

**ICANN**

**Moderator: Brenda Brewer  
September 1, 2015  
12:00 pm CT**

Jonathan Robinson: So let's get things moving for variety of reasons. There is a proposed agenda up in the corner there. So, of course, this is a formal meeting and it's recorded so just to note, it's a client committee meeting 17 on the 1st of September, 2015. Welcome everyone.

Now I just thought a couple of points to me quickly, what is just remind us all of the role and function of the client committee, these meetings are formal meetings, recorded, and essentially available for anyone to listen into and comment on and so on.

In the purpose, really, of the client committee is to try and make an efficient and effective channel of communication between a large workgroup, the CWG, and our professional advisors.

So in a sense, our (remits are) quite tight and it's just important to remind us of that and it's functional. It's to make sure that Sidley gets clear instructions or are able to get clarity on any detail on those instructions and that we work with a very specific mandate from the group.

So it's not about us, really, workshopping in a lot of detail, keep - I mean, ideally, we've discussed things with the CWG are able to take things back to the CWG and use the client committee as a functional means with which to channel effective and clear instruction to Sidley.

So with that, and with the fact that we haven't met for a while - Lise and I had sort of informal talk with Sharon and Holly at the back end of last week. I think it was Friday afternoon, my time, last week, and briefly looked over the work that was either being done or might be being done in the near future. And I think now is the opportunity to try and formalize that and make sure we do, do that.

And I wondered, Sharon or Holly, if it would be useful to us and (Greg) and (Martin), Lise, all of us, if you just very briefly summarized what you're actually doing right now on behalf of the CWG so we can be sure about what's actually going on.

And then, you know, we've got some either instructions we can give you or perspective instructions we will give you in the near future to - if there are any questions or to give you any additional work. So perhaps first thing, it will be great to just give a brief summary of what you're working on and how your work is going on behalf of the CWG.

Sharon Flanagan: Jonathan, it's Sharon. I can take that. So let me just talk about what we're doing right now. One thing that we're doing is we're looking at some of the CCWG work and this is more behalf of CCWG, but we're looking at some of that work, and making sure it's consistent with CWG requirements, specifically I took a look at the Jones Day memo which you may have seen that circulated regarding some of the - their views on implementation.

So we're doing that just kind of informally. The second thing is, you know, we did this bylaws matrix and we have been - we've gotten some of the comments you've passed along and we have the call with CWG, I guess, maybe two weeks ago.

And so we've been just, you know, modifying it behind the scenes just the kind of keep it up-to-date. And I see in the agenda that might be something that you want us to do more formally but we've just been tracking it just so that we can kind of keep it current.

And then the third thing is the - we did that memo on the intellectual property. That, we're really - there's nothing we're doing. At this point, we're just on hold on that. But we're prepared to do more if there's more that is requested.

So at this point, we're not doing a lot of work right now. We're, I think, kind of positioned to commence work, in particular, I'm bylaw drafting if that's something that the CWG wants us to do, but at this point, we're, you know, the role is not that terribly active. But that's - those are the things we're monitoring kind of more than anything else.

Jonathan Robinson: Sharon, that's helpful and that puts us in a position then to be clear on what, if anything, of that should or could be done differently or worked further on. I think I'm going to suggest that actually we continue - let's push anything to do, and (unintelligible) and others, if you're there with me on this, I think let's push the financial monitoring and in the process monitoring towards the end of the call.

And let's go straight on into the actual work where we are or might be on this. On that bylaws matrix, I felt - Lise and I talked about earlier, so I'd like to

hear if Greg and Maarten are with us on this and make sure that, if we're not, we go back to the group were decide what the best approach is.

The bylaws matrix felt, to Lise and myself, like a useful tool to map out the position, to communicate a common understanding, and then I even went so far as to say to Lise, it had a kind of term sheet type feel to it.

It got a - it gave us a landscape that wasn't the actual substance of the work. I have the feeling it may have fulfilled its purpose now, and therefore, doesn't necessarily need, say, for continuing to serve that purpose, detailed updating.

Because really, the question is what's the real work? And the real work will be moving on to actually work on drafting of the bylaws. The question is, in some ways, when is that done?

