

**ICANN**

**Moderator: Brenda Brewer  
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4:15 pm CT**

Woman: The recordings have started.

Jordan Carter: Thanks. Good morning, good afternoon, good evening everyone. My name's Jordan Carter as Donna said, just a member of the CCWGs for work party 1 and this is our meeting on the 27 of July, 2015. Just got a small agenda today, 12 substantive items to work through.

And the only thing I wanted to say at the start is because we've got that number and we've got two hours to get through it, I'd really appreciate it if people could - if possible keep their interventions short, concise, and only raise things that really need to be raised.

There are quite a few things that do need to be raised so if there's something you think is a marginal improvement or a text suggestion or something please don't do that on this call, please fire an email through to the list just so we can have a prospect of getting through all of the items on our agenda.

I've tried to structure these with a couple of quick items first and then three or four that I think are going to take more discussion. And then at the end a few

documents that have just come back from the lawyers in the last couple of hours to look at their comments.

I think through probably what is an administrative error on my part the lawyers aren't actually on the call today. But I don't think we'll need them to explain their comments. I think their comments are quite well done. So for the first six or seven items we will discuss those and try and come to an agreement on how to proceed.

And for the items that are about the lawyers comments that start in our agenda at Number 8 we'll just be looking at the comments that legal has come back with.

So the first item in this agenda review, does anyone see anything on this list that is missing that we need to deal with today? Recalling that we've got one more call in the few hours that lead up to the freeze for the doc. If you do think of something that's missing and we - you remember it during the call we can deal with that in the last - any other business item.

And Greg, your hand is up.

Greg Shatan: Just briefly, I'm not sure if we want to deal with this in one of the enumerated sections or elsewhere but the relationships between the community assembly and the community mechanism if anything is something I think we need to explore looking at them each discretely I think we've not spent too much time on the overlap. Thanks.

Jordan Carter: I think that we should deal with that in Number 5 about the community assembly and I don't think there is an overlap so we can (unintelligible) that out there. And so that - let's make sure we do that, Greg, thanks.

Do you have another point or was that your expired hand? Thanks. Okay, let's move on to Item 2 then on the agenda, ASU reviews in the bylaws. You'll recall at - that there was a discussion at document transparency of (unintelligible) and some others did some drafting for the part of the bylaws that would deal with that issue.

And that seems to be okay on email so what I'm hoping we can get is a quick yea or nay here. And I'd just like to turn the call over to Steve to discuss that. Steve, the doc's in the window, the floor is yours.

Steve DelBianco: Thanks, Jordan. As you predicted this should be quick. On last week's call we identified that fact that we didn't have any explanation for how to handle the nondisclosure problem.

So you have scroll control and each of you ought to be able to go down to the section on Page 3. And it's the yellow text on Page 3, you'll want to make it a little bit larger if you haven't read this already in the email we circulated.

This was trying to confront a problem that we had recognized which is that - how do we handle this if ICANN says we're going to redact or withhold information that's sought by a review team?

Second, when ICANN does turn over that information or information that it considers to be confidential or proprietary or sensitive, how will the determining - the rules under which the review team must not disclose that in its report, in its recommendation, or otherwise?

So Alan Greenberg, Greg Shatan, (James Cannon), Jordan helped me and we drafted some text and what you're seeing in front of you is the yellow text that

we drafted. And then our legal team over the weekend was able to make - well, they added only one sentence to this so gratified to see that.

The sentence they added - it's not showing here because the presenter was unable to bring it in in time, I'll be able to read that to you when we get down to that part of it.

So Jordan, do you wish a paragraph-by-paragraph walkthrough or have me quickly tell you the line that the lawyers added?

Jordan Carter: If you - if there's a line that the lawyers added why don't you just quickly - is it an add to that confidential disclosure thing?

Steve DelBianco: Exactly, yes, that's the only thing we're talking about here.

Jordan Carter: Yes, okay. So we've seen the yellow text and (Kimberly)'s loading the doc that's got the lawyer's addition.

Steve DelBianco: Okay, that's - yes, it's only one sentence where they say that the confidential disclosure framework here shall also describe the provision of any non-disclosure agreement that members of review teams may be asked to sign.

And this is about disclosing to people that before I joined - say, let's say I want to join the new gTLD program review team and we're going to be having access to confidential document about some of the pricing.

Well, I should know ahead of time before I join the review team - I should know whether I have to sign something and that would give me an opportunity to say maybe I'd rather not look at the document.

I'll join the review team and not look at the document, which makes me a little less useful to the review team or I might say I'm comfortable signing this disclosure so put me on the review team. And I think that's a sensible addition from the attorneys and I appreciate that.

So it looks like we have a new document loaded and you can still proceed to Page 3 and I think you'll see their addition.

Jordan Carter: It's not highlighted. Yes, but it's the second to last paragraph on Page 3.

Steve DelBianco: Yes, exactly. Yes. And the lawyer's document you'll see that line with purple underline so it's the same text. So Jordan, that's the walk through. I'm so grateful to those four of you that helped me with that. And I think we've got something we can run with. Are there any questions?

Jordan Carter: Thanks, Steve. And are there any questions? To me this is - while a bit long it does the job fine and I think it's good to go. And with that I think my personal view is that this document can be closed and sent up to this drafting and experiment that we've talked about.

But others may not share exactly that view so are there any comments on the text? Any questions to ask Steve? There don't have to be by the way. It is allowed for it to be okay.

Steve DelBianco: Yes, this is great. Thanks everyone for your help. Back to you, Jordan.

Jordan Carter: Thanks, Steve. And thanks everyone. That is a good piece of work. So I think what happens now with this is we're - this is kind of a final read if you like from us and the ccWG may need to kind of rubberstamp it or not but

otherwise it's pretty much ready for the drafting exercise that we've talked about before.

So thank you, Steve and all, and let us move on to our next agenda item, which is the introductory text to the community power that I circulated over the weekend. This is Item 3 on our agenda.

And I - my memory is just failing me and my document management's failing me. Could someone remind me whether the lawyers have had a cut at this yet? Does anyone know the answer to this question? Because I've managed to lose the - the lawyer's reply.

Okay, so there are no helpful - so we'll just look through this text. From what I could tell this text was pretty uncontroversial. Surely the introductory part should be because it just lists the powers and not - the fundamental bylaws that are going to be dealt with another part.

And then it seemed to me that we could save a little bit of space in our power papers and get a real heads up understanding among people about the use of the powers by putting the petition discussion and decision steps as an explanation right at the front so that's why I added that second section.

And the important thing to consider there - we've talked about these (unintelligible) a number of times about the testing day window. And this is - yes, so I think - if there any issues that remain with those timeframes and we should know that now and remembering that the petition's going to start when an ICANN decision is announced that might be subject.

So if not (unintelligible) makes a decision that we don't know about but - (Johnny), that looks like you. Could you please mute your line?

Yes, everyone should be on mute unless they're actually speaking, thanks. So aside from -I think this is all uncontroversial and I think that is as well. So are there any comments on this one? And if there aren't comments from lawyers on here they might be in the second set of documents.

They've only just sent back in the last 20 minutes which I've just - and this text Section 5B of the report and then following it will be the four detailed sections on the community power.

Avri, hi, welcome to the call. Sorry that you're late. We're on Item 5 in the - no, we're not, we're on Item 3 in the agenda, just the intro text, the community power section. Kavouss, your hand is up?

Kavouss Arasteh: ...point, I have seen on several documents that we have some different word for bylaw.

A standard bylaw in my view is, okay, we are using the regular bylaw or bylaw and could be some note to some people to make it throughout the document a single term, not different bylaws that you did is very good but not regular bylaw, not traditional bylaws are so many times. So if you could maybe make (unintelligible) confused if possible.

Jordan Carter: Thanks, that's a good jousting point, Kavouss. Make sure that the staff take it onboard as they do the proof reading of the bylaws of the document, that reference is standard throughout. Thanks.

Okay, if there are no other comments on this draft - extended text, I was hoping it would be uncontroversial so let's - let us move on to the next item if that's okay, which Item 4 on the fundamental bylaws.

There was an explanation missing in this and so the document that's been presented to - here is the one that's come back from the lawyers but this is not the document that we need, I'm sorry staff.

We need the one that was circulated with my original email for this meeting because it's got some material that Steve prepped for us that explains - if you can give us scroll control, that explains after the list of proposed bylaws and it's set out - for discussion about the head office location.

And so Steve, I'd like you to briefly if you could just take the floor again and note this insert. So with the document that's in front of you on the screen, people, if you scroll down to Page 3 of this document, just after the list at the top is up to Item 6.

