ICANN

Moderator: Brenda Brewer
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5:00 pm CT

Steve Crocker: Hello?

Thomas Rickert: Yes, is that you Steve?

Steve Crocker: It is.

Thomas Rickert: Perfect. So obviously the audio is working now for you. And so I suggest that we kick this off. Can staff please confirm that the recording has been started?

Coordinator: The recordings have been started. You may now proceed. Thank you.

Thomas Rickert: Thank you very much. Good morning, good afternoon, good evening. This is Thomas Rickert. I'm the GNSO-appointed co-chair to the CCWG. And we have Leon Sanchez and Mathieu Weill, the other co-chairs, with us on the call as well as rapporteurs and many, many of our CCWG members.

We would like to welcome the board a lot to this call. We know that the board has been working very hard on reviewing the CCWG proposal that has been put out for public comment. You had multiple sessions at all day and

nighttime so we know that you have been very active in analyzing what our group has come up with. And we very much appreciate this effort by the whole board.

At the same time we appreciate that you take the time today in the second call of this intense phase of collaboration. Earlier this week we had a board briefing -- a board briefing where we took the opportunity to present to the board what we did so that you got some first-hand information on some of the niceties of our report. And we also used this opportunity to answer questions by board members.

And we had agreed that we would have another meeting, which is this very meeting where the board gets the opportunity to respond to our proposal and come up with its observations, concerns if any, and also to come up with alternative solutions where the board feels that a report has suggestions in it that, you know, could do with some amendments or alternatives in the views of the board.

So we much appreciate this effort. We much appreciate that you take three hours today. But also let me thank our group, the CCWG, for staying awake or taking time during their working day to be with us on this call today.

We thought it was imperative for everyone to get the same level of information so everyone can be present when concerns are raised and when issues are being discussed. So this is most appreciated. We do know that this is - this is a group exercise of the community including the board so we very much welcome the opportunity of you being with us today.

And with that I'd like to hand it over to Steve for more opening remarks or observations.

Steve Crocker: Well thank you very much. We too have been looking forward to this very much. And I appreciate you mentioning the rather extensive set of calls and meetings that we, the board, has been having in preparation for this. It arose I think from a little bit of confusion of exactly what that meaning of the stress test is. And so we think that we've now added a new bylaw requirement for physical ability to withstand stress as a requirement for service on the board. That's a joke, right. Get a laugh.

So as I said, we've been looking forward to this quite a bit. And we remain extremely appreciative of the enormous amount of work that has gone into the preparation of the proposal at this point. And I think we all share a determination that we want this process to be successful, that we want to improve the accountability of ICANN and that we want the transition to go forward. And so the rest is just minor details of course that we want to sort out.

I want to cover a handful of points that say all of this in a bit clearer fashion. And then I wanted to give you a sort of high-level summary of a series of specific points that we will cover next. But in between finishing that high-level summary and moving on to the specifics want to draw your attention to where I think we all want to be at the end of this lengthy call which is understanding where we stand and understanding how we're going to move forward and agreeing on what kind of further engagement we're going to need.

So with that, let me reorganize the set of five points that I want to convey. The very first point is that we endorsed the goal of enforceability. We agree it's possible to implement it along with the key elements of the proposal without a wholesale change of ICANN's model of governance. And we stand ready to

work with you on an implementation process that achieves your goals without causing instability or what might be unintended consequences.

I'm going to say all that again because I want to emphasize, and then I'll go on to the other points. Without any question, no ambiguity, we fully understand that enforceability is a very key concern and one of the driving factors in the search for what the right mechanism should be. And we're not in any way suggesting that that goal should not be attained.

We do have a concern about the selection of right model for getting there. And we think we have found, and we hope that you will agree, a way of accomplishing essentially the same level of enforceability that you're trying to achieve but in a sort of more direct way of using the existing mechanisms. And so that's an important aspect which will unfold in the next few minutes here.

The second point is that the proposal contains important improvements for ICANN's accountability. In principle we support enhancements to ICANN's accountability reflected in the four building blocks of empowered community, the ICANN board principles and independent appeals mechanisms.

We also understand that the drive for a sole membership model is the community requirements for enforcement. We are committed to continuing to participate in that community process to develop a consensus proposal that meets the community's requirements by the time of the ICANN meeting in Dublin.

So in many ways that covers the same ground as the first point, although of course we're mentioning that we have very specific time goal here.

The third point is we have concerns about how to implement the current second draft proposal without causing possible unintended consequences of instability and institutional (unintelligible) increasing the potential for capture, changing the stable and accepted advisory goal of government at ICANN or crossing perceived political lines so there's a number of flags being raised there.

We also refer to your concern shared by board members both in Buenos Aires and then again in writing on 7 July, 2015, regarding unintended consequences that could weaken ICANN's governance model could impact ICANN's financial stability causing possible budget paralysis among other potential applications and impact ICANN's board by turning it into, for example, a representative body for parliament.

The fourth point is we...

Chris Disspain: Steve. Steve. Steve, it's Chris. I'm sorry to interrupt you, I apologize. I don't know of anybody else that I'm actually having trouble keeping up with you and hearing you. Would it be possible for you to perhaps speak a little more slowly?

Steve Crocker: Yes, and I do apologize. I should be remembering that not everybody is a native English speaker and even if they are I should be going more slowly. Thank you, Chris.

Chris Disspain: Could you do three again, I think that would be helpful.

Steve Crocker: Yes, thank you Chris. So point three, and again thank you, Chris. We have concerns about how to implement the current second draft proposal as it stands without causing unintended consequences of instability and

institutional effectiveness, increasing the potential for capture, changing the stable and accepted advisory role of government at ICANN or crossing perceived political lines.

We also refer you to concerns shared by board members both in Buenos Aires and then again in writing on 7 July, 2015, regarding unintended consequences that could weaken ICANN's governance model, impact ICANN's financial stability causing possible budget paralysis or other potential applications and impact ICANN's board by turning it into, for example, a representative body for parliament.

Was that still too fast?

Chris Disspain: It's okay with me.

Steve Crocker: Okay.

Chris Disspain: But I think - carry on.

Steve Crocker: Thomas and if you or Leon...

Thomas Rickert: Steve, you can be heard all right so if you...

Steve Crocker: Okay...

Thomas Rickert: ...continue at that pace that would be fine, thank you.

Steve Crocker: Thank you. All right, so two more points which are relatively short, or a fourth point. We want to work together to achieve the elements of your proposal including enforceability within that community's timeline and

without causing those unintended consequences. We're not suggesting a new proposal but we have some ideas about how to deliver on this.

And the last point is, in addition we suggest building on the processes for addressing ongoing improvement work so that ICANN remains in any continuous improvement cycle. We believe this process for continuous improvement can be built using the same NTIA criteria that have been the foundation for this transition.

So the overall message is pretty much what I hope you would have expected which is we're not trying at all to undermine or deter or divert the primary objective that you have been pursuing and that from our perspective at least, and I hope that you agree, we're actually trying to help achieve those in a faster more straightforward and reliable fashion if you will.

So those are the - sort of the covering message that we wanted to convey.

Thomas Rickert: Thanks very much, Steve. This is Thomas for the transcript. I understand that now graces going to present a few points. And the way we would suggest we go about this is actually to have Steve present in one go so that everybody gets the full picture of what the board wants to convey. And after Steve has done -- after Chris has done that we will open it up for questions and the dialogue. But let's first hear Chris in one go.

I understand that people might have questions during Chris's intervention so we would like to ask you to mark those with question or Q in the chat. We will collect them and we will then get back to those questions subsequently after Chris has finished.

Steve Crocker: So with apology, before Chris starts I want to do a kind of summary, a sort of preview if you will, just to set a much higher-level picture and then we will move to Chris. I think that will be helpful.

Thomas Rickert: Perfect. Go ahead Steve.

Steve Crocker: Okay, so kind of to set the stage and focus attention on where the main points are going to be. We are in agreement that there has to be fundamental bylaws, we're in agreement with board removal and recall. We are in agreement with enforceability. The specific mechanism of enforceability is one of the key points that we want to cover today. And I will let Chris cover the details of that.

And I don't think there's - most of the other - and the IRP mechanism, the whole process of records and kind of the judicial function, we have known for a long time, needs to be improved. And so we're quite happy that this is the time to flesh that out.