Now what we had, if the client committee, what I understood is, you know, instructions were from the group and to pass on to Sidley, it - my understanding is that the CWG is comfortable with us asking Sidley to draft the bylaws.

The CCWG chairs, Lise and I have spoken with them. It was subject to talking with the CCWG chairs. And while that's not consistent with the process they're working on, you understand motivation are not in objection - you know, they're not going to object to us doing that.

So we're poised to ask you to work on the bylaws. One of the issues in my mind is timing, and we do have a currently planned for Friday this week to just talk with the CCWG chairs and ICANN senior staff, slash, legal, which is really Theresa and Sam from - Theresa Swinehart and Sam from ICANN legal,

and just to make sure that all of us have a common understanding of how these bylaws were can, you know, what sequence in what order.

I think from a CWG perspective, our understanding is we will ask Sidley to make the primary draft of the CWG bylaws - related bylaws. And that's where I think we're going. So in terms of timing, I think we can formally expect to instruct you next week, subject to nothing coming out of the coordination call on Friday.

But that is my understanding of where we are. Now, the next question will be what pace we would expect you to work and what pace - you know, that is not - I guess that might also be impacted a little bit by the coordination call and making sure we're on the same page on that.

Lise, or anyone else, can you remind me if we're expecting anyone from Sidley on that coordination call? It wouldn't surprise me if we were. I just don't recall if we've actually invited (you) or made that (arrangement).

Grace Abuhamad: Hi, Jonathan. This is Grace. So we invited Sharon and Holly from Sidley. And this is where they also because Holly - the link on to the CCWG side, so the CCWG chairs had requested Holly and Rosemary and we put Sharon on the invitation as well since she's kind of the CWG link.

Jonathan Robinson: Right. So that's come out of - that's helpful and that's useful to know. So for whoever else has benefit, then that's come out of really - that the product. The proposed or plan to call which is only scheduled for half an hour which is probably insufficient.

But we'll have to work with that's - that is planned to deal with - or it responds to something which came out of the chair, the CCWG and CWG

chair's call which said, "Fine, we don't object to you going ahead and working with Sidley to draft your bylaws directly, your - the bylaws related to your work or at least provide the first draft of those."

But we do need to make sure that everyone that advises CCWG, CWG and ICANN are clear and understand who's doing what, when. And so that's the purpose of that call, to make sure that we're properly coordinated and that's the plan there.

As I say, then thereafter, I would expect that this client committee is in a position to issue (unintelligible) and give guidance and the timing to simply for that bylaws work early next week. (Greg), go ahead.

Greg Shatan: Thanks. It's Greg Shatan. I guess I remember in Singapore- well, first, overall, I'm glad to hear there's coordination on this particular point with the CCWG and Sidley as kind of the hinge.

I think that's just the right approach. I do recall, in Buenos Aires, there was a fair amount of back and forth on who would hold the pen first and all that sort of thing, especially with regard to the CCWG bylaws, but I don't actually recall for what article or a process was - had ended up being worked out at that time.

I just got off, as did Holly, from CCWG's call this morning and there was, you know, some discussion on the call as well of getting started on the bylaws drafting and it seemed like we had started the conversation as if there wasn't a lot of background discussion but there had been.

And, you know, in that way that you often get, you know, two steps back when you rejoin an issue you haven't joined for a while. So I don't know if

Holly because better than I -- well, it wouldn't be hard to recall better than I -- what was arrived at and the like.

My overall feeling is that, you know, the initial drafting should be done by lawyers based on, you know, the overall framework that we've already established for what those bylaws should say and as to who holds the pen between Sidley and ICANN, my preference would be Sidley but we can deal with it if ICANN held the pen first.

But I don't - again, I don't know quite what was worked out and how that affects what we're doing here. So I see Holly's got a hand up so I'll shut up. Thanks.

Holly Gregory: So it sounds like the co-chairs of the two groups have had a discussion and there's agreement that Sidley can take the first holding of the pen on the CWG bylaws, related bylaws.

There has not yet been clear direction, to my mind, on the CCWG side, Greg. And I'm hoping that we will get that. I've said it before. I'll say it again - we're happy to work in any way that people would like us to.