And then there's a big insert line so that's the text that we're talking about now. So Steve, could you just give us a quick intro to this?

Steve DelBianco: Sure, Jordan. This is Steve DelBianco. Now the lawyers' version did not include this particular section that I inserted. So they haven't commented on this and therefore it's preliminary, okay everyone. I made one of the points on last week's call, on work party 1, that the rationale in here, right in this section, was pretty lame.

It basically said we don't really anticipate ICANN moving its headquarters so I don't think we need to make this fundamental. And I don't think that captures at all the reasoning.

The reason I say that is that under the AOC and the bylaws we had already documented how the articles incorporation and the existing bylaws satisfied



8B of the affirmation of commitments and we use that rationale to explain why 8B didn't need to be brought into the bylaws, it was already there.

Then you separately go to the analysis of whether Article 18 in the bylaws needed to become fundamental or not. So this explanation that you see in front of you, the bottom of Page 3, copied from the analysis that we did - well, three months ago at the first draft when we showed why 8B didn't need to be brought in.

First, you scroll down to the bottom of Page 3 but I indicate that the key to remember is that if it's a regular bylaw it takes a three-quarter vote to block the change but the fundamental bylaw takes a three-quarter vote to approve the change.

But any change in ICANN's location also requires the change to the article of corporation, not the bylaws but the articles of incorporation, which we scarcely have ever talked about in the ccWG.

But in the actual articles of incorporation the statement that ICANN is a nonprofit public benefit corporation and is organized - not organized for the private gain of any person, it is organized under the California nonprofit public benefit corporation law for charitable public service.

So it's a significant change in that would require two-thirds membership approval and two-thirds of the board approval. And that's Article 9 of the current articles of incorporation. In other words, those thresholds are buried in the current articles. And I'm unaware of any discussion we've had in the ccWG of changing any word in the articles of incorporation.

So I indicate in here three reasons for the ccWG to conclude that Article 18 also needs to be fundamental. The first reason is that the public comment was evenly split. We had four people wanting it to be - Article 18 to be fundamental and four who did not. I note the government - three governments were among those expressing strong opposition.

The second reason is that the two-thirds vote to change anything in the article, existing under ICANN, there's no change that we're making.

And the third is that a sole member could block any proposed change. Now the reason I have put this to the lawyers is that on that articles of incorporation where two-thirds of the membership must approve a change, I wonder whether that is two-thirds of the vote of the community mechanism of sole member.

And I just want them to verify that because in the articles of incorporation it says that it takes a two-thirds vote of the board and two-thirds vote of members if ICANN has members. So it's one of those instances in ICANN's foundational documents where ICANN anticipated that it might be a member organization and so - and I think that applies to us there.

So happy to take a queue on this. It's a longer explanation than those two sentences that were in there last week but it's much more similar to what we had in our May 3 draft under Section 8B of the affirmation of commitment. Back to you, Jordan.

Jordan Carter: And that's Steve for that. And let's have any kind of questions or comments here. Kavouss I see that your hand is up. Are you wanting to...

Kavouss Arasteh: Yes, my hand is up. You excuse me for the previous section but noted down and maybe you come back - you always refer to ICANN bylaw whether the issues as you have discussed, ICANN bylaw is a general ICANN bylaw plus the IANA budget - sorry, ICANN budget is a general ICANN budget plus IANA budget whether you have referred to that or not, that is something that should be clear.

Just the previous meeting, just take a note and come back and if possible for (unintelligible). But now coming to that, I sent you a message regarding the (unintelligible) on when we say two-thirds of the community voting, which one? Those who (unintelligible) participate?

So what is the issue of the quorum exists when we make a decision? If there is no quorum the decision is not valid? Did you mention somewhere any of this action you need this minimum majority - simple majority, 50% plus one of those who has the right to vote, they participate in the vote in order that threshold of those participants reach or does not reach a level.

This is something we have missed. I explain it, perhaps I was not clear. Maybe you have take it, maybe you have not take it. Thank you.

Jordan Carter: Yes, I think Kavouss - it's an important point and I want to come back to that and any other business at the end. There is one outstanding piece of work that does need to be done, which is the describing of the quorum and how votes are counted. And I know that some of the staff has been doing some work and I'm hoping to ask Alan to work with them to flesh that out. So let's put it on the agenda as Item 14.

Kavouss Arasteh: But ICANN budget - please refer to the two budgets, the overall budget including the IANA budget not to have any mistake.

Jordan Carter: Yes, we'll do that in the summary paper, I've got a note down for that.

Kavouss Arasteh: Thank you.

Steve DelBianco: Jordan, it's Steve. I pasted it into the chat, Article 9 which is the last article of ICANN's very, very brief articles of incorporation so please don't put anything in the chat right now team just until I walk through this.

And this is in response to (unintelligible) about quorum, it's funny that the articles of incorporation say that when the corporation has members any such amendment must be ratified by two-thirds majority of the members voting on a proposed amendment. So it looks like the articles didn't have anything like quorum in it at all.

In other words, there's no requirements for quorum and there's simply just two-thirds of the members who vote. And I'm asking our lawyers to clarify that what happens when you have one member - what if two-thirds of one member I supposed it's the two-thirds of the weighted voting who vote in the mechanism, okay?

Jordan Carter: I don't think so, Steve. I think - because there's only one member they'll either vote for the change or against. And the decision making within that member is a matter for that member to decide.

So I think there's - that's pretty straightforward but we'll see what the lawyers say rather than discussing what we think the lawyers will say.

So - and thanks, for those points. Are there any other points on this text? To me it's a clear explanation of the point and while it takes a bit of space it's worth being very clear about this.

Steve DelBianco: Jordan, it's Steve. If we were to publish this report as is I would strongly recommend inserting - right at the end of the section, that we would note that for commenters that wanted it to be a fundamental bylaw or make some note to the fact that there's dissent on this.

It's not necessarily rising to the level of an objection to the ccWG proposal. It may not even be an objection to the section. If we could note - and I could even tell you, you know, who the public commenters were who thought this should be fundamental. I leave that to the group to decide and maybe we can cover it on tomorrow's call.

Jordan Carter: I think that you've noted that and the first of those inset paragraphs right at the end of Page 3. It's noted the public comments were split so I don't know if we need to draw attention to that again. But if you've got a different view let's see let's see some text on the list between now and tomorrow's call and just discuss that - there if we could.

Thank you for that work, Steve. Staff, can we just turn briefly back to the lawyer diversion of this paper? Because it includes a couple of questions for us to just think about and let's not get into the red changes because that's not what we need to worry about now.

And if you just look at the pink comment bubbles on this, the first one is just an editing change and doesn't mean - the question is whether we need to discuss any of these comment bubbles.

And - so the one that seems material to me on a quick scan is the comment Number 2 where there's a note that the community mechanism with sole member will have the authority to amend bylaws without the board's approval.

And I think we need to follow the lawyer's suggestion there, which would be about imposing a very high threshold for unanimous initiation of any bylaw changes. And that's because we haven't really discussed in ccWG giving the membership body the power to propose bylaw changes at this point.

We've left that largely in the hands of the board and so we shouldn't accidentally or without discussion create a power to do so in a way that is kind of unexpected.

The other comment that I would just draw your attention to is Comment 4, not because of what it says in terms of the IRP rules being high level but because there's a missing - there's a missing number. There's a missing thing that we need to make fundamental, which is the community mechanism of sole member.

It's a small but not insignificant oversight so we do need to add that mechanism to this paper to this list of fundamental bylaws.

And I think - in my view we don't need to deal with any of the other comments on there. So are there any other comments to make here. Kavouss, I see that your hand is up?

Kavouss Arasteh: Yes, my hand is up. Maybe you covered the question but I thought - still thinking that the community could initiate (unintelligible). Is it there somewhere? It's not ICANN (unintelligible), modify and community

command is (unintelligible) community initiate multiplication of bylaw and that is (unintelligible).

It is - the issue does not - you just discussed or is it - in the morning just to be (unintelligible), totally a very - have you addressed that?

Jordan Carter: Well, what I said is that the lawyers have pointed out that the law gives the right to the member to initiate bylaw changes.

Kavouss Arasteh: Yes.

Jordan Carter: But we have not - in our proposal we've talked about the board proposing bylaw changes or the community suggesting them and then the board doing an assessment of that process. We've never discussed directly the community being able to propose bylaw changes itself.