So those are the, I would say, in a nutshell, you know, hoping that we don't lose any important details, the high points of what we're going to cover. And with that, I do want to turn this over to Chris. But I want to flag what I said at the beginning. As we go through this, even though we have allocated a very extensive amount of time, for this call. And we're again, very grateful that you've been willing to do that.

We expect that the results of this call will be hopefully quite a bit of forward positive motion but realistically there will be other things that -- parts that need to be worked out going forward. And so we want to ask that cooperatively that all of us, board and CCWG, think about as we engage in this discussion, where we are going to wind up at the end of this call.

And as one piece of logistics related to that I'd like to reserve the last 30 minutes of our scheduled time so that would be two hours and nine minutes from now, if I've done my math right, to review where we stand and to assemble what our next steps are going to be. So instead of being rushed at the tail end with only five minutes or running over and so forth, let's set the deadline at the two hour and 30 minute mark to then focus exactly underwear were going forward.

And if that's okay with you I will then in fact stopped talking and drinking is over to Chris.

Chris Disspain: Thank you, Steve. I hope everybody can hear me. Hello everyone in your various time zones. And Thomas, thank you very much for the introduction you just gave.

I'm going to run through 10 points. There's a lot of information here although it's high-level it's not intended to be - intended to be confusing. We will send this out to you after this discussion. And we will - obviously we will take questions, as Thomas has said, once we've gone through.

So we're going to go through them and then circle back and look at each one to see if there are any comments or questions. So basically this is a proposed delivery framework for the accountability improvements to ICANN's part of the transition.

The first point is that we would suggest that we develop fundamental bylaws and add a process for their modification. Almost all of this is basically work that you have or the CCWG has in its proposal. The bylaw area that we - that can be covered are ICANN's mission and core values, reviews imported from

the Affirmation of Commitments including modifications, as long as there's community consensus, the requirements for having community input and consultation on development of the budget, strat plan, ops plan and standard bylaws, that includes the IANA function budget.

A commitment to fund the IANA functions housed within ICANN, and IANA functions review called for in the CWG report where the commitment to implement recommendations from those reviews. So that's our take at the moment on the fundamental bylaws.

As for the process for the modification of those bylaws, when the board proposes changes to the fundamental bylaws, and that would - changes mean the (unintelligible) etcetera, that we are suggesting incorporating into the bylaws a requirement for the community comments and input. But the bylaws would empower the communities to be able to support such a change through a demonstration of consensus in the community.

And that's obviously demonstrated through meeting the specified threshold of numbers of SOs and ACs needed to support the change. And then once there's community consensus to support the change it becomes effective on me three-quarters votes of the board.

The second point is on the IRP enhancements. Enter that we have - because IRPs ongoing and because, during implementation and during any future work that might need to be done on IRPs we need to ensure that we have a steady-state. And because we understand that the community is not happy with the current situation we would suggest that we roll back the modification of the standard of review to where it was before 2013, and that there is a commitment that the revised standard of review standing panel and procedural

improvements will be part of the next phase of work on the IRP enhancements.

The third point covers expanding the reconsideration process and defining a clear escalation path for accountability. Jordan, just to reply to your note in the chat room, no, I'm not actually reading it, I'm referring to notes.

The - as I'm saying to the reconsideration process, we are suggesting expanding the scope of the reconsideration process. That involves defining an initial step in seeking challenge against the board or staff action, that expansion, which is important, could include allowance of the reconsideration process, it can be used in allegations where the board has acted in violation of the articles of incorporation.

An increase from the current process driven basis two areas of more substantive concern. And this would cover things like unfairness of a decision or an inconsistency of logic.

And then following the improved reconsideration process, we use the IRP and build escalation through the accountability mechanisms which would result in the development of a full appeals process.

The fourth point is critical in that this is new. We suggest establishing what we've called a new multistakeholder enforcement mechanism. This would be a process for the community to bring challenges against the board action as alleged to be inconsistent with specified fundamental bylaws.

We suggest that that would be a binding arbitration process that's enforceable in California courts. We suggest that ICANN would fund those arbitrations. And that it would be (any) and the multistakeholder enforcement mechanism

would not be available to challenges based on the adoption of ICANN's annual budget or operating plan and we will come to that in a little while. More detail on the multistakeholder enforcement model can also be discussed on this call.

At this point is the community involvement in the development of standard bylaw changes, budgets, operating plans and strat plan. Now that, if you remember, refers back to one of the fundamental bylaws that I dealt with in Point Number 1.

We think we can incorporate into the bylaws of requirements for community comment and input on each of those areas. We think we can empower the community to raise, in a timely manner, consensus-based issues or concerns on our proposed board action. Consensus in that situation, again is a matter for the first to work out, but it's that classic how many SOs and ACs and many, you know, how many votes amongst them, how many SOs and ACs is enough to show consensus.

We would commit - ICANN itself would commit to working with the community to resolve areas of concern through a consultation process. And then the consultation process in the same way that the GAC would have the consultation process requirement in the bylaws. If the board intends to take an action that's inconsistent with the expressed community concerns we'd work to resolve those inconsistencies where possible, and if not then a 2/3 board threshold would be needed to act against the general community concerns.

Now that does not in any way change the community's ability to then move to the next part of the escalation process which is board removal and recall. We suggest that we institute preservice letters to require the resignation of each director on the occurrence of some specific events.

Example of those would be things like serious violation of a governance standard and that would include the statutory causes for removal, things like fraud. Refusal to abide by the process, community empowerment of processes.

Do with the board member or members refused to abide by the community processes, that would be an event that would lead to the triggering of the resignation. And a failure to abide by the outcome of the multistakeholder enforcement mechanism.

Now we think that the removal of a director is a very serious action. But then we would think that. But it's got to include a special community rationale we think and a justification for removal of any individual directors. And we think that there will need to be a specific - the specific process for the removal of significant number of voting directors.

That's going to need to allow board members to have an opportunity to defend themselves against allegations that would support removal. And we think that's fair in the circumstances. We're not - I haven't got too much further to go.

Number 7 on our list is the incorporating Affirmation of Commitment reviews into the bylaws. That's pretty simple really. We - the community is already considering the edits to the Whois review. We need to finalize that. And then there's - there needs to be a commitment to work with the community on guidelines for the reviews, you know, (unintelligible) and composition budget, etcetera, etcetera. But the AOC stuff would go in.

We need to - Number 8 is to implement all the ICG contingencies, some of which I talked about already, for example, the IANA - the commitment to continue to fund IANA and so on. And so we can concern that the CSC is included in the enhancement and we need to work with the ccNSO and the GNSO to confirm addressing performance related issues. But for clarity, ICG commitment is obviously included in this.

We need to institute an alliance in the bylaws, the current practices, the board GAC consultation requirements. That's Stress Test 18, and we need to solve that problem and get that in there.

And finally to deal with ongoing work, whether that is IRP stuff or whether that is other things that the community accountability model needs to - wants to deal with going forward. We suggest that we identify and commit to a process for defining continuous improvement work and how those recommendations would be considered by the board.

And we think that one way to do that would be that there be a bylaws requirement that continuous improvement ideas need to be supported by a high threshold of the community to uphold the criteria that are consistent with the NTIA criteria.

So in other words we want to take the NTIA criteria that are being used for the transition and we want to enshrine those as criteria for our continuing improvements moving forward just for clarity there are going to support and enhance the multistakeholder model, maintain security, stability, etcetera. Need to meet the expectations of global customers and partners, maintain the openness of the Internet and not result in ICANN becoming government led.

And we think that we can utilize existing mechanisms as a home for some of those - some other identified areas of continuous improvement and that includes things like ATRT 3. Obviously that's due to start, you know, relatively soon. We could probably see some things heading into that.

So just to give you - just very quickly to finish, we can develop the fundamental bylaws in all the areas that you want and the CCWG has proposed rather, and we have a process for modification.

On the IRP were looking at rolling back and continuing the work pretty much as suggested in the proposal. We've done some work on the reconsideration process which I've gone through. We are proposing a new multistakeholder enforcement mechanism which would mean that we can maintain the current - the current model but put in place things that provide for the goal of enforcement rather than making changes to the model itself.

We are suggesting that - we're pushing back a little bit on the budget stuff. We need to have discussions about that. But we are suggesting that there should be a process for community involvement in all of those things as you have asked.

Board removal and recall, we're fine with a subject to there being a clear understanding that board members need to be able to defend themselves. We're incorporating the AOC reviews into the bylaws. We are saying ICG contingencies can easily be worked in.