We do think that there are some efficiencies to having us all the pen for CCWG in the first instance given that we've sort of lived through it on a daily basis and really understand some of the nuances, the intentions and the motivations that the others may not.

That became a little bit more apparent to us in reviewing the Jones Day analysis of the second proposal that we just took a look at. And it's fair that there are some things that maybe the proposal is not as clear on and yet the group has a fair sense of direction.

So with that being said, I think that's an issue for CCWG to work out. Maybe will talk about it on Friday. We're chomping at the bit to get clear direction on, you know, what folks want us to do next. But I think we're getting greater clarity on the CWG side, which we welcome.

Greg Shatan: Thanks. I'm glad that my recollection of the lack of clarity was actually an accurate recollection rather than a personal issue with (unintelligible). And I agree with...

((Crosstalk))

Jonathan Robinson: ...slightly different perspective on that than (Greg) and Holly but it's not. It's just slightly - I think my understanding was that a - in effect, a proposal had been - is getting to - was being arrived at, whereby the first draft of the CWG, the CCWG work would be done by ICANN, slash, Jones Day based on a rationale that they were generally a development on the existing base of bylaws which have been prepared and drafted by those parties originally.

You just put an additional wrinkle on that, Holly, which is interesting. And I think it affects the CWG to some extent as well, although it's probably not a topic for this call, in that whilst the intent is clear, the proposals don't necessarily always convey that in tend quite unequivocally as they might for all sorts of reasons.

So, agreed. There may be further discussion with the CCWG about how to best do this. The rationale for - that was discussed and, in a sense, accepted by the CCWG chairs in relation to the CWG work was, in effect, we are starting with a clean slate with respect to the CWG bylaws - CWG related bylaws, and



therefore, it may (unintelligible) or those bylaws to be drafted by, in the first instance, by those that had advised the CWG on its work.

So there was a clear - and talking between the chairs, there was an understood rationale for why these two might be different, notwithstanding the fact that, as you said, Holly, that may change, given the Jones Day memo or other new facts or information. Holly, if that's a new hand, please go ahead.

Holly Gregory: And I understand. I certainly, you know, that's much more information than we've been provided on some of the rationale or where CCWG might be or where the rationale might be.

And we're, again, we're happy to go any way that folks want to. We think that the existing bylaws are pretty clear on their face. We think that they could be improved upon even absent any of the kinds of changes that CCWG and CWG are making just from a clarity perspective. But if folks want the original drafters to take the pen in the first instance, that's fine with us.

Jonathan Robinson: Thanks, Holly. As I said, that's out of our remit but I just thought it was useful to share with you what we had experience in our coordination calls with the other chairs.

From the CWG perspective, just to reiterate, we have an agreement from the CWG that, at the right time, which may be as early as next week, we, as a client committee can instruct you to start work on the bylaws related to the CWG work.

I think what Lise and I propose we wait for, at minimum, just to go through the coordination call on Friday and make sure that there is a common

understanding and we don't do any kind of stop-start or to any right angle bends immediately after having done so.

So that's my expectation, that us, as a client committee, will be in a position to instruct you. I'm not sure of the timing and the speed with which we'll need to work, but at least to give you an indication that that's our plan as early as early next week. Greg.

Greg Shatan: Thanks. A couple of things. I'll bypass the CCWG issue for the moment but with regard to - going back to the bylaws matrix for second, I'm wondering whether that - and I know (Martin)'s comment in the chat that, you know, we need a plan for how the whole thing will go forward - it seems to me that the bylaws matrix could be a useful and a framework and punch list to some extent when form the work of both the CWG and the CCWG as it moves forward.

If not, maybe then some other document, but that has the advantage of already existing though - and being kind of useful distillation of kind of the bylaws affect, if you will, of all of our work and really of the CCWG's as well.

So I think that we may not retire that. Or we may consider not retiring that but rather finding - seeing if it will be useful in kind of keeping track of what's being done. Obviously there will need to be reference back to the underlying documents to make sure we're getting it right.