And because we can't take away that right in the law the way that the lawyers have suggested dealing with that is to impose a very high threshold for the community mechanism of single member to do it. So that effectively it never was.

And my suggestion is that if we want to change that because that's inline with the status quo, if we want to introduce the ability for the community to initiate bylaw changes without discussion of the board, that's something that we should consider as part of Workstream 2. It's not something we should try and initiate in this part of the process. That's from my head.

Kavouss Arasteh: I was wondering if that possibility exists, whether you do Version 1 or (unintelligible). I know there is no time to do that but I think it is very important as to - to how many people have (unintelligible), all of them, they

are disbelieved that the (unintelligible) issues also have the possibility to initiate modifications to the bylaw, whether (unintelligible) to okay, just make a flag and do it at that time.

Jordan Carter: Yes, great, thank you, Kavouss. Mathieu, your hand is up?

Mathieu Weill: Thank you, Jordan. I concur with you that we should defer this as much as possible. However, I think by just changing the bylaws into a sole member structure and without a further Workstream 1 my understanding is that unless we specify limits the sole member will have the ability to initiate bylaws changes because that's part of the legal way of member organization.

And I have two things. First is I understand the board will still have to vote even if it's initiated by the community. So it's not setting the board aside. And secondly I think - so I think our safest approach would be to aim at highest level of consensus, like full consensus of the AC or (unintelligible) mechanism in Canada in order to - while we further refine how we could work.

But I think we have to do something and say something in work stream one, otherwise just by legal considerations the system inherent has the ability for members to - for a sole member to initiate change. I'm not sure I'm making myself clear. I'm not a (unintelligible).

Jordan Carter: I think you are making yourself clear, Mathieu. And two points. First of all, the lawyers say quite clearly that there would be statutes to remember the bylaws under the California law without board approval. So that's in comment to - on the paper that's in front of us now.



There's a more important point -- and I can't remember who raised this, it might have been Kavouss, it might have been someone else -- which is that under the legislation the member as a legal member has a range of statutory rights. The right to amend the bylaws is just one of them. And somewhere in our public comment report we have to have a section that says at a high level how the members -- the community members -- fall - the community mechanisms fall member. How it can exercise all of those powers.

And so my suggestion is that rather than dealing with it in each of these as it comes up we have a general section in the - a general mention in the part of the report that introduces the community mechanism as a sole member that says that all of the other statutory rights and powers can only be exercised by consensus of the voting members in the community mechanism. Or something similar to that. And if we wanted to unpick that and provide different specials or different understandings for each of the statutory powers, we should make that a work stream two item as well, because we do not have time to disentangle it and - between now and about 36 hours from now.

So thanks for saying that sounds sensible in the chat. Steve, your hand is up.

Steve DelBianco: Thank you Jordan. I was going to ask you if there are other surprise pink bubbles about other statutory powers that accrue to the member. And you say that there are several others and we probably have heard them from the lawyers before, so I'll look forward to that suggestion. And I agree that that section -- sorry, that list -- should be articulated wherever we describe in the bylaws, describe in our report the community mechanism as sole member.

But turning to this section, if this pink bubble number two is the only aspect of bylaws changes that has a statutory implication -- I put this in the chat as well -- I don't necessarily think it's a bad idea to let a three quarters of the sole

member propose a bylaws change that doesn't require board approval. Without getting into that debate, you're view -- I think -- is that there's too little time to sort that out before we publish later this week. Is that right?

Jordan Carter: That is a hundred thousand million percent my view.

Steve DelBianco: Alright, so I would suggest that right where this pink bubble is let's put this in the bylaws section under fundamental bylaws, note that it's a statutory power, and that we are soliciting public comments on whether to - where to set the threshold, whether it be three quarters or higher. And that way we alert our audience about the potential and give them an opportunity to comment on it because then we'll have eight weeks to work all this out. And that way we'll get the benefit of public comment on it as opposed to hiding the ball until we figure it out. Thank you.

Jordan Carter: And - okay. There's a suggestion which I just need to digest and I suggest actually, Steve, that we put that as a return item to discuss at our next call WP1 just to finally confirm whether we include that reference or not. Because it seems like on the one hand either we're going to defer the consideration of that or we're not. But getting public feedback on it is something I would like us to think a little bit more about. So can we agree that that's on the agenda for the call on the 28th to finally concern...?

Steve DelBianco: That's fine by me.

Jordan Carter: And otherwise can we move on to our next agenda item? Because I know this -- unfortunately -- that we're already lagging under schedule. We need to make this call work. So thank you everyone for that. I'd like us to move on to the next agenda item, which is the text on the ICANN community assembly. And that text is now in front of us with a set of three different comments on it

from Keith Drasek, (Alan Greenberg), and myself responding to others. And this is the text that got - came out after our last call, so there's been a bit of an e-mail discussion about it and there has not been a discussion about it on our call.

And as you can see you have read from the comments some of the -- if I could just summarize the discussion as I've seen it so far -- there's a bit of discussion about the title, there's been a couple of suggestions that we should gather as ICANN Community Forums with the reason that the ICA is already an acronym in use and as ICA is the first three letters of ICANN, it is (unintelligible) confusing to use the same there. There's been a bit of confusion or inter-linkage between the idea of this assembly of forum and the public accountability forum.

So I'd just like to clear that up. The drafting needs to be improved on that. The public accountability forum proposed by the advisors was a discussion between board SOs and ACs as a community. And so in an open round table to be held once a year to help all parts of the ICANN system hold each other accountable. And so the only - it's not a body, it's an event. It's a meeting. And my only reason for including it here was to just say that it would be a meeting of the - a similar assembly of people. So rather than -- quote -- creating two things -- unquote -- we could integrate it here. The language didn't quite do that well, but there have already been suggestions about how to improve that.

The other point is a question that (Greg) raised at the start of this call about the interaction between this and the community mechanism is sole member. I'd like just to explain what my thinking is on that. A community mechanism as sole member voting happens by each SO and AC or sub-faction deciding what its vote is and notifying its vote to whatever the returning officer for this process is going to be. There is no group, there is no gathering, there is no

discussion. So the only group that's involved in the model is this group. The only assembly is this assembly. The only gathering of people to discuss the use of these powers before they're exercised by the SOs and ACs is this grouping.

And so far -- unless somebody tells me otherwise -- this is the only new grouping -- quote, unquote -- that we've proposed creating, which is following our kind of doctrine as conservatives (unintelligible) that. So the roles that I set out would be where the discussion about the community powers happens before they're exercised and it could be the vehicle for the public and the (unintelligible) discussion at the round table.

And I don't think that any of the rest of the points here are fundamental, so they're improvements of the drafting and so on. So I'd like to ask for a (unintelligible) list on this tech and Alan Greenberg is first and Kavouss is next. So Alan, please go ahead.

Alan Greenberg: Thank you very much. And a number of points. First of all on the name, which I think is the least important of the issues. I did like the name ICANN Community Assembly. The fact that it's the first three letters of ICANN and is an acronym already used in our community probably pushes us away from it. I really wanted to avoid words like forum, which is a term already well used in our vernacular to mean something very different. And this is the same with organization - supporting organization or committee. So I - you know, the name I think is least important, although we are going to have to find something.

In addition to the text, (Bernie) has also proposed or made a comment that he doesn't think it's needed at all. I responded with a statement that evolved as I was writing it -- to be quite honest -- to say I think we did - we need this

desperately. It's interesting; we are creating a new part of the ICANN governance model. We're saying the community is part of ICANN governance. And yet we have no vehicle with which to - vehicle -- and that's used in a very general sense -- with which the community can discuss things. And I think this is absolutely crucial. It highlights the fact that we -- other than something convened by the CEO as the CEO's whim -- we have no vehicle at all for groups working together or even talking to each other or even knowing what each others look like.

So I think there is a need for something like this. Maybe it's more than just the group that discusses invoking powers, maybe it isn't. I'm not sure why this needs to be part of work stream one. Clearly we need some vehicle to act as a prelude and a postlude of petitioning, but we may need something more. There's a lot of different ideas on the table. I see no reason that we have to determine this at this point.

If -- heaven help us -- we have to invoke any of these privileges in the next eight months or, you know, the first six to eight months after the bylaws are written, something will coalesce to allow us to discuss. But I think this is a really important idea we've gotten onto and perhaps gotten onto it from the back door. And I think we should defer the discussion of this until we have time to do it properly. Thank you.

Jordan Carter: Thanks, Alan. And Kavouss, your hand is up.