We want to deal with Stress Test 18 obviously. And we think that we can do what - what the proposal refers to as Work Stream 2, we can enshrine into the bylaws with a continuing improvement bylaw which covers - which uses the NTIA's criteria.

So just to finish, this is not a new proposal. If the recognition of your - of the CCWG's current proposal. And these 10 points which we want to discuss not just today but going forward are really a suggested approach to deliver on your proposal.

I'll stop there and throw that back to Thomas now I think.

Thomas Rickert: Thanks very much, Chris. Actually this is a lot of information.

Chris Disspain: Yes.

Thomas Rickert: Particularly without any visual aid in the Adobe room. We see a lot of questions coming up and also there seems to be questions not only on the substance but also in terms of memorizing what you said. So I guess the best way for us to go about this might be to go through the various items again...

Chris Disspain: Yes.

Thomas Rickert: ...but maybe we actually use the structure of our report, i.e. start with the mission commitments and core values and then you can say okay we have nothing or we have something in our 10 points regarding those. Because I guess that's at least a structure that our group is familiar with. And I think it might facilitate understanding of the points. And then actually we should go through them one by one, how do you do a quick recap of what your observations or suggestions might be and then we open it up for questions.

Would that be a way to go about with this, Chris and Steve?

Steve Crocker: Yes.

((Crosstalk))

Thomas Rickert: Okay. Okay so then I suggest we call again for your observations or comments on the mission commitments and core values.

Chris Disspain: Can I just say, Thomas, before you start that Bruce had sent a - just the sort of points that I was referring to out to the CCWG list, it's a summary of the - of the notes that I was using so you might find that helpful.

Thomas Rickert: That is certainly helpful. So CCWG members please look at the - let's look at this document.

((Crosstalk))

Chris Disspain: I think we might be able to...

((Crosstalk))

Chris Disspain: We could probably get that up in the - if someone can grab the email from Bruce you might even be able to get it up into the box in the Adobe room.

Thomas Rickert: So maybe staff can grab that from the mailing list and put it up in the Adobe.

Chris Disspain: It's just text in an email so I'm assuming you can just copy and paste it. But yes, Thomas, sorry. To get back to what you were saying while that's happening. Absolutely, we should just go through them one by one and then take questions and discuss the actual points. Happy to do that.

Thomas Rickert: Okay so I suggest we work through the various sections of our report and use point as to the -- one of the 10 points or (unintelligible) 10 points and, you know, then you can speak to that in connection to the - to these points. So does the board have any response or questions with respect to mission commitments and core values?

Chris Disspain: Well that's the number one in the email. So if we could scroll up so that - I guess everyone has got their own control have they, of the document? Yes they have.

Thomas Rickert: At least I do but...

((Crosstalk))

Thomas Rickert: ...but everybody should have scroll control, yes.

Chris Disspain: Yeah, so do I. So there you are, Thomas. Develop fundamental bylaws and a process for modification, so that's A, the bylaws and, B, the change process. Those are our suggestions and obviously happy for people to comment on that and to take any questions. You want to go through this one by one, right? So that's the first piece.

Thomas Rickert: Yes, I guess that we just pause for a few seconds to allow for the participants on this call to go through that quickly.

Chris Disspain: Yeah, I think just to be fair, Thomas, I should say that this number one only partially touches on that mission and commitments and core values. We don't have - I think it would be fair to say that the board doesn't at this stage have any red flags in respect to that but we do - we are still looking at the actual

mission commitments and core values. When I say that what I mean is the exact text that's been proposed by you.

So this one, Number 1 on here, is more about - or about a process of what goes in and for changing it.

Thomas Rickert: So just to confirm, so you are - the board is not in agreement with the proposed changes to the mission commitments and core values?

Chris Disspain: No, we haven't coalesced around a position on that yet is what I'm saying. Our comments when we make them will say we will deal with that but we are not - - we don't have any direct comments to make at this stage about the mission commitments and core values proposal that you've made. Just to take an example, and I'm speaking personally.

Thomas Rickert: Chris, are you still with us?

Chris Disspain: Yes, I'm just listening to a beeping noise, Thomas, can you hear that?

Thomas Rickert: Yes, I can hear that as well. I was afraid we have lost you.

Chris Disspain: Okay. So just as an example - discussion going on.

Thomas Rickert: Can staff please or can the operator please meet mute that line? Thank you. That's fixed.

Chris Disspain: Thomas I think - Thomas, I think if we go -- if we try to go too far into, you know, saying well do you have any objection to this, this, this and this, that's not going to work on this call because I don't think we can do that really. I think this is about, for me anyway and I suspect for the rest of the board, this

is about us thank you look, we're fine with the proposal basically. Here are some things that we'd like to put into the discussion; come with you on a journey to get to an end place where we have consensus and we can sign off on a document by Dublin.

So if you want - I'm not in a position and I don't think the board is in a position to say we have no objections to X to your current, you know, by law wording on the core values etcetera, or that we don't. So I'm happy to go through -- for us to go through your report piece by piece if that's what you want to do and referring back to - specifically back to the areas that we have and are now up on the screen in email. Is that okay?

Thomas Rickert: Yeah I guess the reason why I'm asking is - and let's get some feedback from our group - is to make it easier for our group to follow. I think at the moment we're hearing a lot of ifs and buts from you. I think what we don't yet understand is where the board is actually supportive of our proposal because this looks - looks at a very substantial rewrite, if you wish, of our suggestions.

But I understand that you're not in a position to comment on the mission commitments and core values yet but that we can expect more comments or suggestions for change on that.

Chris Disspain: I think we can go - by going through this note that Bruce sent, Thomas, we can get some clarity for you on what we are - the areas where we're saying we're at one with you, we agree, here's what we suggest we do about it. And a couple of areas, and there really only are a couple where we have issues that we think need to be dealt with in a different way whilst still achieving the ultimate goal of the CCWG.

Thomas Rickert: Okay so I think I'm confused now because it was my understanding that this 10 point list was an exhaustive list of your concerns and alternative suggestions but you said that when it comes at least to the mission commitments and core values there might be more points. So it's not exhaustive. And I'm not challenging this, I'm just trying to understand.

Chris Disspain: Well I think it's - yes, in a sense that we believe that there are detailed areas of the report, specifically things like bylaw wording, that we might have more comments on. And we will put back into the close of the comment period. But I don't think you should expect that to be substantial. I think you should - most of the things that we have an issue with or rather the way that we are suggesting we move forward are included in this document.

But I can't - I'm not - we haven't had a - I can't say that the board has coalesced around a statement that there is nothing else that we want to say. That wouldn't be fair because a lot of the stuff that we have to say might be affected by, for example, what comes out of this call.

Thomas Rickert: I understand that everybody is working under a lot of time pressure so that's much appreciated. And it's just to be able to put things into perspective particularly since, you know, when it comes to the IRP that you also spoke about the IRP and the mission commitments and core values are very closely interlinked because the IRP would be a tool to determine whether there were violations of the mission commitments and core values.

And to the extent you suggest a change to this as well, you know, it will change things quite substantially.

Chris Disspain: Yeah. I think (Maurice) makes a very good point in the chat room, Thomas. If I can refer you to that.

Thomas Rickert: Okay so I underhand that you would find it more appropriate approach to go through your 10-point list and that it would (unintelligible) out for us to follow. So I'm more than willing to go with that. So I suggest what we do then is that you again recap on the points one by one and...

Chris Disspain: Yes.

Thomas Rickert: ...we will try to dig out the respective questions for those points from the open questions to be answered window in the Adobe.

Chris Disspain: Yes. So the - so there first one is the bylaw areas, developing fundamental bylaws and a process for modification. So we're saying mission core values import the Affirmation of Commitments. Have a community input and consultation on the development of the budget, etcetera. Commitment to fund IANA, and the IANA functions review. So we think that those are the areas that need to be covered by the bylaws. And I think we think that those are the areas that you want covered as well. So that's that.

                  And then B, is the change process, which is that the board - the way we propose the changes to be done. So I suppose we should just throw it open and see if anybody has any comments or questions on that.

Thomas Rickert: So let's see, maybe staff can help with this. Have we already collected any question on this area? So...

((Crosstalk))

Chris Disspain: Yeah, Mathieu.

Thomas Rickert: So Mathieu has raised his hand. Mathieu, fire away.

Mathieu Weill: Yeah, thank you very much, Thomas. This is Mathieu Weill speaking. And this is just to ask an initial question so that we get discussion and the dialogue going. And I read on the paper, Point B2, basically that the change process for the fundamental bylaws would require the community to demonstrate a consensus.