But it seems that having some sort of, you know, more compact and viewable reference would be really helpful. And I know there were some requests for corrections they came, I think, through the - or a mandate - amendments of some sort that came through the CCWG front. I'm not sure that we had

anything that came through ours, so - but that's just a thought as a useful tool.  
Thanks.

Jonathan Robinson: Greg, I think personally, I tend to agree with you and I see that (Taran) does in the chat as well. So, you know, I think it feels to me like, you know, it's useful as a tool and that punch list, whatever you like to call it, as long as we don't make work for the sake of obtaining the sheet, and it is a (useful) tool and roadmap, to my mind, it makes sense to keep it current.

And I'm sure - I suspect we feel - have a common view of that. That's okay. I just - I didn't want us to be - didn't fill rate that we were saying update the bylaws metrics for the sake of keeping it current.

If it's a useful communications device and tool, then great. Let's use it as such. I see a checkmark from Lise and Greg. Just checking if that's your previous hand. Yes, great, so I think we're at one on that.

Let's notch things on then, and I think we have a plan there, and we utilize the bylaws matrix to the extent that makes sense in both CCWG and CWG. We instruct Sidley as soon as possible subject to a coordination call on Friday, and we note (Martin)'s point that, you know, and overall plan of which this bylaws matrix makes sense to have as part of that, it's there so everyone can see who's doing what and in what way.

What about, Lise, these two points that Greg effectively touched on a moment ago that, coming out of the CCWG, the appeals mechanism and the approval veto issue, I think those are going on in parallel. Do we need to say anything about that now or do we just need to know that there's work going on there? I guess that's a question two Lise probably.

Lise Fuhr: Yes, thank you, Jonathan. It's Lise for the record. I think that we should note that those are going on. I know there are people who are trying to look at the appeal mechanism and find a way to satisfy the concern that has been raised.

So I know there is work going on, on that. And regarding the budget issue veto (versus) approval, the group as such, agreed that the veto is fine. There were some concerns regarding the actual procedure if the veto but appalled the IANA budget, and we would need to look into this.

And I have promised to look into this and get back to the group with the actual procedure that's been proposed by the CCWG. So I'm looking into this and we'll have that ready at the latest for the meeting on Thursday. Thank you.

Jonathan Robinson: Okay, so that becomes a topic for the meeting for Thursday then rather than something we need to go into a lot of detail now, and it's useful to have that update.

Lise Fuhr: Yes, I agree.

Jonathan Robinson: Greg?

Greg Shatan: Thanks. I guess just briefly, on the issue of the IRP or some sort of review of decisions relating to IANA, I think that's still CCWG as well, and I think that's still something that we have, between the two groups, still, you know, have a great lack of clarity out and that but we've specified, you know, is not a review of board - of ICANN board decisions about PTI, but was really a review of PTI actions or inactions.

So the IRP, as it currently exists, is said to review ICANN board actions. So I think we - the question is whether that's an unmet dependency on our - that - you know, that the CCWG hasn't met, that we've specified.

So I think we still need focus on that and just for generally, you know, we need to make sure that we're rock solid, that CCWG has met all of our dependencies.

You know, this was noticed by kind of a sing- initially by a single member of the CCWG kind of phrasing the question that this doesn't like it lines up correctly.

Jonathan Robinson: Thanks, Greg. Well, that's probably a timely point to go to B, but before doing so, I'll acknowledge Lise's hand. Let's go to Lise.

Lise Fuhr: Oh, thank you, Jonathan. I just want to mention that I'm sorry if I gave the impression that this was not going to be dealt with or being looked at. But it is being looked at.

And I agree with you, Greg, we need to look at it and ensure that if there's any - if it doesn't meet the requirements set by the CWG regarding the appeal mechanism, we would need to come up with a proposal on how to actually meet it. So that's being looked at, at the moment. Thank you.

Greg Shatan: Now, who is looking at that?

Jonathan Robinson: Okay, so - repeat that.

Greg Shatan: I just - noting the use of the passive voice. I guess the question is who is looking at that?

Lise Fuhr: I know that (Becky Burr) from the CCWG is looking at it together with (Alan) and (Mcilrey) from CWG.

Greg Shatan: Okay, yes, it was (Alan) - one of the first people who kind of raised that question. Thanks.