Kavouss Arasteh: Yes, I agree with Alan. If the reason need to have one single entity prelude and postlude of the community petition, so far so good. Let's mention that description and implications or the application would be (unintelligible) provided that we do not have any other name or entity like forum until (unintelligible) because people will think that.

I have sent this to some other colleagues in my own organization and they raised the question that (unintelligible) uses and that you use that is the use of forum, the use of assembly - which one are which. No problem if you eliminate one and retain one and mention in that community what is the purpose of that. It is for some sort of discussion arrangement before and after any petition and so on, so forth. So that is it. But please kindly eliminate any other similar naming or similar entity to avoid the confusion and at this last moment we start to minimize the changes because we have no time.

Jordan Carter: Thanks Kavouss. And Steve, your hand is up.

Steve DelBianco: It'll be very quick, Jordan. I have always appreciated for the last six months you mentioning the idea that before the community would exercise the vote it would exercise our conversation and try to understand each other, figure out whether there really is support for an item and -- in many cases -- find another way to solve the problem. And I appreciate that. I do think, though, that if there's confusion about another event and the structure -- if there's confusion - - I realize the (unintelligible) two pages, so I don't feel there's any confusion at all.

But if evidence shows that this is confusing people we can -- in work stream one -- we can rely upon proven methods of cross community working groups where we get on the phone just as we're doing right now -- and this would be the leaders of each AC and SO that's participating with community powers -- and get on the phone, discuss what we are considering to do in a particular vote or whether to bring an IRP or whether to launch a bylaws change and then we would also have e-mail discussions.

So we have a crude but proven way of having a forum. But it's not a regular event yet and we don't have a structure called the assembly that would institutionalize it. So it's possible that the forum event and the structure could go to work stream two, as long as we made sure we had the voting power and an old fall-back method of talking before we actually hit the send button on what our voting was. Thank you.

Jordan Carter: Thanks Steve. And Greg, your hand is up.

Greg Shatan: Hi, Greg Shatan for the record. I actually have some support and sympathy for (Steve's) suggestion just now. And I think that it will allow us to try to work out any ways in which the CCWG model needs to be changed in order to turn it into community assembly. And I think there are some hurdles that are still very much problematic ones in designing this community assembly.

As I've noted on the e-mail list, I think that the population, though, that Steve cited for this group -- which would be the leader of each AC and SO -- is not the CCWG model. So I guess I just want to clarify which we're talking about - the leaders of the AC and SO would only be about four, five, six people, depending upon who's participating. So obviously the CCWG model has a seating chart and it also has the concept of participants who participate on equal footing until the fairly rare time comes for a vote or a formal consensus call, which if this is not a decisionary body that would never even happen.

So, you know, this model would seem to work reasonably well. It's working now. Nobody is feeling excluded. Everyone gets to participate if they can - if they have the stomach for it. And even the more elaborate models we're working on aren't necessarily providing better opportunities for discourse. Thanks.

Jordan Carter: Thanks Greg. Sorry, I was on mute. Mathieu, your hand is up.

Mathieu Weill: Thank you, Jordan. Mathieu speaking. I think we need to ensure we don't get too tangled into the weeds of implementation here. Our focus on work stream one is on the principles for this community discussion that has to take place. And I think the paper is actually -- that you are providing (Dominic) or maybe with underwriting it -- is quite a good description of the high level principle for that discussion place or forum or assembly. And the details we're working - we're discussing right now about how to implement it are - should be left to implementation further down the road.

And with the heavy agenda we have I would encourage that we stick to this set of principles and even the naming of the organization or public - or forum or anything can be left out for a further implementation after that. And that's - but we need to provide some detail on the key principles. And I agree with everything that the document for that. Thank you.

Jordan Carter: Thanks Mathieu. That's a suggestion that we have had as a description of the need for dialogue on a cross-community basis that happens before and after - before and (unintelligible) exercised and that involves the mutual accountability or public accountability forum and that we flat out the details later. And Alan and Kavouss you've already spoken, so can I ask you to be very quick with any interventions you want to make now.

Alan Greenberg: My intervention is very quick. I support what Mathieu has just said. I think the document we have now can be reduced significantly and outline what it is we're trying to say without any of the specifics and I'd be glad to work on that if you'd like me to. Thank you.

Jordan Carter: Thanks Alan. Kavouss?



Kavouss Arasteh: Yes, very briefly as long as they mention the need of such a group and then how to establish and how - when to do the actions and what work stream would see that is okay. But there is a need to really mention that. Thank you.

Jordan Carter: Thanks Kavouss. Look, I think - so I'm perfectly happy with that. And I was just going to (unintelligible) this paper, so this can just go into the history as some initial thinking on the details. Is anyone violently opposed to the idea of replacing the page and a half with a couple of paragraphs that just says that we need this forum and that the implementation details will be worked out as part of the implementation process?

If anyone's violently opposed to that, please let us know in the e-mail list or now ASAP and let's move on to the next agenda item because it is 50 minutes into the call and we're just starting item number six, which is the community power in the budget - the business plan, operating plan. And thank you for that discussion, everyone, by the way. And what's happening with this power - this paper - this paper has - I haven't seen the lawyer response yet, though I'm sure it has come back.

What I tried to do with this version of this paper was to just tighten it up and to avoid repetition. And to consolidate on a couple of key design points, which is that the - it is - there are two budgets if you like that are subject to be (unintelligible) the ICANN budget and the IANA one, because the CWG people are going to be very concerned that these are applying to the ICANN budget generally and nothing affects the IANA budget. So we have to take it out.

Yes, Mathieu makes an important point. The lawyers haven't seen this paper yet. That there is the two detail limits that we've discussed. That if the detail is

in place at the start of a financial year, the caretaker budget at the same level of the previous year's budget apply. And that the petitioning and so on is the same as in the summary. So it's 15 days, 15 days, 15 days. And then if the second veto applies and -- in paragraph 13 on page two of this paper -- ICANN will operate on the previous year's budget for the new fiscal year.

And so that's the piece that people are talking about. There was - has been lots of suggestions in discussion, but this is the only option that's kind of floated up as the way to crystallize that. And so I just think - I just honestly think that we have to get to a close on this. And so this is my best effort at that. So I'd ask -- and I'm sure I've missed some points that people have raised and that you've asked because you're all aware as well there's e-mails coming on. So can we have a speaking list on this one? And Alan, your hand is up.

Alan Greenberg: Thank you very much. Many, many moons ago I suggested something about a line item budget and we said we'd talk about it later in work stream two or something. And I haven't thought much more about it. Today Jonathan Zuck made a comment in response to (George's) piece that I thought -- he didn't use that term -- but I think it bring - brought the focus back saying this budget veto is not necessarily a practical tool -- I think is the word he expressed -- but empowers the community to perhaps get better, more refined tools in work stream two, which might see something like a line item veto or a more targeted budget adjustment mechanism.

And I think that's inspired. Because we all agree there are problems with this as a real operational tool. I think we need a reference to what might come in work stream two as a follow on to it, which I think will remove a fair amount of the objection that people might have to the details we have here. Thank you.

Jordan Carter: Thanks Alan. Jonathan, your hand is up.

Jonathan Zuck: Thanks Jordan. I guess since I offered that I'll clarify. I mean, I don't know whether or not a line item veto is the way to go. I think what Jordan was suggesting and what we do spend quite a bit of time in the document discussing is the notion of improving the (unintelligible) AN and having better cooperation and involvement in the community in the creation of the budget (unintelligible) in the first place. And I think there's pretty much general agreement that that's -- quote, unquote -- operational answers to the problems that we see and to the problems that Jordan raised in his post.

But that this effort was about empowering the community and creating an environment that would be more conducive to those reforms taking place. So that was the point I was trying to make. And I think it's smart to think of this power that way and not as something that we're going to use all the time in an operational way. It actually creates an environment in which more meaningful change to the development process can occur under work stream two.

Jordan Carter: Thanks Jonathan. I put myself on the speaking list because I think the point you've just made is a good one. I think the point that (George) made is a good one. And I think just looking at this again the paragraph in this version that does assert that improvement is paragraph four at the bottom on page one. And that paragraph needs to get back in the reference to saying that this is on the table for work stream two to improve. That was there before. I think I deleted it by accident more or less. So if staff could note that as an action point to add in a reference to work stream two - a direct reference in paragraph four, that would be helpful.

Overall, you know, the idea of going down a line item and vetoing it now is definitely not the right thing. It's something that could be discussed in the

work stream two. So, you know, we've got - we've had a few comments here and we've got a text in front of us suggesting adding - and again, that director of (unintelligible) to WS2. And Jonathan, is that a new hand up from you or an old hand?