And I'd like to ask if the board, I mean, how does that differ from what the CCWG proposal was constructed? And why was there - what triggered the need for presenting it in a new way?

Chris Disspain: So, Mathieu, thank you. And maybe that's part of our miscommunication. We're not saying that these 10 points are actually differing from what your proposal is, we're saying there are a couple of points that are different but fundamentally we're talking about agreeing with everything - with what the goals of what you want and we're talking about the ways in which we would - we see it moving forward.

So if you take the specific clause to which you have referred, the Roman 2, those empower the community to support such change for the demonstration of consensus. There is no suggestion that that is anything different from that which is in the proposal.

The point is that we needed to put it into make point one of that list as complete as we could. So if you're looking at - if you look at - we shouldn't look at everything that is on this list as a suggestion of a change to what - to the CCWG has proposed.

Does that make sense, Mathieu, or have I lost you?

Mathieu Weill: I think what would be extremely useful at this point may be when we go through the various items would be if you could highlight what in these points is either confirming support for the CCWG proposal or proposing other ways to implement or actually raising a concern about our proposal. It's quite difficult to read this format document. And at this point at least for me finding out whether it's confirming our proposals or are suggesting new things.

Chris Disspain: Sure.

Mathieu Weill: And I guess if that's the case for me   that must be the case for many on this call.

Chris Disspain: Understood. I accept that. I can go through the document piece by piece and we can identify the points that you think are different. I mean, the obvious ones, and maybe we should concentrate on the obvious ones. The obvious ones are a proposal to achieve enforceability without changing the model. And we can discuss that in some detail and maybe that would be most useful to you.

The second is that we suggested a way of maintaining a steady state in respect to the IRP which we think is in line with what the CCWG proposal says. But those intimately involved in the IRP discussions may think that there is more to be done there. We don't think it's against what the CCWG is saying.

And we also have the issue of the - I'm going to use the term veto of the budget which we have concerns about, which were also happy to discuss. I think it would be fair to say, Mathieu, and my board colleagues can pipe up and disagree if I get this wrong, but those are the key areas where what we're

suggesting is a different way of achieving the goal to that which is in the report or a tweaked way of achieving the goal in some cases.

Do you want to concentrate on those points? Would that be helpful?

Thomas Rickert: Mathieu, why don't you get back in and respond directly.

Mathieu Weill: Yes. Yes, I think it would be useful when it's a different way to deliver on the same goal that we ensure maybe you reformulate the goal so we ensure we're in line and you highlight may be why there needs to be a different way and can point us in the right direction to check what the different way as.

Chris Disspain: Okay. So perhaps the key one to start on there would be the MSM, the multistakeholder enforcement model. And I think the key there is that we have concerns about the current proposal. We think that for it to be signed off there is a - there's a lack of detail. For it to be signed off in Dublin putting in that detail may well be very challenging.

But secondly and perhaps more importantly, we have a concern with the wholesale change to the model. We believe that -- and you can correct us if we're wrong -- we believe the goal of the CCWG in this particular area has been to obtain enforcement of the enhanced powers of the community.

Assuming that that is the goal, and taking into account the fact that we - we have the board had issues in respect to the timing and the changes to the model at this delicate time in the transition, we worked to see if we could come up with a suggestion that achieves the enforceability without changing the model.

And that's what we've come up with. We've come up with what we've called the multistakeholder enforcement model. Now would you like us to provide you with some more detail on that? If you scroll down to Number 4 - I think it's Number 4, let me see. Yes, it's Number 4.

There's a starting point there. So it says we believe that there should be a process for the community to bring challenges against the board action that's alleged to be inconsistent with the fundamental -- specified fundamental bylaws. So let's be fair about this, let's build this how this would work.

The first step is that you would put into the fundamental bylaws the powers so the power to spill the power to, you know, block a fundamental bylaws change, etcetera. So to go into the bylaws. And the mechanism declares that those things that are in the fundamental bylaws where a board action is inconsistent with those then you could -- there would be a binding arbitration process and the decision of that binding arbitration process would be enforceable in court in California.

And then -- so that's the key to it. Now how best to take forward the discussion on this, I'm not 100% sure. But why don't we start by taking some questions from the CCWG. I can see a raft of questions in the chat. I don't know which ones are more about this particular issue. But why don't we start a dialogue based around that and will try and flush out some more detail during the conversation.

Thomas Rickert: I think that's an excellent idea so let's try to identify those questions in the open question section that are relating to this. And, Chris, while we're doing that am I correct in understanding that you are offering the binding arbitration, i.e. your enforcement tool only for violations of fundamental bylaws? Because in our proposal violations are - of our bylaws would be up for challenge in the

IRP and the five community powers would be enforceable. So is there a mismatch there or would you have a congruent level of enforceability?

Chris Disspain: Thank you, Thomas. That's a really good question. So let me go back a step. First of all so we're clear, the goal is enforceability. We don't have a problem with enforceability. This is a different mechanism for achieving it.

The key is that the multistakeholder enforcement model - sorry, let me go back a step again. The key here is that we want to come out at the end of this call and have a - the focus of this call is not for us to agree, we're not going to agree on this call. So there are bound to be things like the question you just raised that would need to be discussed by us, all of us as the community, how far would there be challenges under the multistakeholder enforcement mechanism go.

And off the top of my head answering that question right now I can't, I don't know is the answer. It's there as a mechanism. The community needs to coalesce around, if it goes down this path, needs to coalesce around the things that would be included in that. And we have been put into that as does the CCWG group, as does the community at large.

So I think the answer is we're not saying it could only be this comment we're saying this is what we think where we've got to. Now let's start talking about what it can and cannot do.

Thomas Rickert: Thanks, Chris. So let's take some of the questions that have been posted so far. I guess we can start with the first one that Kavouss Arasteh has posted. And he was asking for some enlightenment about the unintended consequences. And I think that you came up with this alternative suggestion because of unintended consequences. So maybe you can speak to that because you're

obviously suggesting another vehicle for enforceability than the reference model that our group came up with, i.e. the single membership model.

Chris Disspain: Steve, are you able to answer to deal with the unintended consequences?

Steve Crocker: I can or you can order some others, there's a handful of somewhat distinct points that have been run up in our group over time. Let's see, I'm just scrolling back to pick up the pieces. I think, apologized for the pause here. And I understand the question and I think we do want to try to be specific about some of these things.

                   Fadi, are you in a position to speak to the ones that are heavily undermined and then I'll chime in with the other ones? I know one of them is that we're concerned about what the shift will be in the role of board members with respect to acting as board members versus acting as proponents of specific constituencies.

                   And we're also concerned with what the role of board members will be with respect to the normal function of a board overseeing the staff as opposed to having the community involved in a sort of fine grained way. So the question is to what extent the community and empowerment will actually play out. If it's a fine grained involvement then it's going to paralyze and undermine the ability of the organization to do anything.

                   If it is an escape hatch for extreme things that's fine, that's perfectly appropriate. And the devil is in the details and the truth is probably some - something in between those but we don't have clarity as to what it is exactly. So those are a couple of the points that we are concerned with.

With respect to the budget there is a budget process. The community should definitely be involved in the budget process. But having an ability to freeze the budget any kind of an extended process is again another way that does not translate into an operationally robust and stable organization. So it's less on principle and more on how these mechanisms play out. So it's related to the basic notion of stress testing. And this is some of the things that we've been focused on.

Chris Disspain: That's right. This is Chris again. That's right, Steve. I think also there is also the point about, you know, as Steve has said, the devil is in the detail and signing off, etcetera. From my point of view, you know, my buy-in to this model, to the single-member model is almost entirely dependent on a whole heap of things that are currently as yet undecided.

So that leads to one of our other concerns about a consequence which is that we're not, you know, we're not ready and we don't get stuff done in the timeline. The operational paralysis point, which I think Steve had already made, the change in the role for governments or the possible change in the role of the governments, the uncertainty around that and so on.

But Fadi I think microphone is open now. Fadi, did you want to say anything? And I know Cherine may want to say something as well.

Fadi Chehadé: Yeah, thank you. Thank you, Chris and thank you, Mathieu and Leon and Thomas, for allowing us this opportunity to share this with you. I think, Kavouss, on the unintended consequences Steve and Chris touched on a few.

I will add to that that the new membership model, which again was intended in order to provide enforceability in the court, causes its south of unintended consequences that may delay the transition or potentially scuttle it.