Lise Fuhr: Yes it was. Thank you.

Jonathan Robinson: Okay, so let's have a look then at the - this work on monitoring dependencies and requirements of - our dependencies on the CCWG proposal. I think what we understand here, and to some extent, we touched on this briefly in the sort of management call, if you like, with - informal call (which we had with) Holly and Sharon on Friday, is that we're trying to understand what's, if any work, is going on.

And I think is a matter of course, the understanding that we came away from that was, is that as a matter of course, both through their work - Sidley's work with the CCWG and with one eye on any work that they may be expected to ask to do for us, they are in effect, monitoring those dependencies continuously.

Where we need to get to is an instruction to ask Sidley, and my impression is that we are empowered to and can give the instruction today - to ask Sidley to report back to us on the meeting of (unintelligible) dependencies by the CCWG in its current proposal.

Now they've done that on a previous draft. So, in effect, we're asking for an update to that. But I think what we need to do is ask for that, get that delivered to - back to the CWG, and my understanding is we are empowered to (us for

the spider) group, and correct me if I'm wrong, or remind me if I'm misremembering something, and in receiving that, we will submit that on behalf of the CWG at the backend of their public comment period.

That's the process I think we are going to go through or need to go through. Does anyone see it any differently or any comments or points on that? Is that where we're headed and is my understanding correct? Greg?

Greg Shatan: My only comment would be if we had our work done any earlier than the end of the public comment period, we should submit it, although given that the public comment period, I believe, ends on the 12th, it may be that we won't have it done any time before then. The sooner the better in terms of getting this all done.

Jonathan Robinson: Thanks. Good - fair point. So, for the avoidance of doubt, Sharon and Holly, I think we would like you to report back to us on the proposal or update your last report on that so that we have something formally within the CWG that we can submit as part of the CCWG that confirms the meeting of the dependents and closes that particular loop. Are you okay with doing that and have you got any sense of when you'll be able to deliver that to us?

Holly Gregory: So if I may, it's Holly. Can we do that in the form of a comment that you would submit to the CCWG? Is that the form in which you would like this?

Jonathan Robinson: That will be very helpful. I don't know what others think. I think that would mean - it would shortcut a step in the process that we wouldn't have to do anything more. So in effect, you draft...

Holly Gregory: Right. That's what I assumed as well. I think we might as well just cut to the chase. Sharon, do you want to weigh in on timeframe? I don't the gets time

intensive. I think it's just a matter of, you know, find (unintelligible) time in the next, you know, four or five days.

Sharon Flanagan: Yes, Holly. I was thinking we should be able to have that complete by early next week, you know, I think on Monday or Tuesday.

Holly Gregory: That sounds good.

Jonathan Robinson: It sounds great to me. Any further comments or questions on that? Okay, good, and thanks. (Martin), I see you're pleased about that as well in the chat. So I think that deals with item two. And in effect, our discussions so far have dealt with item 3, I think, as well. What - Sharon, did you want to say?

Sharon Flanagan: One just clarification on the two open points, the budget and the appeals, if you could just keep us updated, you know, as to, for example, on budget whether a veto is fine, then we can confirm that that's dependency that's been met. And if it's not, we would want to let the CCWG know that, so if you can just keep us current on those discussions, that would be helpful. Thanks.

Jonathan Robinson: Thanks. We will do. And I think, Lise, are you happy to be the point person on that, Lise?

Lise Fuhr: Yes I am. I will be.

Jonathan Robinson: Okay, great. Wonderful. And that - so we - yes, Sharon, we will do and we'll channel that through you - through Lise to you. Now, consideration of perspective legal work which is item three.



In effect we dealt with that on our previous discussions. Have I missed something? Is there something else we should be discussing in terms of our consideration of prospective legal work at this stage?

I think in some sense, this is an opportunity for us, if there's anything here that we haven't covered, they need to be taken back to the group on Thursday's meeting. We can do that. I don't think we have missed anything. I hope I haven't gotten a blind spot here.