Jonathan Zuck: Old, sorry.

Jordan Carter: Thanks. Mathieu your hand is up.

Mathieu Weill: Yeah, it's a quick suggestion to add a reference in - when we discuss IANA budget to the type of detail that was provided by the CWG stewardship about what they consider within the IANA budget or outside. And so I would suggest that when we discuss the IANA budget protection we must reference to the CWG stewardship -- I think its NXP or something like that -- where there's a clear description to avoid any misunderstanding about what we mean by what is in the IANA budget or not in the IANA budget.

Jordan Carter: Thanks Mathieu. Let's add that as a footnote and - at the first reference to the IANA budget in paragraph three. So just to reference that. I don't think we should try and define in this veto power what ICANN needs to present in terms of a cross reference is helpful. I'll take Kavouss and then hopefully we can close the speaking list. Kavouss, your hand is up.

Kavouss Arasteh: I don't have a specific point. What I want to say that now we are closed, wind up everything. There is an - for each of these features we have added few words or few things. But I don't know whether we had the time to make a thorough review of each section to see whether there is any foreign inconsistency. It is possible that we have that choice of review by one or two or three people to make from one section to another section count as (unintelligible) accountability draft -- so on, so forth -- in section. Power or

rejection of budget and so on so forth. (Unintelligible) there is any consistency with other sections.

Jordan Carter: Yes, I think that's a task that the co-chairs, the (unintelligible) and the staff will take responsibility for in the assembly is the final document. So I think we can rely on any major problems being fleshed out. And if there's major problems that need discussion among the group there will be a quick e-mail, you know, (unintelligible).

So thanks Kavouss. Right, okay. Thank you everyone. I think we're nearly there with this one and so the two changes that were mentioned are to make sure we mention work stream two in paragraph four, say that reference to the IANA budget in paragraph three.

And I would like us to move on to the next and also that we need to get a legal review of this paper. I'd like us to move on to the next item which is the community model voting rights in the community mechanism.

Now - and I can't remember whether there's a legal comment draft here or not but the paper that we've got in front of you is the basic guts of it.

There's been a lot of discussion on this. Some people have raised the votes that particular groups have.

There's one important point that got raised a little bit obliquely on the email list which is that do we need to provide in this section guidance around the potential participation of other ACs.

And the suggestion I think Paul Schindler made on the list was that we should add back in the other potential voting participants so GAC with five votes, the

SSAC with two votes, the ISAC with two votes and to have some kind of mechanism specified by how they would signify their participation.

And the obvious one there is a decision of that SO or AC with a particular period of notice. And then a particular description of how that would impact the voting threshold for the majorities required for the exercise of any of the community powers.

And Mathieu is confirming that there are no big issues that have come back from the legal review on this. So I guess I would like to take a speaking list on this.

The last point is on quorum to vote counting. There does need to be a little bit more work done on that I think.

And (Bernie)'s done some work on it from the staff side. I'm hoping that Alan can join him in reviewing and proposing some language here for our last call to have a look at. But speaking with please on this Alan you're first.

Alan Greenberg: Thank you. The discussion we had him public followed by a private one I had with (Lyman) implied that he thought a number of people within the SSAC would have significant problems if they were listed in the bylaws as being allowed to exercise those - the powers even if they chose not to in the immediate future.

But I see Julie is on the call. So maybe she should speak on behalf of the SSAC itself without (easing). But (Lyman) was very - seemed to be very definite about that. Thank you.

Jordan Carter: I've heard the same feedback from him Alan so let's see what Julie says. And thanks Alan. Kavouss your hand is up.

Kavouss Arasteh: Yes. I sent recently an email with respect to exclusion of all the ACs. And I mentioned that if you exclude them to this power and in future two years, three years they decide to exercise their power what they have to do because it is not in the bylaw then they have to modify the bylaw. To modify the bylaw make a lot things.

I was suggesting that you put the rights in the bylaw but they don't exercise that. Exercise of the right is upon their decision.

And I sit - I don't know why totally you eliminate these three ACs not putting them on? Suppose that they need to do something.

There are many things change of the bylaw or any other things that may affect their rights and they have to comment and they have to participate then would be difficult if something it is not foreseen.

At the beginning we were talking their rights will be there in the bylaw. But they exercising their rights is different. Two has decided not to exercise. The other is still discussing whether or not exercise their right.

But I see here you have totally definitely eliminate these three AC. Is that the reason for that? I am not very comfortable.

Jordan Carter: That's the issue I was just trying to raise Kavouss. What we - where the current draft sits I think is just reflecting the people who've indicated a likelihood of (unintelligible) or at least not indicated.

And (unintelligible) participation and the suggestion that I just reflected in my comment from the list was that we should list all of them on the same basis with IFRS report.

And - but other people are saying a different thing there. If we do list them all we just have to have a small process for how people opt in starting to exercise their votes or not. Robin your hand is up.

Robin Gross: Hi. This is Robin. Yes I just wanted to continue to raise an objection to the voting ways as they're currently listed.

I think that the way - what we're doing doesn't really take into account the different roles that the stakeholder groups and ACs actually have.

So I think we should not have this weighted vote five each as we've got here. I think that there's an awful lot of participation rights that need to be clarified.

There's a lot of double dipping that can happen. There's a lot of members in At-Large that are also members of the GNSO and we haven't really delved into how to handle that.

We haven't talked about what the different roles are supposed to be and how they're evolving a new say over the jurisdiction if you will over issues that they hadn't before. Is that what we're really intending here?

I don't think it is. I don't think my members want to see the GNSO devalued to that extent. And so I think that there'll be a big - a good bit of language concern within the GNSO of this particular issue this voting weights issue if we continue to go on with insisting that it be five per SO and AC.



So I think rather than having a sort of a crisis on this that we put this in Work Stream 2 and we really take the time to have a meaningful discussion and to look at what some of the different roles are of the different ACs and the different SOs and the extent to which we can prevent again overrepresentation or double dipping.

And I just think there's a lot of details that need to be worked through. And the way we've got it now is (unintelligible).

I fear that it devalues the GNSO important role too much and we'll get a little pushback from the GNSO as a result. Thank you.

Jordan Carter: Thanks Robin. And Ed Morris your hand is up.

Ed Morris: Yes thanks Jordan. I obviously echo what Robin says. And folks if you go with this in the final proposal -- I can only speak for myself -- but from what I'm hearing from my members in the NCSG we will oppose the transition. We've got to find a solution here.

I don't want to deal with that today the meeting is too packed. What I want to deal with is the document itself. Specifically the description of ALAC which states we're structurally designed to represent Internet users within ICANN.

As I've shown on the list, I've gone through the bylaws. That's not true. This is probably not the place to debate this.

What I'd suggest is we just remove the description if not we - I have an alternate proposal which is online.

But why don't we just remove the description and just go in the (unintelligible) advisory committee period? And that way we get around the issue for now.

Jordan Carter: Thanks Ed for that suggestion. That seems simple and easily implemented. I'll carry on with the speaking list. Julie?

Julie Hammer: Thanks very much Jordan. I guess that what I would like to say is that the SSAC would appreciate whatever is proposed to be listed open as possible to enable SSAC participation should it please to go or make that decision to participate.

I honestly can't say at this stage with a SSAC will choose to come into the community mechanism or not because they really are a great diversity of very strongly held views within SSAC on this.

So my request is this can be left as open as possible with I think Kavouss' suggestion that the rights being in the bylaws for all SO, ACs to then that would if you like allow SSAC to make that decision further down the stream.

On the issue of voting weights I guess the point I'd like to make is that SSAC has never made any public comment on its view with regard to proposed voting weights should it choose to participate.

It has remained silent. I think others have assumed that because it remained silent it was comfortable with two votes. I don't think that logical conclusion should necessarily be drawn.

The SSAC remains silent on the proposed number of votes in the first draft because it was objecting to that whole proposed membership model as it was then which of course it's now no longer on the table.

So I would also support leaving the voting weights discussion until Work Stream 2. Thank you very much for allowing me to express the view here.

Jordan Carter: Thanks Julie. I just want to make one point which is that we do have to have a voting weight allocation in the Work Stream 1 proposal because the mechanism has to be workable. So we've got to say something about it.

Julie Hammer: Okay.

Jordan Carter: There's nothing said we can't clearly assess it or work it through in more depth in Work Stream 2 but we'll have to say something...

Julie Hammer: Okay.

Jordan Carter: ...in this report.