Specifically, I think Larry Strickling in Buenos Aires was very clear that we should not propose models that are not finished or have gaps because that would introduce uncertainty in stability and the possibility of capture that we don't know about.

So if we can achieve enforceability within the current model, if we can, and this is the course we are proposing an approach to do that here called the MEM. But if we can confirm with your counsel that this achieves your goal and if we can do that without potentially changing models midstream we would avoid tripping that concern that we have that Larry voiced in his comments in Buenos Aires of providing a solution that may not be completed yet or tested and that would cause instability. These would be serious issues.

I think also the membership model, as it is presented today, includes the option for advisory committees including the GAC could potentially vote. And I think if we operationalize the role of governments in the GAC, in ICANN, that is good potentially but it also could have consequences we're not ready to answer today or understand. I think stability in the role of governments is very important.

And finally, we have the premise of the transition is that ICANN is ready and steady. Of course we all agree we need to fix and improve its accountability and continue to do so. So there's no issue there that we need to improve accountability. But that's quite different from completely changing its governance structure midstream in the middle of the transition.

That does not also meet Larry's request for simple accountability enhancements rather than complex things that may cause additional questions and consequences. So that's the intent. Again, I think to focus on the positive, we are very much aligned with you and your proposal. I want to be clear on

this and I want to personally say that the intent of these 10 points was not to provide an alternate proposal. We were just trying to repeat all the things we agree with in your proposal.

Now detailed language and exact things of course we will work with you on that and make sure that we understand what you proposed with great respect. But this was not intended to be an alternate proposal, this was intended to be very much embracing what you have given us and ensuring that the specific request for enforceability is addressed and addressed effectively without question with the most stable approach to ensure our continued operation and the success of this transition. Thank you.

Thomas Rickert: Thank, Fadi. Mathieu.

Mathieu Weill: Thank you, Thomas. And thank you, Fadi. I'd like to ask two questions to the board as a whole on this - on the set of proposals. And I want to remind everyone on this call that I particularly as a co-chair, and I know my fellow co-chairs as well, we are very committed to the cross community bottom up multistakeholder process.

And part of this is a commitment to listen to all and any proposals and to give all and any proposals that due deference that is needed and consider them completely and in detail. And that definitely is my intent and I know the intent of our group.

And I have two questions regarding the set of proposals that we are being presented today. And those two questions are the same that were highlighted as potential issues with the current consensus report which is up for comment.

I would like to understand how the current -- the set of proposals introduced by Chris actually are grading - get better grades at two criteria. One is tested versus untested, the main concept here how does that actually provide a benefit in terms of being tested with regard to the single-member model?

And the second question is similar is how does that set of proposals actually be the current proposal in terms of level of details? I'm a bit puzzled because I'm hearing the issue is the lack of details and the tested untested and I'm not in front of something that I think is providing a greater level of test and security or level of detail. So I'd like to understand the board's rationale behind it and how they intend to meet those current proposals would actually fit better in the NTIA criteria that we are referring to.

Thomas Rickert: Chris, would you mind taking that?

Chris Disspain: I'm not sure -- I'm not really sure -- to be honest with you, I'm not really sure how to respond to that. For what it's worth, Mathieu, could you just rephrase that in a nutshell? What is it you're actually asking?

Mathieu Weill: I could rephrase it as how is the new -- how are your implementation proposals...

Chris Disspain: Right.

Mathieu Weill: ...not subject to the same concerns of the untested?

Chris Disspain: Right.

Mathieu Weill: And lacking details.

Chris Disspain: Well so first of all because it's based on the existing ICANN model there's no change of the governance structure. So that means that a major part of the testing problem or introducing new things is dealt with.

In respect to the detail, this builds off a lot of your - of the CCWG report. And the areas of great change are not -- what we've tried to do is to achieve is to come together to achieve the ultimate goal. We could argue about the fact that - we could argue about your assessment that there is (unintelligible) details that of input into the CCWG approach and more detail with ours, etcetera, etcetera, and we could argue the reverse. And I'm not sure that's particularly helpful at this stage.

I think that if we are agreed that the goal is enforceability then, you know, that's the point. I mean let me see if I can help you by referring specifically to the MEM. There are three different - three key differences I think between the sole member model and the MEM.

So first of all the MEM doesn't rely on a 29-vote voting model or a 20-vote or a 15-vote or a 22-vote which at this stage we don't have no clue who's going to come in and who's not going to come in. It relies on the participation at the SO and AC level using mechanisms that we already have in place and that we are comfortable with. So the ccNSO, Mathieu, as you know has some very specific mechanisms that it uses in order to come to a decision. Those mechanisms are different from the mechanisms used by the GNSO. They're different from the mechanisms used by the At Large. So that's one difference.

Secondly, under the multistakeholder enforcement model, the first thing - the first step is that you're going to - you're going to binding arbitration where there is a determination of the bylaws violation. So there's an independent

determination of a bylaws violation. And the community can then enforce that determination in court.

In the sole member model you're relying on the California courts in the first instance to determine if ICANN has violated its bylaws, at least that's my understanding.

And thirdly the member model, and you know this is a point that I've been pushing very very hard in the discussions that I've had as a participant in the CCWG with my dotAU, with my other hat on, the member model provides additional statutory rights. And so that is an issue that doesn't exist in respect to the MEM.

The key point is that the MEM is -- provides the goal, as we understand it, of enforceability with a clear - using the existing mechanisms of ICANN to come to decisions. That's why we think that this is something that we as a whole group, so not the board quietly in a room somewhere, the whole group should pursue as a way forward. I'll stop there.

Fadi Chehadé: Yeah, Chris, if I could add also if I may, Thomas, one point about what Chris just said.

Thomas Rickert: Yes please do.

Fadi Chehadé: Yeah that binding arbitration is also not new to ICANN. We already offer that in our foreign registry agreement so this is a mechanism that is in place today already, we just now would propose to you a mechanism to make sure it's enforceable in a California court and give standing - preagree to give standing to the SOs and ACs that we would not challenge their standing in a California court.

So here's what I'm suggesting, I think that in the MEM is simply, as Chris, my colleague, said, a way to implement - to give you the absolute requirement of enforceability for the first time, and do it well with proper standing for the community.

And I think if we can do that, since that's your goal, without creating a model that could have unintended consequences, I think then we all achieve our goals without.

And then as to everything else in our 10 point presentation, which is in front of you, I think the simplest way I would present it to you is that these 10 points are essentially our way of simply saying we embrace your proposal and here are ways - let's move forward with them. But frankly there is no other difference between what we presented and your proposal other than the approach in which we are proposing to address your enforceability requirement.

But whether it is the fundamental bylaws, the community powers, the removal of board members, the - at least initial IRP enhancements, the expanding the reconsideration process, the embedding of the Affirmation of Commitments into the bylaws, the implementing of everything the ICG put as contingencies and the CWG, the Stress Test 18, which is an important stress test for consensus from the GAC and how we deal with it as well as an ongoing way to make improvements, all of these things we're in sync with you on. We have absolutely no issue with them.

Thomas Rickert: Thanks, Fadi. I see Leon's hand is up and then we need to make a decision on how to best proceed with this call. So, Leon.

Leon Sanchez: Thank you very much, Thomas. This is Leon Sanchez. And I have a couple of questions and concerns of course. We've been told that the only way to enforce the rights that we are trying to provide the community with is to have a legal vehicle. So my first question would be does this model, this alternative model that you are proposing, be organized as a legal person? And if yes, well which kind of person this would be. And if no, how would we be able to actually enforce the community rights in a court of law?

I understand what you said, but to my mind there are some unbelievable right by statute that would -- could in a way be an obstacle to actually say that ICANN will respect the community's standing in a court of law.

And the third question would be if we are not able to enforce that community's rights in a court of law then how would we be achieving the dependencies and complying with the dependencies and meet that the CWG has tailored that they are relying on the CCWG's proposal. So these would be my three questions.

Thomas Rickert: Chris, would you be willing to take those?

Chris Disspain: Yes, I just need to - I just need a second. I think in effect, Leon, look, it's probably not sensible to deal with the deeper legal questions of standing etcetera, on this call. It's a matter that I think the lawyers need to sort out. We are clear that this can be done and it can work. We are assured that it's achievable. But I think it would be best to let the lawyers talk about it separately.

If they can't come to an understanding or agreement than they can't. But I think for us now to start going into what is in essence a legal discussion is probably not particularly helpful especially when there are a number of other

questions flying around. I'm not attempting to avoid the issue. I completely understand that it needs to be dealt with. But I really do think that if a lawyer to lawyer discussion.