Greg Shatan: This is Greg. I guess I'll just raise my (pet) issue which is the trademarks and domain names issue. So I think we've - that seems to have kind of resolved itself in the initial - kind of in the initial stage but I think the next stage that was contemplated was to, you know, specify what would be needed in a new owner of the trademarks and the domain names.

I don't know if are going to - when we went to get to that. And there are certain good reasons not to do it right now. But on the other hand, it's something to keep an eye on since it's now been resolved, you know, pretty much that they will be owned by a new owner and not by ICANN.

But other than that minimum requirement, everything else is, at least arguably, up for grabs. And that, you know, we haven't focused on what the kind of the minimum - what the requirements or our requirements would be for such a new owner and whether we want to have Sidley deal with that actually or we want to approach that and when we went to approach that - our questions.

And I don't necessarily want that to be a distraction now if it doesn't need to be. But we had discussed going back to that relatively quickly the last time we touched on that. Thank you.

Jonathan Robinson: Thanks, Greg. That's an important point even if it is a pet point of yours.

Lise, did you want to add to that?

Lise Fuhr: Yes I would - while I agree that it's a very important point, I think it's a little premature to discuss it at this stage because I would like us to focus on the actual public comment periods and is lacking in our proposal where we are dealing with the actual response on the IPR which is going to be sent out very soon.

And furthermore, we have the SLE we're going to discuss at some point that are also outstanding issues. So I think, instead of looking at the actual implementation where I think what Greg is - what Greg is talking about is it belongs - we should focus on (these) and actually discuss this with the group at a later stage, not at the meeting on Thursday or not on this call either.

Thank you.

Jonathan Robinson: Okay. Thanks, Lise, but it is clear - just be clear for everyone's point, that as Greg says, we will need to deal with requirements and specifications for that third-party entity or that independent entity in the future. But it is currently (unintelligible), not immediate, but as part of the implementation work.

And as you said, it's - other matters to be dealt with right now. But it won't be forgotten, Greg. I assure you. So mindful of where we are in the time of this call and what we need to get sorted out, there are only - the other point that we wanted to just touch on, was the effectiveness or not.

And I'm not sure we can answer here, but in part, we make it some of the answer here about financial monitoring and financial (unintelligible) process monitoring, really, our management of the relationship.

Certainly from my point of view, this feels like a productive call. The bit that's missing is insight into the perspective costs and how we manage those fees and closing that loop. And in part, that's about us, as in the community part of the client committee, or the client committee having a clear relationship with ICANN on this.

But I know we have been asking Sidley for quotes and I'm not sure how comfortable or easy that is to work with. What we should then be doing in any event is taking the bills against those quotes or someone needs to be doing that.

And then really this is a loop we need to close at ICANN. But I think we felt it was useful just at least raising it and checking how effectively this is working at the moment are not and getting any comments from you to the client committee for the advisors as to how this is working.

And Greg, thanks for your patience in putting a pen in the IPR issue while we get the ICG process to the public comment and deal with the minimum work that we've done so far. Go ahead, Holly, and then (unintelligible).

Holly Gregory: So, you know, we really want you to feel like you're getting value and to that end, at the onset of this project provided a discount. And at that time, we did not talk about quoting and estimating for each project.

We can quote an estimate for each project but it takes us time and, invariably, the quotes will be off there because they're not hard quotes. They're really estimates.

They will be off because of things that we can't anticipate - how much back and forth happens with the people in the CWG wanting adjustments and whatnot, the kinds of questions that arise.

So this is a challenge for us. It really is. And we're happy to talk about it. I do think one of the things that you don't currently have access to is on bills. And we've agreed with CCWG to provide the co-chairs -- not the group -- but the co-chairs with access to our bills so they can see how we're spending time.

We don't want our bills to become public. We just don't think that that's going to be helpful for anybody. So with that as are sort of the, you know, statement at the outset, we're interested in any ideas that you have about how to make this feel like a value proposition.

We do think that this has been one of the more challenging kinds of projects to work on from a cost perspective because of the bottoms up multi-stakeholder nature.

And so things take three and four times longer than we expect in sort of the normal course. I'll give you an example, and if you were to ask us now for an estimate on drafting bylaws, that would be a very challenging thing for us to do because we have no idea what the communication and give-and-take will be, although I do expect that it will be much different than most instances.