Julie Hammer: Okay. If I could make a comment then with regard to that, I guess there are many within SSAC who would be concerned if that issue of security and stability were deemed - and if SSAC were to participate if that were deemed to be less influential than other influences in the community?

Jordan Carter: Okay. Thank you. I'm going to move on with the speaking list if I may. And Greg your hand is up.

Greg Shatan: Thank you, Greg Shatan for the record. A member of the GNSO so yes of course the GNSO is super awesome.

But I think that I do not have a problem and to the best of my knowledge the constituency I'm a member of does not have a problem with these voting weights as long as we have the fractional voting concept which allows a vote even if it's a fractional vote to be cast by our constituency and so that we're part of the process.

I think one could make argument for and against the importance of each constituency in some ways. And I think that's not going to do us any good whatsoever to do so.

So I think you know, we should stick with what we've got here. And I think the - it seems like the vast majority, you know, of the - has been supportive of that.

With regard to the characterization of the ALAC I would say that if we're not going to characterize the ALAC we might as well not characterize the SOs either.

We don't need to be explanatory, you know, here too much. We need to be just minimalistic. So we could just say the community mechanism gives the bulk of influence on an equal basis between the three SOs and the At-Large Advisory Committee period.

And then especially based on what Julie just said if a new SO or another AC which would include RSAC and SSAC in voting rights they would have an equal number of votes.

End of story. We can always go back and change this later but we have to put a ship in the water and this seems to be the ship that has the most support.

Thank you.

Jordan Carter: Thanks Greg. And the next speaker is Kavouss.

Kavouss Arasteh: Yes Jordan believe me I am totally disturbed. I don't understand why in a society a group of society, or a stage, or a category of society will not be given to select whether or not their right at any moment on an issue.

If for instance let us say any of these three they do not participate and later on the other four they modify elements of the bylaw which directly affect them what is they do

At that time they say that now we want to vote because element of the bylaws relating to all of us has been modified and we want to react.

At that time you have to go through the change of the bylaw. It is not easy. Why not from the very beginning as the lawyer mentioned you provide the right to vote for them? If they don't exercise that is their choice.

(Unintelligible) I am not happy. This is major element and major departure. And we are going to deploy with a group of the community in the ICANN because of this momentary decision to have some of them they do not consider the consequence of that the consequences that after three years they may change their mind, they want to join the group, or there might be other change in the part of the bylaw that directly influenced them and they don't have any possibility or any mechanism to react and that is not good.

I don't think that is correct. If you have - don't have time to discuss that mention that the right will be given.

How to exercise that will be related but it is good to limit for you even if some of them has not yet definitively say they don't participate. So we need to maintain and go back to the previous arrangement and not accept that. Thank you.

Jordan Carter: Thanks Kavouss. I've already suggested a number of times that we need to amend this paper in order to do what you said. So I agree you personally.

And I've got Mathieu and Thomas on the speaking list. Mathieu yours is the floor.

Mathieu Weill: Yes thank you Jordan. Mathieu speaking. The - so first of all I agree that this cannot be Work Stream 2.

It is clear that a system that we would set that would not actually clarify how the influence is spread across this community mechanism would not be satisfactory in terms of the NTIA in terms of for instance checking against capture.

Number two I think I would support Kavouss's suggestion that we need to mention exactly how open we are to the GAC, and SSAC, and RSAC in the future or actually in the very close future if need be and how this process would take place.

On the other hand we need to test our systems with at least the organization that so far have confirmed they want to participate in the mechanism so that

we test our voting system against the minimum level of votes that we might have.

And finally I'm a big supporter of the one SO or AC votes system because it's simple, it's easy to understand, and it's not open to consideration of and I quote respected values of organizations within the ICANN system which I think is something that we will never be able to sort out anywhere in the future.

So I think we have a system that we can actually put up for a reference model and got quite a bit of traction.

And if there was a need to change it we would certainly - that would certainly require a number of arguments that would have to be related to the NTIA criteria or some stress test or something and not on perception of value of respective organizations within the ICANN system which I think will never get consensus. Thank you.

Jordan Carter: And thanks Mathieu. Thomas?

Thomas Rickert: Thanks very much Jordan. Let me just respond to a few points that have been made in this discussion. First of all if people take issue with how the groups are introduced lets drop all the explanations. It's just an explanation that we can do without.

What matters is the substance that we're conveying. And when it comes to substance voting weights are a must have.

We must not leave any ambiguity as to who holds what number of votes and how these can be exercised by whom. So that is a must.

Then with respect to the number of votes the number of five votes has been mentioned since we met in Frankfurt a couple of months back.

It has been included in our - the first public comment report. And it has received a lot of traction not only inside our group but also there was no substantial opposition from the commenters.

And I think we need to understand that the exercise that we are conducting now is refining what we've presented to the community in the first public comment and honor the wishes of the community.

So I am strongly in favor of keeping it to five votes because that is what the community has already been acquainted with.

And so just for those that consider objecting to this notion I think we're now in a phase where it is critical for everyone to compromise in order to provide for consensus that is broadly supported.

And bear in mind that we are going to have reviews. So should we see at some future point in time that the mechanism with the number of votes and the weighting does not work then this can be adjusted but for the time being I urge everyone that we stick to the number of five votes.

And speaking about who holds what - who holds what powers the community mechanism as we will remember the co-chairs have reported about the meetings that we had with SSAC and RSAC in Buenos Aires.

And what we are seeing in this updated report and the draft second report is our way of honoring the wishes not to say instruction that we got there.



And that was that SSAC and RSAC both would like to stay away from voting. For the time being the system should be open.

Should at any point in time in the future they wish to reconsider they want to be invited to the table in order to contribute to the discussion but at the moment it's - and I'm paraphrasing here they see that they have a certain remit.

They are contributing their expertise within their remit. They want to be advisory. They don't want to vote.

And I think that this is something that we should take as the basis of our next report. And Julie I very much appreciate you updating our group on the discussions that have taken place.

But as we said the system is not going to be finite or carved in concrete forever. And thus it does not go for SSAC and RSAC or perhaps the GAC only but for every group.

We have been tasked to keep the system sufficiently open for new groups to enter the ecosystem in order to allow for change.

And I hope that everybody finds sufficient comfort in that perspective and that we can get closure on this topic and agree on the concept. Thank you.

Jordan Carter: Thank you Thomas. And Kavouss I see your hand up for a third time.

Kavouss Arasteh: Yes.

Jordan Carter: Do you have something to add?

Kavouss Arasteh: An analysis - yes analysis of Thomas is good but let me be straightforward. I believe that there are motions in the group to not mention GAC in order to justify the NTIA. Look GAC government has no possibility to participate at any decision making.

So be quiet and don't worry we have done what you have got. This is incorrect. And I try to expand this opposition to other things. We are not going to satisfy NTIA.

We have to provide possibility in future for GAC to participate in the vote if it so wishes. We should not look that excluding totally GAC just to satisfy NTIA.

It is not correct. And there are people working on that area pushing from left, right, upside down, and diagonal, up and so on an so forth to minimize and minimize and minimize in order to show to the NTIA Mr. Senator no GAC and no government. It's not correct. I oppose to that whether I have the right to oppose or not. I oppose that.

We should leave this open for the GAC to decide in future to vote. If any part of the bylaw relates to the GAC and has influence on the activities policymaking of the GAC, and public policy issues, and the very lives of the GAC and advice that would have no possibility to take at that time.

We must foresee the voting for the GAC at the very beginning whether the exercise that right or not that is another issue. This is quite necessary and fundamental. And I do not agree in any other things. Thank you.

Jordan Carter: Thanks Kavouss. I think your position is clear. Look folks I'd like to try and do a bit of a sum up here on what I have taken from this call. And after I've done that Alan I'll take your hand if it still needs to be had.

The - what I've taken from this first of all is that we should list all of the SOs and ACs. That we should list all of the SOs and ACs with five votes each.

That we should specify a way that they - the ones who are not going to participate at the start of this model in terms of voting GAC, and non-SSAC, and RSAC not have a nice simple but clearly defined mechanism by which they can opt into their message and that the thresholds and quorum rules that need to be worked on we'll deal with that in the simplest possible way.

And that we will remove the descriptors of the ALAC and the SOs in the second paragraph there.

So and let's remember that we are not finalizing the proposal we're finalizing our second public comment report.

So we can identify those as changes and have public comments on it. And that will then generate some public comments. So we'll get something input on the question before we finalize the proposal in September and October. Alan your hand is up.

Alan Greenberg: Yes. You've pretty well captured what I was going to say. The only other thing I would add is make it clear to the ACs and - to the other ACs it doesn't have to be in the report.