Did I miss something else, another question that you said that wasn't on the how will it work legally?

Thomas Rickert: Leon.

Leon Sanchez: Yes, Chris, my other question would be if we don't get this - I believe (unintelligible) rights in a court of law how will we be able to achieve or comply with the dependencies that the CWG has stated or that the CWG is relying on the CCWG's proposal?

Chris Disspain: Well I think the answer is that that's a fundamental point. It has to be able to do that otherwise is not going to work.

((Crosstalk))

Fadi Chehadé: Leon, if I may, this is Fadi. We will make sure we have -- you have our commitment that every single item that is a contingency from the ICG and the CWG is going to be fully implemented without a question. So as we send you the details I am assuring you right now that every element required by the ICG and the CWG will be implemented without question. There is no -- there is absolutely no issue about that. I can assure you of this.

And as to the issue of standing, as I think my colleague said, we are given the assurance from our attorneys that this is achievable. I think let's let Jones Day and Sidley and Adler have a chat. With your permission let's let them engage and hopefully together they are able as soon as tomorrow to start the dialogue

and figure out how we can make this work. So long as we're in agreement that we are not here about changing models, we're here about giving the community the full enforceability in a California court, then we are in sync.

Chris Disspain: Yeah, and I think Fadi just made a very important point. It's a little difficult to keep up with all of the chat in the chat room while also talking. But I've been passing scene points being made about this. We believe - we (unintelligible) concerned by the CCWG, and we believe, that the purpose of the sole member model was to create the enforceability of the commitment of the community powers.

If there's a different purpose than we need to be clear about that because that's not our understanding. And we believe that, let me be very clear, we believe that what we have put on the table -- and I had knowledge of front that there is much more detail required with which we need to provide to you. We believe that that actually creates the ability to enforce the community powers without changing the model. So that's the budget, the strat plan, the bylaws, all of that stuff without changing the model. We think that that is the more stable way forward then changing the model.

((Crosstalk))

Fadi Chehadé: Thomas, if it's helpful would it be helpful to you if after this call we took some time to provide you with more details on the 10 points, more details on the MEM and furthermore that we actually anchored rather than sending you just are 10 points but actually go over your proposal point by point and tell you how we propose to implement that? This way you can see directly as I think Mathieu was asking earlier where we stand on your proposal. Would that be helpful if we did that in the next 2448 hours?

Thomas Rickert: I think that would be very helpful. But, you know, in terms of structuring this call I made the attempt of matching the board's comments and concerns to the structure of our report. I see that this doesn't work. We got questions that are primarily circling around the question of what this is that the board suggests. There is obviously difficulty to understand by many on this call how you fully support what we are doing while proposing something which appears (unintelligible).

And I'm not suggesting that it is but I guess that we need to get more clarity and information on why the board is suggesting changes. I guess that this question hasn't been sufficiently answered. You know, the proposal that we came up with was the result of lengthy community-driven, bottom-up-based process. And I guess we would need to understand why are or in what areas our proposal is inferior to the suggestions that you make so that we can reopen the discussion. So any information on that would be most welcome.

That said, since it's very hard to keep the structure on this, we go to Jordan who has raised his hand in the chat...

((Crosstalk))

Thomas Rickert: ...and then we will go through this - let me just briefly finish and then I would suggest that we try to respond to the questions that have accumulated in the Adobe room so that we actually answer some of the questions there are with the community. So, Chris and then we go to Jordan and Alan.

Chris Disspain: Yes, I just wanted to respond to what you just said. I think that what we said and what we're going to say and what we're going to be coming out in as part of the comment the experience that we had in the first comment period, I put this in the chat room in response to Phillip Corwin, the experience that we had

in respect to the first comment period where we put in some stuff (unintelligible) with the impact - sorry the questions and so on, indicated to us that we should make a real effort to give you guys a heads up so that when our comments come they weren't, you know, they weren't a blow-up, they were, you clearly knew what we were thinking and where we were going.

It's no different really to other comments that might receive from the community and not wishing to take Alan - to pick out Alan as an example but it just happens to be the most - the closest one or the nearest one. He sent a note to the CCWG list yesterday questioning the model.

And that's where we're at. We're saying these are issues that we have and what we've done is perhaps go - what we thought you wanted people to do was to provide solutions. So we've gone one step further, we've said we have an issue with X and we've gone to the next step and that is but we think we can get what everybody wants by doing Y.

And so we're putting that on the table and saying now we will need to move forward as a community. It's not a negotiation between the board and the community or the board and the CCWG, it's not about dissing the membership model. It's about saying these are our concerns as a group in the same way that, you know, a number of ccTLDs might have concerns as a group or the Intellectual Property Constituency might have concerns as a group. These are our concerns. We want to put them on the table for you very clearly so that you can understand.

And by the way, here's what we think we can - here's what we think will achieve the same thing in a different way.

Thomas Rickert: Thanks, Chris. Jordan.

Jordan Carter: Thanks. Can you hear me?

Thomas Rickert: Yes we can hear you all right.

Jordan Carter: Thanks. Hi, it's Jordan Carter here from dotNZ for the record. I was the CCWG rapporteur for the (unintelligible) report. I wanted - I apologize about any noise, I'm an airport and there's screaming children. I just wanted to respond to Chris's points from a few minutes ago about whether enforceability was the sole driver of the sole member model. And I want to be clear that it wasn't.

It was a combination of enforceability and the change to the relationship between the board and the community and the board's fiduciary responsibility that come with a membership model. Without some kind of membership model there are things that the board won't be able to agree with and (unintelligible) possibilities that won't be able to be binding.

And without the creation of some kind of legal personality most simply through the community mechanism as a sole member, the community won't be able to enforce the outcomes of an IRP. So that's one point I wanted to make.

The only other one I wanted to make is that the 10 points in the notes do amass to a very substantive revision of the proposal. There are powers that are removed, there's the removal of the community mechanism as sole member and such. And I really would encourage the board if it wants to do that (unintelligible) fundamentally changing the proposal that it should take a very close look at its responsibilities to do so in a way that is complete.

In other words, what is in the CCWG's proposal has got a huge amount of work and testing and teasing out and interrelationships throughout it that has been very carefully put together and subject to hours and hours of legal advice and scrutiny.

By changing some parts you've just maybe unknowingly relationships with other parts of the proposal. And so it isn't going to be viable, I don't think, to plug in and plug out parts of the proposal without doing very careful due diligence. So my urge would be rather than as said and slightly extended comments, so I think it would be very helpful, as Fadi suggested, to get more information (unintelligible).

If you want to go through (unintelligible) very fundamental change I would urge you to consider making it a complete description of it and kind of assurance for us and for the community as a whole that all of the key factors have been considered (unintelligible). Thanks.

Thomas Rickert: Thanks, Jordan. Chris, would you like to respond to that?

Chris Disspain: I had something that I wanted to say but I thought - I want to just check in those others that have got the microphone open at the moment, Steve and Fadi and see if they wanted to respond.

Fadi Chehadé: Thank you. Thank you very much, Jordan. I think simply to say that I don't think it is appropriate on this call for us to discuss whether this is going to be achievable or not. All we're sharing with you in great clarity but also transparency is that we are receiving very clear advice that we can achieve this and that the ultimate resort for the community can be in a court and that the standing can be achieved in different ways that are possible in California.

So why don't we just agree that we are agreeing with you that the community must be able to get enforcement in California courts, that we will ensure that they have the standing to do it without question. And if we are all in agreement that we are in agreement with each other let's then let the technical people go solve this. If they call come back and tell us that frankly that advice was fraud, then let's deal with it then in good faith. But that's what we're sharing with you.

And the flip to that is we're sharing - that the reason why we would rather go with the current governance model is not to say that our current governance model is better than a sole membership model. We don't - we can't make that statement. The full membership model has its own merits, so does our model.

But the question is do we want to listen carefully to NTIA's ask to keep it simple, to provide no gaps, to really come back to them with something that works? If our goal is accountability and if we can achieve it with minimum gaps and minimum upsetting of existing structures I think we should all be embracing that and moving forward.

So long as you get what you have asked for, which we are now telling you we're in agreement with you on, without reservation.

Thomas Rickert: So, Fadi, I guess that's the difficulty judging from all the questions there are in the chat, you know, there doesn't seem to be an understanding of alignment but rather some confusion with respect to the suggestions that are being made. Alan.

