ~~(Matthew)~~Mathieu. I was exactly going to address Kavouss' ~~(Cabu)~~'s question. But you have already done so. And that is also why I encourage everyone to go through the - on the comparative association's memorandum and the rest of the memorandums prepared by the legal advisors.

As I said, there are many questions that are still being raised through our calls that have already been answered in those memoranda. So it would be useful if we could review the information that we already have in hand. So we don't ask - more use to duplicate the work. And, I think that as ~~(Matthew)~~Mathieu suggested, when we have a more clear panorama of the different views from the larger group, we would be able to document them and post them into a more comprehensive table. Thanks.

~~(Matthew)~~Mathieu Weill: Thank you ~~(Liang)~~Leon. Any views at this point regarding availability for face-to-face in July? ~~(Cabus)~~Kavouss?

~~(Cabus)~~Kavouss Arasteh: Yes ~~(Matthew)~~Mathieu. If it is not good in the 6th and the 16th of July, yes. The 6th and 16th of July is very difficult (unintelligible) for one.

That is for me. And I'm not imposing anything to anyone at all. I just said that 6th to 16th of July is very difficult. Thank you.

~~(Matthew):~~Mathieu Weill: Thank you ~~(Cabus)~~Kavouss. I think we all will (unintelligible) follow up this discussion on the list to get feedback in a larger scale. But it's good to have the discussion on the call first. ~~(Alan)~~?

~~(Alan Greenberg):~~Alan Greenberg: Thank you very much. July is rather prime vacation time. So if we're going to do something face-to-face, we're going to have to lock in the dates very, very soon. Thank you.

~~(Matthew):~~Mathieu Weill: Thank you ~~(Alan)~~Alan. That's what we figured as well. So that - basically, that's the point exactly. I hear a question by ~~(Sabine)~~ on the chat asking how much we would need to rely on CCWG members. I think approximately as much as we did during the first public comment. And well, which to me means quite a bit. Quite a lot actually. You will remember the workload we had.

So we can hope that things are clearer and the community agrees. But reality will kick in. And details will come back with a revenge. So I am expecting quite a heavy workload at that point as well.

I am seeing no other comments so action item is for the co-chairs to follow up on this discussion on the remaining list. And hopefully, I mean, pick up dates and formats very early so that everyone can plan ahead. And with that I think we can move to any other business. ~~(Thomas)~~Thomas, are you handling this part?

~~(Thomas Rickert):~~Thomas Rickert: More than happy to do that. Let me ask the group whether there is any other business from your side. And while you think about it, we

have put in brackets a production of video that's available and in fact, the video is not available at the moment.

But you will remember that as part of our engagement activities we have planned to do the videos that we have published to make it easier for the community to understand what we are working on. And the pilot for that is currently being finalized as I've been informed by the communications team. So we expect that to be with us within the next 12 hours or so. And we will review as co-chairs. And should it be approved to the extent that we don't see any obvious flaws in it, we will share it with the group and take it from there.

We had hope that we could share it with you during this meeting. But unfortunately, that was not possible.

So, I see Kavouss'~~(Cabus')~~ hand up. And then ~~(Holly)~~Holly. ~~(Cabus)~~Kavouss please.

~~(Cabus)~~Kavouss Arasteh: Yes ~~(Thomas)~~Thomas. Just a simple question. Does the secretary produce a transcription on the last call on this call? Or no? There is no more transcription?

~~(Thomas Rickert)~~Thomas Rickert: I have not been informed of anything to the contrary rather than having transcriptions. So, I'm sure that - we'll take a note of that and see what the status of the transcription of the last call is. But ~~(Cabus)~~Kavouss, we should have transcriptions. Yes.

~~(Cabus)~~Kavouss Arasteh: Yes. Because this is very, very useful discussion that you have in particular this time. No more - no, no doubt. Last time I was very - it would be good if you could have received that transcription. Thank you.

~~(Thomas Rickert):~~Thomas Rickert: Thanks ~~(Cabus)~~Kavouss. ~~(Holly)~~Holly?

~~(Holly):~~Holly Gregory: Thank you very much. I just - I want - I know that we've gone off the issue around engagement with lawyers. But I'm going to confess that I'm really not clear on what we should be doing now to help you. And specifically, what the expectations are for Buenos Aires. Now we've been taken off it appears the CCWG communication email list. So please make sure that if there is something -- a stream of discussion in that list that you want the lawyers to pay attention to -- that someone reaches out to us with that.

So, for example, we have not seen the stream of emails around the UA that have preceded this call. So, I just want to raise that. Because I know on Item 4 was sort of, how we were going to engage with the lawyers. And I'm just not sure that we've really discussed that. Other than to raise certainly the concerns about the expense here.

I also think it would be great to have a discussion about what you expect to have happen in Buenos Aires and what you think the legal - the meat is from a lawyer perspective. At the present, ~~(Rosemary Feiay)~~ from the ~~(Adler)~~ Firm and myself have been invited to attend.

We want to make sure that we have whatever the expertise is that is really needed for the discussions in Buenos Aires. So if we could spend a little time on that we would greatly appreciate it. Thank you.

~~(Thomas Rickert):~~Thomas Rickert: Thank you very much ~~(Holly)~~Holly. Your point is well noted. And rest assured that we are in discussions about how we will work with that. And we will reach out to you. And then there - confirm with the whole group that we make the best use of your time and make that possible progress.

~~(Holly):~~Holly Gregory: (Unintelligible).

~~(Thomas Rickert):~~Thomas Rickert: ~~(Cabus)~~Kavouss?

Kavouss Arasteh~~(Cabus)~~: Yes ~~(Thomas)~~Thomas. I understand from your previous discussion in collaboration with the chair of the (GAC), you will organize the meeting with (GAC) member relating to this CCWG. Presumably at the same meeting, maybe CWG come for this particular - three times you have all said it would be very appreciated if we have a legal counsel or legal advisor be with you in respect to some legal questions that the (GAC) members they - still I would like to have confirmation of that. Thank you.

~~(Thomas Rickert):~~Thomas Rickert: If memory doesn't serve me, we have sent the offer to the (GAC). But I think we're pending a formal response as to why - of if and when the dedicated meeting can take place. But I will double check and revert to you. Or revert to the whole group. So our staff can mark that as an action item for me.

~~(Cabus):~~Kavouss Arasteh: Thank you.

~~(Thomas Rickert):~~Thomas Rickert: You are most welcome ~~(Cabus)~~Kavouss. ~~(Holly)~~Holly, is that a new hand or an old hand?

~~(Holly):~~Holly Gregory: I'm sorry, that's an old hand. But just one other point. We would like confirmation around Buenos Ares as soon as possible. It's only two or three weeks away. Travel costs become more expensive at the last minute. Hotels are rapidly filling up. And we have other obligations that we need to be able to fulfill as well. So the sooner that we have a better sense of what your needs are, the better able we will be to fulfill that need. Thank you.

~~(Thomas Rickert):~~Thomas Rickert: Thanks ~~(Holly)~~Holly. Your point is well understood. We will revert to you with clear expectations as soon as we can.

With that, I think we can end this call. Thanks everyone for what I think was a very fruitful discussion. We will continue the exchange of thoughts on the mailing list. And we will reconvene in a week. So, thank you very much. Bye-bye everyone.

~~(Matthew):~~Mathieu Weill: Thank you everyone.

END