That should they choose to actually want to be excluded altogether and you require a bylaw change should ever choose to participate, you know, we can

honor that in the final report. But everything else you've said I think I support.  
Thank you.

Jordan Carter: Yes. And I think people hear that and can make a decision definitive statement along those lines. So my proposal then is that I track those changes to this report in sometime God I don't know in the next six hours or so and that we put that out for a discussion if we can on the CCWG call whenever that is. And then for a final discussion on our WG1 call in about 22 hours.

So thank you for that discussion everyone. We'll move on to the next agenda item. These items eight through 12 we said we would look at the comment bubbles that the lawyers had produced - no pardon me that the lawyers had produced to just see if there was any feedback from them that we needed to deal with.

And so I hope staff that you've got PDFs of those available. And I did recirculate them maybe half an hour before the call.

This is the community mechanism as a sole member papers. So if we just wander our way through this first.

I know that Mathieu you have reviewed these. And so I'm going to turn to you without warning you and say were there any particular comments in this reediting that you think that we should focus any attention on or are they all relatively straightforward drafting changes?

Mathieu Weill: Thanks Jordan. This is Mathieu speaking. And I'm trying to connect my notes but I think on Part A it that was mostly clarification.

And the comment that something were not consistent with the visual summary provided by (unintelligible) that that's something that its visual summary that needs to be adjusted. So I think that when we discuss this one already and that's good.

Jordan Carter: Okay thanks. Sorry I was on mute. The only other thing I think so fixing that visual summary is fine. The other thing that we need to add somewhere in this part of the report is just that general dealing with statutory powers that aren't otherwise mentioned.

So that does need to be dealt with. So this is the right place to do it. So that, in fact, are the drafting notes in yellow, just about the (5A2) heading that the (Delores) has deleted.

So that's, I think, an action, and in fact, (Leon), if you're still on the call, is that something that it would be worth you raising with the lawyers, that we just need to have a statement, a paragraph, that deals with all of the other statutory powers? Is that something that you could do?

(Leon) is going to respond to my question in the chat. So if there are no other comments and - from - if there are no other comments from people here on the question, I think we'll move on to the next (paper), which is the removal of individual ICANN director's papers that the lawyers have done some comments on.

So staff, if you could put that one up and Mathieu just to warn you, I'm going to make the same request of you here to draw attention to any of these edits that are particular to us dealing with. Is there anything you wanted to focus on?

Mathieu Weill: There were three that I found substantial comments. One is the lawyers were questioning whether petitioner was actually required or any (room number) (community) mechanism with the director being removed, is being removed at the decision of an (ASO) or AC which is appointing the director.

So that is something that is - might need to be clarified on Paragraph 6, when we start the comment elements that apply to all items. Actually, that's just a clarification, that the re-correction of the (core) is correct.

Jordan Carter: Okay, can I just - I'll put you on - just told you there, Mathieu, for a minute.

Mathieu Weill: Sure.

Jordan Carter: At our last WP1 call, we agreed that this paragraph fix would actually become two versions of this paragraph because (Greg), among others, identified and - some unclarity in the way that it was presented.

So the drafting - that redrafting hasn't been done. It couldn't be done in time for the section going off for the lawyer reviews. So what will need to do, I think, is to do that quite quickly.

I'm just making a note - if there could be an action point there. So we need to pick up that suggestion on the last call which is that we do have one set of elements that apply for director being removed by an SO and AC and another one step working on this from the NomCom.

And in terms of the petitioning point, the petitioning point is only important because it triggers the discussion phase of the exercise of the community powers.

And so we don't have a petition, we need some other ways to (signal the community) that there's going to be a discussion about the future of an SO AC director and the petition is a nice consistent way of doing that across the system. So it seems to me that we should keep (volunteering) the lawyers feedback. Back to you, Mathieu.

Mathieu Weill: Yes, I think the question was not whether there should be a petition but there seems to be an understanding that the petition was to trigger a thought by the community mechanism, so an SO or an AC.

So I think that was just the confusion and there's no question that the petition is needed within the SO or AC. But so that's really another argument to separate between SO, AC removal and NomCom removal.

Jordan Carter: Yes, thanks. How about any other points there – Mathieu.

Mathieu Weill: There's a second point which is on paragraph, I think is 6B, the threshold. And the lawyers are questioning whether we have tested the threshold with a number of votes that we are anticipating to have, and that's an item that (Bernie) and Alan are going to be working on, so I think that's taken care of.

And a third comment on item Number 8, where they note that the bylaws already provided for filling vacancies in (seats) appointed by SOs and ACs. And they are almost suggesting that we rely on this existing mechanism to develop the (exclusive) processes in the case of a removal. I think that's a (useful) suggestion.

Jordan Carter: Okay, so Mathieu, the implication of that would be that they - that that second sentence in Paragraph 8 would just be deleted because of the first-hand, it's

already said that the SO AC is just (thought) to be filling a vacancy through the usual process and that...

Mathieu Weill: And we should probably also mentioned that a special process already exists and mention the number of - the article of the existing bylaws on this.

Jordan Carter: Okay, thank you. So aside from splitting the procedures for SO AC appointed directors and to NomCom appointed directors and the other comments from the lawyers here, are there any other comments on this paper? My intention is to get a re-draft of it out in that we would then discuss that re-draft at the WT1 call tomorrow or if we need to, at the CCWG call tonight.

Okay, if there are no other comments on this one, let's move to the - (Lewis)'s comments on the next one which is the - (record) the entire ICANN board. And in this paper, if memory serves me right, (unintelligible) accepted all of the track changes they made to the previous versions and then have added some further track changes and some comments. So once again, I'm going to turn to our helpful co-chair, Mathieu, to just run us through the comments to it.

Mathieu Weill: Thank you, Jordan. Comment number one is on Paragraph 241. It's about the (petitioning) and they're suggesting to consider how a call would work if the petition is (trying to schedule an election), using that one sort of the board is elected each year and so on and so forth. I don't know what to make of this. I think that's for the community to consider anyway.

Jordan Carter: I - yes, I don't know that we could - we should mention or consider that question ourselves. And but, is that the only one that we need to think about? (And I'll ask you) to just quickly run through them all and then we'll have a discussion about any of them.



Mathieu Weill: Okay, sure. So, number two is on para- it's on Page 1 as well, down on the bottom side of the page. It's about the requirements (to select a) more (directed) (was a bit complex).

That's one of the lawyer-ish things where I'm totally lost. And they are asking whether we should consider to require the selection of persons to serve on the (interim) board is a condition of what is on the (recall) which we probably need to discuss.

Another comment on Page 2 is a comment that, according to the lawyers, given the short duration of these (interim) boards, we should consider whether the board - the (interim) board should be excluded from complying with any of the current requirements in the bylaws in relation to diversity.

That the topic we've discussed already in the group. There were some different views on this. And finally, a comment on - I'm reading the comments but I'm not so sure where it was related to - on the need to establish a 35 or over (unintelligible) vote.

Jordan Carter: No, no, no. We do need to do that but there's no point in discussing it now. That's an implementation detail that we will get right. Yes, it's very detailed on this paper.

Mathieu Weill: So that's it.

Jordan Carter: Yes, okay. Thanks, Mathieu. And can I just make a point as well? There was an unfortunate interaction between the time of our last call, the ability of me and others to do some redrafting and (unintelligible) the lawyers.

So some of these questions have already been dealt with in an updated draft that we did that the lawyers didn't review. For example, the diversity requirements, for example, the requirements for people to nominate a proposed replacement when they were moving towards that vote on whether or not to remove.

So unfortunately, we have an example of the diversion being added, I think. That means that some of these lawyers questions have already been (answered).

And so once again, with this paper, the job there is to bring those to enter into a coherent integrated piece and to have a review of them on the CCWG call are on the next WG1 call. But are there any other major issues? Are there any remaining major issues with this? I feel like were just about there.

The other thing that we discussed in the last call was the NomCom point (to use) to the interim board. I think that where we got to there was, that if they had available, they could appoint two or more members of the interim board.

So if there are no other major items on this one, we'll move on to just looking at the lawyer's comments on the next item, which is on the fundamental bylaws paper.

And we'd already discussed - we had a look at that one sort of (obliquely) earlier on in the agenda. But if the staff (cannot load the) lawyer's one there, and if you look at the comments that the lawyers made in the comments (unintelligible) here, we've already discussed the issue and comments of our number two about the - adding the statutory authorities to make bylaws changes.