Alan Greenberg: Thank you very much. As some people have noted from the message I sent earlier today or last night, I'm not particularly wedded to a particular model. Yes, the sole - or community mechanism as sole model is the one we have

today. I have a bit of a memory saying we have endorsed something like four different models as we went through this process. And each time we thought it was the right model. So I'm not really particularly wedded.

The issue of legal persona for ensuring the enforceability, we determined that empowered AC SOs had legal persona. We have determined now that the community mechanism has sufficient legal persona to be a member. I presume it also has sufficient legal persona to go to a court of law.

We've come up with a bunch of different ways that we can put legal personas on top of the ACs and SOs that we have. So yes, I would like legal confirmation from our legal advisors that what I'm saying is not something I'm imagining. But I think those problems are solvable.

I'm hearing a very strong message from the board saying they have problems with what we're proposing. I have got to presume that those issues and problems will be covered in any transmittal message that they send along with our proposal to the NTIA. That's troublesome in my mind.

So since I think the problems can be addressed, and yes it is a radical change from what we are proposing, let's not mince words, hopefully we will get the same end but will do it via a different mechanism, then I would like to have confirmation from our legal advisors that yes this is a viable way. Maybe it's not their preferred way, maybe it's not our preferred way but it's viable.

And second of all we were on a timeline where we said we had to have approval of this by Dublin. There is no way we're going to get approval of this by Dublin. So the question is how is the timeline going to be revised so we can still make the transition? Thank you.

Thomas Rickert: Thanks, Alan. I suggest we now move to the questions in the notepad. And I would suggest we just take them one by one since I guess we can hardly have a really structured discussion that given all the questions that we saw so far. If the board specifying those types of bylaws which it feels are the only bylaws that can be identified as fundamental?

Chris Disspain: Sorry, Thomas, it's Chris. Can you just -- are we starting at the top of that page, is that where we are?

Thomas Rickert: Yes, I suggest we go through them one by one, you know, because the discussion in the chat is going all over the place and I guess...

Chris Disspain: Okay.

Thomas Rickert: ...we just need to make sure that we get some of the concerns responded to. And I would suggest we take like three questions from the notepad and then we move to Becky.

Chris Disspain: Okay.

((Crosstalk))

Chris Disspain: So my answer to the first one is, which is common is the board specifying those types of bylaws which it feels are the only bylaws it identified as fundamental. My understanding is that what we said encompasses all of the things that all of the areas that the CCWG believes should be included in the fundamental bylaws. I don't think we have any difference between what we've said and what the CCWG report said.

Thomas Rickert: Okay thank you. The board's list of points on the list and criticisms and law or operation of the CCWG's proposal should we create them as a rewrite and get the problems - are trying to tackle? Or is some other approach proposed? I guess that was early in the presentation. But nonetheless you might wish to respond to that.

Chris Disspain: Well all I would say is I can't -- it's entirely up to each individual person how they take what we're saying. And it's quite entirely up to me and I have to tell you the motive and the purpose behind it. I don't think there is much gain to be had by bouncing a ball backwards and forwards that said is this entirely new approach or is this tweaking the existing approach.

Thomas Rickert: Thanks. I'm supportive of a more critical-based approach, as Jordan (unintelligible). What problems are we trying to solve with each of these recommendations?

Chris Disspain: So I think my response to that would be we've identified a couple of areas where we have issues and we've outlined what those are, as the model change itself and a particular issue with the budget. The rest of it is an attempt by I have to say we agree with what you want, here is our suggested way forward of bringing that to fruition.

Thomas Rickert: Thanks, Chris. And, you know, given the limited time that we still have if we reserve the last 30 minutes of the call for the last item I suggest that we close the list of questions and try to get as far as we can. But before we move on with the questions let's hear Becky and then Tijani.

Chris Disspain: Could - sorry, Thomas. Just before you do that and I make a suggestion? I'm happy for us to go through the questions and I'm sure that the other board members are as far as we can. But I also suggest that what we do, as this

hasn't already been said - I've missed this - is that we do take all of these questions out and respond to them as rapidly as we can in a note to you.

Thomas Rickert: I think that would be appreciated, yes. Becky.

Becky Burr: Thank you very much. Becky Burr for the record. And thanks to everybody who has been participating in this tonight. I said from the beginning and I feel compelled to repeat again, that the issue of enforceability is not properly and productively thought about as enforceability and resort to courts. But it really comes down to be allocation of authority to the community, shared authority to the community between the board and the community for sound decision-making here.

Absent the membership model we've been told for the past nine months, and we have looked at this, you know, we've combed over every rock on this, that the board does not have the legal authority to bind itself to binding arbitration with respect to certain issues that are critical to the community to be part of the decision-making.

In fact, that advice that we are hearing has been consistent with the advice that Jones Day has given ICANN for 15 years as far as I can tell. What is it that makes us think suddenly that absent the kind of legal structure that allows enforcement of shared authority we can get there? And that's one question. Because, I mean, I hear you all saying you want something that's enforceable. But no one, including not the lawyers, has told us how we get there. And the lawyers that have been working with the CCWG for months has been very clear about this issue.

And in fact at some level what the board is proposing sounds far more radical than what the CCWG is proposing to the extent that we have caveated this with, you know, to the extent permitted by law and things like that.

And second, you can call this whatever you want, you can call this an embracing of our proposal, you can call it whatever you want. But the fact is that it is an approach that is profoundly different than either of the two models that have been before the community. So to the extent that we are concerned about timing and getting this done and not standing in front of the IANA transition that we all want to happen, what is it that the board is actually proposing to make this happen in a timeline that works and that is faithful and respectful of the multistakeholder model?

Thomas Rickert: Thanks very much, Becky. Chris, would you care to respond?

Chris Disspain: Only to say that, Becky and I could spend many a happy hour bouncing these things backwards and forwards between us and arguing them from positions of lawyers and positions of community members and so on. I think that Becky's raised some specific and important questions which are founded in the legal aspects of what it is that we're talking about. I'd like to take out of this discussion, if I may, and have - and have that discussion.

As I said earlier on in respect to, you know, the detail needs to be hashed out with the lawyers. But other than that I don't have anything specific about what Becky said today and I want to address at this stage.

Thomas Rickert: Thanks, Chris. Tijani.

Tijani Ben Jemaa: Thank you very much, Thomas. Do you hear me?

Thomas Rickert: Yes we can hear you all right.

Tijani Ben Jemaa: Okay, thank you very much. So thank you all the board members and Fadi. We have been told during the - all this time by the lawyers that if we don't - if you don't have a legal personality you will not be able to go to the court. Now you say that this is a technical thing. Yes, we got the technical advice from the lawyers. So I will not be arguing more, I will - to be positive, I will welcome your proposal, Fadi, to give us detailed description of this model.

Detailed in the sense of how it will be possible to enforce an arbitration - an internal arbitration. How the community will have its say in this process. It seems that Chris does not understand very well our proposal because he said in you model that is 29 votes, etcetera, in our proposal it will be inside the SO and ACs with their rules of procedure. It is the same for our proposal. For two, it will not be a Council where you will have representatives of the SO and ACs voting and taking decision. It will be the SOs and ACs who will take the decision, who will vote. And the sum of those votes will be the decision of the single member model.

So to be positive, yes, please give us details but give us real details so that we understand because now we are lost. Thank you.

Thomas Rickert: Thanks very much, Tijani. Chris.

Chris Disspain: Yeah, I acknowledge what you say, Tijani, and I appreciate that this is a very difficult - we're starting a process where we've giving you heads up of what our thoughts are. I understand that the need of the different ways that different people deal with all of this detail and I appreciate that we need to provide more information and more detail and also to address the point that you raised in respect to votes, etcetera, given that it is something that has factored into

our consideration. I don't think we don't understand what you're proposing, I just think we look at it in a different way.

Thomas Rickert: Thanks, Chris. I suggest we then take a couple of questions from the notepad. So there is another question from Becky. "Can you please clarify whether the proposal is being introduced our way forward, i.e. an interim approach or intended to implement the recommendations of the second draft report?"

Chris Disspain: No, it's not an interim approach. It's - there is - I think we all agree that there are some areas, including perhaps the main one being the IRP, that needs - that will need to be dealt with in two steps, i.e. steady state now and then steps in the future. But what we are talking about is not an interim proposal, per se, it is a suggestion of how to achieve the goals that we understood were the goals of the CCWG, the four building blocks that are encompassed at the beginning of the CCWG's proposal.