When we're told (the goal) and we go in a dark cave and we draft bylaws and then the client reviews the comments (on them) - to understand that's not the process here and so it's very difficult to estimate. Sharon, do want to add to that at all or disagree with me?

Sharon Flanagan: No, Holly, I completely agree.

Jonathan Robinson: Holly, thanks. That's helpful. I think what we - I think the challenge we face collectively to some extent is - and the thing we need to avoid is what happened to us in Buenos Aires where, in effect, we had large sums of money being approved by the board and publicly making us look like we had spent a lot of money without proper control over that expenditure. And ironically that was...

((Crosstalk))

Jonathan Robinson: ...(sort of) unreasonable given that we had set up the client committee and then prudence in our management and specifically fought hard within the group to make sure that we had an efficient and effective channel to manage the relationship with Sidley, our advisors, in part thinking about effective management of costs.

So I think it's less about challenging the value and more making sure we avoid the sort of sticker shock (titration) and having an effective sort of circle of management that we anticipate the costs that are able to check against that anticipated cost.

I understand your point, Holly, on the bylaws thing and that's a very specific one. But again, even there, what might be useful is to give an indication of the first draft.

You can't determine the cost of the project because you can determine the number of iterations. But you might be able to say - and I think it would be helpful to us if you were to give guidance or estimates in that way.

I know you want to respond and I know Greg is in the queue, so since you were in the queue (and want to comment), but let me let - Holly also would like to say something. So I'll hold off now.

Greg Shatan: Holly, why don't you go ahead?

Holly Gregory: Yes, just a quick comment. One of the things that happened in Buenos Aires that we hadn't been aware of at the outset was that, because our first bill essentially collected about - a longer period of time on each side, we went over a threshold that required for approval which also made it all public.

And that was really unfortunate that we hadn't been told about that and we had started in at mid-month so we ended up with sort of almost a two-month run to the first bill.

But, you know, that all - so we're watching for that but we agree absolutely with you, Jonathan, and we can certainly provide an estimate on the bylaws side once we have a better sense, after the Friday call, of how people think it will work for our first draft.

Jonathan Robinson: Yes, and I'm coming to (you) right away, but to Holly, thank you. I think in a general sense, any indication you can give us of what our requests - either going to cost as a package on an ongoing basis and then we can check that against those, and at least be in be seen to be being responsible on the cost side.

Quite how we do that - whether it's the co-chairs or this group that see those bills, that's a separate point that we should come to in a minute. But, Greg, go ahead.

Greg Shatan: Thanks. Greg Shatan and I'll speak with kind of two different hats to some extent, you know, as a client in this regard but also as a lawyer who's only really been an outside counsel in 29 years of practice.

The first - but I have been taught and what I, in turn, teach those who work or me is that a bill, as they stand these days, not when we started practicing, Holly, when it said for services rendered, \$1.5 million, but now a bill is a - kind of a - it's a central part of communication to the client about what you're doing, why you're - in a sense, why you're - what you're doing, how you're doing it.

And that it's a functional part in that case of management of the outside firm by the client. So we've been actually, in my mind, deprived of an essential tool for managing, not just the financial aspect, but the - and overall window into how the work is being done for us.

And, you know, shame on me being kind of closer to that issue than many of us, for not being more insistent earlier, that we really should have that tool at our disposal.

Otherwise, we're kind of working in the dark or becomes like a black box out of which work emanates. And budgeting is useful to point but putting my outside counsel had on, even in normal circumstances, being asked for an estimate or a budget is often an exercise in kneeling mercury to the wall.

You know, if it's something that's fairly straightforward like, you know, preparing and filing the US trademark application and seeing it through to registration with no highly untoward issues.

That, I can give you a number for, but when we get to things like, you know, drafting and negotiating a - you know, a complex trademark license agreement, the best you can really tend to do is orders of magnitude.

Anything over that is either an exercise in risk shifting or in very rough predictions. You know, if you break things down into phases, then maybe you get a little bit more accuracy but not necessarily a lot because it's all, you know, trying to predict the future.