There's a mention and commentary about the threshold issue (that went down) and so they need to do that, sort of work on. We've talked already about the (unintelligible) fundamental. I've already mentioned that we've added the community mechanism to all members part - as a part of the fundamental bylaws.

And the last - the lawyers have a different interpretation of the requirements here, so the consensus has been changed on comment number five. It's just a taken account of that in the redlined that they suggest and the thresholds that are in comment six again.

So are there any other issues with this one that people would like to raise? None of those stood out to me as things particularly massive were significant. If we could click on to the standard bylaws (unintelligible), I realize that we're going through these quite quickly, everyone, but we've seen most of this text before and so I hope that that's okay.

And the lawyers have also commented and have a bit more red ink on the standard bylaws. And a question in the comments there, is - it's just a drafting thing that corrects the wrong example that was used here which was something that was on the list to do.

And there's a second comment on Page 2, and which is the same comment about the power to amend the bylaws for the member which we said was in (our address outplay).

So are there any comments to raise about this text? Again, it seems to me, those redlining - is simply for improvement. Silence on that one. And, okay, so that ends the content that we use to discuss on this call.

The next thing that we need to do is just agreeing on the agenda for our next call and what we had on the agenda for that, the draft, was to deal with any outstanding items that come up in the CCWG call on 28th of July.

So that call is in between now and our next WP1 meeting. We had to deal with any other outstanding items from our earlier listings. And I think it's clear that there are some changes that we need to make in terms of the budget (power) and explanatory improvements, the voting paper and the removal of individual directors.

There are some tweaks to the all board recall paper and I think those four papers just need to go on the agenda for the next WP1 call. So I hope that the - I don't know if the staff are actually taking notes on this call but, they're not coming up in the discussion notes part, if you are.

I hope that you are taking notes. So I'd like to call for a suggestion of any other items that we need to deal with our next call which starts at about 22 hours. So I'll take the list as it appears in that order. Kavouss, your hand is up.

Kavouss Arasteh: Yes, Jordan, my comment goes to Thomas Rickert, to Leon Sanchez, and to Mathieu Weill. We will hold them totally responsible to ignoring the (unintelligible) of part of the community if they have not yet decided to take either way and we prejudice to their decision and we exclude them.

Second, I, as a participant of a society, I receive all the ballots in every voting in my country. Whether I vote or I don't vote, that is another issue, but never the balancing arrangement excludes me and does not give me any (ballots).

This is wrong and a mistake and satisfying one particular group which has been pushing for that. Please seriously reconsider. Please consider putting the (rights of these ACs) in the bylaws (toward) they may not vote at all.

That is a choice. But if one day they need to vote, they do not need to modify the bylaws which now has very, very critical criteria to change. This is the last thing I told and that would like to be fully reflected in the minutes, in the chat (in to think) that we are making a mistake.

We're putting something, prejudging a decision. GAC never decided that would not attend. The GAC discussed the issue when we had three other models - designator, membership and that (damned) incorporated association.

The new model GAC did not have the chance. They established to working groups and they have not come up with any decision. You need not to exclude them to participate in the vote. You should bring them back. Mathieu, because - sorry, others, please be careful. Think you.

Jordan Carter: Kavouss, Kavouss, I think I've got good news for you. I think that my summary of what we're going to do with the voting (way) was that we were going to include all of the other SOs, ACs, including GAC and include a simple process by which they would communicate if they were going to be participating or not.

So I think that your concern has been heard and I think that you'll see in the revised draft of that voting paper that we'll discuss that at our next meeting, that your concerns are fully...

Kavouss Arasteh: Thank you very much. Thank you. It is very (unintelligible) at 4:00 in the morning in South Korea. I'm waking up to discuss that, that no one from the

GAC, (number five) GAC for (normal) participants, they never attend this meeting and they are sleeping or they are dining or they are doing something else. This is a pity, really, that they do not show up and they do not react anything at all. Pity.

Jordan Carter: Okay, well, that's a discussion for you in the colleagues in the GAC to have about their participation otherwise. But I think your concern (has been substantiated) and (unintelligible). Thank you, Kavouss. Mathieu, your hand is up.

Mathieu Weill: Thank you, Jordan, and I think you responded to Kavouss perfectly, so I will not elaborate on this other than saying that I fully agree. The point I wanted to make is - was about the call that we are having tomorrow, the CCWG call.

During this call, you may see it in the agenda, where we'll go through every section of the report, at least attempt to. And the first sections of the report our work party two, but we might - I hope we can reach the work party one items where we will try and close as many items as possible and ensure we have agreement or assess whether we don't in some cases.

So I will encourage you, Jordan, to maybe just like the key items during this call, if there are any key items, for discussion so that we can introduce the conversation quickly and proceed to assess whether we have agreement or not based on the work, on the prep work that's been done by work party one.

And my final point is regarding the lawyers - some of the documents of work party one remain to be reviewed by the lawyers and I'd like to know when exactly you think you'll be in a position to provide a version of this document that we can send to them, considering that currently have announced to them

that we will send them the remaining parts of the document tomorrow. And that's it. Thank you.

Jordan Carter: Thanks, Mathieu. So that relates to the work method to (acquire) now, just before I finished (and were) speaking, and I just wanted to respond. I think it makes more sense for me to just do a document, a one or two page document, that for each of the papers, tries to set out the key decisions either that were just made or consensus or otherwise and to just circulate that first on the WP1 list

And hopefully within hour, just so people have time to review that and make sure that it's (a fair) reflection, and be able to go into the redrafting process afterwards. The problem is a matter of time.

I've got a day job that I can't avoid and later today, and I don't the gets fair to ask anyone else to try and do some of the redrafting that I've done in my head. So by the end of the 28th, if that's what you mean in terms of getting new documents to the lawyers, that's fine.

I'll have read on any redlining that I was planning to do within 12 hours of now. So is that time works, that time works. But I hope people are okay with just getting that summary out so we can all look at it and make sure that it (needs more) reflection to help guide the CCWG's discussion at its meeting in - whenever that is - it about 15 hours, I think. And Alan, your hand is up.

Alan Greenberg: Thank you very much. As I noted in the email, I'm chairing an ALAC meeting exactly parallel with the WP1 meeting. If, when you send out the documents to be reviewed, you can make them - make it as clear as possible that - which are the correct documents so that I can try to a quick review and put any comments into them before the meeting. I would appreciate that.

Jordan Carter: Yes.

Alan Greenberg: Thank you.

Jordan Carter: I'll make sure that - I'll undertake for everyone to make sure that I sent the agenda out for WP1 no later than - what would it be - 0900 on the 28th, so 12 hours from now.

And that document will include all of the markups for discussion on the next call, so they'll be out before the CCWG call and that will give you - they'll be (cleaned up) for any highlighted bits are any comments on that, so that should be easy to deal with.

Alan Greenberg: Then you will have my blessing. Thank you.

Jordan Carter: I'll just try not to (unintelligible) while delivering that. And, Kavouss, your hand is up.

Kavouss Arasteh: Just a small question. The next call of CCWG would be at what time on the 29th of August - of July? Is that the 29th of July? I lost the timing. Yes - CCWG.

Jordan Carter: It's - oh, so CCWG, I don't know. Can someone tell us when the next CCWG meeting is?

((Crosstalk))

Jordan Carter: Mathieu, do you (know)? (Kenneth) confirmed it.



((Crosstalk))

Mathieu Weill: That's on the (29th) of July, (unintelligible) and we are currently contemplating an additional (unintelligible) in case we don't (unintelligible) this meeting and can conclude other items (tomorrow). And I think (that a time has not been set so far), if I'm not mistaken.

Jordan Carter: So in case it helps you in Korea, Kavouss, that means the call will be starting in 15 hours and 9 minutes - 15 hours and 8 minutes.

Kavouss Arasteh: Okay, thank you. Thanks.

Jordan Carter: Great. Okay, gosh, what a lot of work we've done today. And are there any other business items to raise our can we draw this one to a close and look forward to speaking with each other again in 15 hours and then in 22 hours? Any other items? Kavouss, your hand is up.

Kavouss Arasteh: No, I don't have any. Sorry. This is an old one actually.

Jordan Carter: Okay. All right, no one else's hand is up. While the going is good, we'll finish this one early. Who would have thought? And thank you, everyone, and we'll talk soon. Have a good morning, afternoon, evening, whatever.

Kavouss Arasteh: All right, thank you.

Mathieu Weill: Well done, Jordan. Thanks everyone. Bye-bye.

Alan Greenberg: Everyone. Bye-bye.

END