The budgeting exercise itself becomes time-consuming. So, you know, my view is it's important to get orders of magnitude, you know, as to say a \$10,000 or a \$100,000 request because there can be times when it's very easy to ask a question but to get the answer, you know, is - you know, then becomes some huge thing.

Like, you know, a 50 state survey on current practices in commercial contracting for software, you know, that could take six months and it took me, you know, ten seconds to say it.

So that's the kind of thing, you know, we - that's where budgeting or estimates can be useful, but trying to say whether something is going to be \$25,000 or \$35,000, you know, has really become an exercise - it's not terribly helpful.

Knowing whether something is \$25,000 or \$250,000 is more useful, much more useful. I think - and the last point is that we can't afford to get blindsided again as we were, you know, through a combination of circumstances in Buenos Aires.



We need to look like we're managing well, and that really includes having some appropriate subset the clients and that's not just ICANN. You know, reviewing the bills, close to see - make sure that there haven't been kind of misunderstandings but also just to see that essential communication to us by our lawyers as to, you know, how they're doing things, how they're working together, who's contributing?

And it also helps us to justify, not only ourselves is managers of the lawyers, but when something - when somebody says well, you know, how did this, you know, come out to be \$475,000, you know, we will have an insight into it because it required, you know, XYZ things to be done by certain people.

You know, we don't - there are people working on these things that, you know, don't show up on our calls, I assume. That's the way everybody works pretty much. You know, it's helpful to know why and how things are done and it helps in the overall dialogue.

And without it, we're kind of operating, you know, as I said, a bit in the dark and that really doesn't, you know, worked to our benefit. It doesn't make us either good - you know, the best managers we can be or have the best appearance of management that we can proffer. Thanks.

Jonathan Robinson: Thanks, Greg. Well, we've got five minutes to go so my sense is we understand each other. We've got, as you said, blindsided in Buenos Aires. We do need as far as is possible, without subjecting to Sidley to undue work to get in estimates or indications of cost when we seek to do a piece of work.

And I think you're right, it's that - the question is often simple. The answer may or may not be more time-consuming so I think that would be very helpful to get that from Sidley as far as possible and whenever possible.

And I think we need to decide, and it feels to me like it's this group - should have at least some sight of the bills so that we both instruct and monitor and we need to talk to ICANN about providing that to us and ensuring that the group understands that, notwithstanding the fact, that the work of this client committee is generally transparent, that that would be subject to not being transparent but part of our responsible managing of the relationship. So that feels to me like the right way to do it. Holly.

Holly Gregory: So that sounds fine with us and we have no objection to sharing - to having ICANN share the bills with you on the condition, of course, that you will hold them confidential.

Jonathan Robinson: Understood, Holly, and that was taken as implicit but I'm glad you made it explicit. And so - and that's clearly on record within this meeting. So let's talk with ICANN.

So we need an action on this group to talk with ICANN about doing that and also to communicate that same point to the CWG itself. I think that's a useful discussion.

And mindful of the time, especially some of us have got an extra meeting to go to immediately after this, and I to mention (house building), let's go on then to - I think there's a suggestion implicit in item five, and that is that actually we need to, on an ad hoc basis, rather than on a regular basis.

It may be that the most pragmatic is to keep the call scheduled every two weeks and simply cancel it when unnecessary. That's what I would propose to, have it is a two weekly regular call with cancellations within 48 hours, if possible, let's not required. Any objections?

Yes, Sharon requested that it's 30 minutes earlier. I don't - it's no problem with me. I could have any full hour earlier if that was helpful. Anyone object to an hour earlier or 30 minutes earlier?

Let's do the full hour earlier every two weeks but subject to cancellation when it's not required. So we put a placeholder and an hour earlier and current - okay, Holly, I'm thinking that's an old hand so just instruct me if it's not.

And any other business? Good. Thanks everyone. We're one minute for the top of the hour. I think that was a productive meeting. We've got a list of actions and outcomes there.

I'll review those after the meeting to just make sure they're on line - they're in line with what we were thinking, so that's good. It feels like we're clear and (unintelligible) meeting to have. So from my point of view, thanks.

Woman: Thank you. Bye.

Woman: Bye all.

END