Thomas Rickert: We need specific questions from the board and not general and partial comments. Like public comments we need precise comment on each item. Does the board wish to stick to the current model and make some cosmetic changes to the process? A question from...

((Crosstalk))

Chris Disspain: I think that's been dealt with.

((Crosstalk))

Chris Disspain: That's already answered I think.

Thomas Rickert: I suggest we still go through the question because I don't want there to be my or our value judgment only whether we...

((Crosstalk))

Chris Disspain: Completely agree, Thomas. Completely agree.

Thomas Rickert: Does proposed steady state on IRP reflect the mission, commitments and core values proposal from the CCWG?

Chris Disspain: That would be the intention assuming that we coalesced around the mission commitment and core values then that would be the intention, yes.

Thomas Rickert: Thanks. Does the board agree the bylaws should be amended to, one, limit ICANN's mission: and, two, to require a bottom-up process for new policies? Question from Steve DelBianco.

Chris Disspain: Not sure that the board is not -- so to go back to -- I think we partially covered this. The board does not yet have a formal position on the exact wording of the mission etcetera. And I'm unclear on the second point because the bottom-up policy stuff is our bread and butter, it's what we do while the time. If there are tweaks that are required for that then so be it.

But I think I've are dealt with it by saying we don't yet have a formal position on it. But I certainly wouldn't - I certainly don't think there is an issue with the bottom-up processes for new policies as a - of course, that's what we do. That's what we do. But I'm struggling here simply because it's a very specific question about our agreement to what you have currently proposed in respect to the changes to the bylaws. And we have not had a formal or indeed a deep discussion about that so I simply can't answer that question.

Thomas Rickert: Thanks. I suggest we take two more questions from the notepad and then moved to Kavouss. What do you see as the challenges to the single member model? And how does the arbitration recommendation mitigate those challenges by preserving the possibility?

Chris Disspain: I think we've covered that one in the discussions that we've had.

Thomas Rickert: What is the...

((Crosstalk))

Thomas Rickert: ...enforcement - I would agree with your response, Chris. What is the enforcement model and how does it differ from the sole member model in the CCWG proposal? So I think that was also covered, Chris?

Chris Disspain: Yeah. Yeah, I agree. I agree, Thomas, with the absolute caveat that we need to rapidly provide you with some more detailed information.

Thomas Rickert: Thanks. So let's move now to Kavouss. Kavouss, the floor is yours.

Kavouss Arasteh: Yes. Thanks, everybody. I don't think that the issue is the text of the core value or Affirmation of Commitment it would agree after some (unintelligible). The problem is the board does not want that the community be empowered to act against action or inactions of the board. They don't want that. It's quite clear.

And I don't understand how the board could give an explanation without making a sole member the community that they empower to act under the existing structure. Under the existing structure it really does not have any

empowerment to do anything but just make suggestions. And the board is free to accept or not to accept that suggestion.

And the IRP the board does not want any binding decision at all. They have the freedom and they want to continue to have this freedom. Once they have a difficulty they just try to speak on behalf of NTIA. NTIA wants this. NTIA wants that. I think NTIA have full possibility to explain what want and what it doesn't want. I don't think it is up to the board to say that NTIA would like to have this or NTIA would like to have that.

I am not convinced that under the existing mechanism community could have any stand at all, it doesn't work legally, it does not work. We had these discussions for months with the legal advisor, many, many documents were distributed and we came to the conclusion that in order to empower the community we should change the current situation. But people in the board saying that we could adjust the current situation in order to have accountability being enhanced. It is impossible. Just impossible. Thank you.

Thomas Rickert: Thanks very much, Kavouss. Chris, any comments on that?

Chris Disspain: I think Fadi is going to make a comment about that. Fadi.

Fadi Chehadé: Yeah, thank you, Thomas and thank you, Kavouss. Let me be superbly clear, it is not true that this board is saying no to community powers. I don't know how you read that. We are embracing the community powers that you are asking for in your proposal. Period.

Number two, it is not true that this board does not any binding action against it. We have said clearly on this call that we are accepting binding arbitration and that we are briefed about a process for the community to get

enforceability on it. I think as a community instead of being defensive about ideas we've had, let's embrace the fact we are aligned 100% on the goal and the objectives.

And yes, you are right, NTIA doesn't decide what accountability mechanisms we as a community need. We decide. We are working together with you to figure out the best way possible. However, unless we are all saying we don't care about the transition, of course accountability comes first. It's no good to be unaccountable and badly governed and be through the transition. We agree. The priority is to be accountable and to be well governed.

But I believe that most of us have been working hard to also see through a transition that proves the strength of the multistakeholder model. And you have worked very hard yourself, Kavouss. So I think whilst we are not necessarily saying we need to do exactly what NTIA wants, we need to be cognizant that NTIA has given us clear criteria. And if we -- unless we don't care about the transition, we should ignore them. But I don't think any of us would like to ignore them.

So if we can achieve both goals of making the board accountable and responsive to community powers, making the board of guide by binding arbitration and give the community standing to actually get these arbitrations enforced and make sure we don't trip any of the criteria NTIA set so we can finish the transition I think we would all be successful I believe. And that's our goal. And it's no different...

((Crosstalk))

Chris Disspain: Fadi, you might be talking to an absent Kavouss at the moment. He appears to have dropped off the line.

Fadi Chehadé: Kavouss is never absent. He may not be...

((Crosstalk))

Fadi Chehadé: ...but his spirit is with us and I'm sure people will report to him what he needs hear.

Chris Disspain: Okay.

((Crosstalk))

Thomas Rickert: Kavouss is at least in the Adobe so he might not be able to speak. But I'm sure that he can listen. Otherwise, Fadi, and your response is on the record and I'm sure that Kavouss will check it out. Chris.

Chris Disspain: And Steve wanted to say something here I think, Thomas.

Thomas Rickert: Steve.

Steve Crocker: Yes, quite. Thank you. If I might. There is a point that I think is very important that I think we want to make sure rises to the top and is visible here. Chris and Fadi have emphasized that what we're saying will work and will accomplish that perhaps the credibility of that is not yet clear because of perhaps a lack of focus on the mechanism that is being proposed that will in fact accomplish what we are talking about.

                     The point that Kavouss pressed, and I think he did a first-class job of explaining what his understanding was, and perhaps the understanding of others, is that there is no legal enforceability. And that is exactly what we

think we have fixed. We think that there is in fact legal enforceability. We think it is exactly as strong and as effective as the full membership model and that it is a fundamental shift from where we have been in the past.

We fully understand that in the past the board has retained the prerogative of not following the results of arbitration because it wasn't binding. And we fully understand that there were limited if any ability is for various parties to bring suit. We are proposing in good faith and in all sincerity a very substantial shift in the mechanism. That shift is based upon building into the bylaws a requirement that the board - and that ICANN is an organization agrees to binding arbitration.

That is the shift that makes all of that possible without all of the complicated machinery of the full membership model. So one could argue about whether or not that's better or whether the sole membership model has problems and so forth. But I think that we do not want to lose sight of the fact that what we have put on the table here is a mechanism that is purposefully, deliberately crafted to provide exactly the strength and unchallengeable mechanism to achieve what being said.

So the claim that the board can ignore all of this or that we wouldn't be challenged is wrong, just wrong on the facts. And if it were correct then we would be -- we would not want to be arguing that this is an adequate proposal, an adequate thing to put in front of you. We think that we have created a mechanism that will accomplish exactly what you're trying to accomplish, does it in a much more straightforward way and is implementable within the existing corporate structure. And there is a lot of value in doing so.

But it is very important that the mechanism that we're talking about be understood by all parties, by attorneys on every side and by laypeople so that

it is quite understandable and credible. There is no attempt to hide anything here. But there is a requirement to actually take note of the fact that these different mechanisms that we're putting on the table are qualitatively stronger than what is existing. So this is not a preservation of the current model at all, I mean, the current operations.

So I apologize for cranking on about that but listening to this back-and-forth I had a feeling that that point was not coming out strongly enough.

Thomas Rickert: Thanks very much, Steve. Let's go back to the list of questions. Absent membership structure the board - is board legal permitted to share authority and make enforceable with respect to the community powers? A question from Becky.

Chris Disspain: So we've attempted to cover that by saying a share authority is the particular legal phrase, which I'm going to put to one side for a minute. But to be very clear we are advised that the proposal for the multistakeholder enforcement mechanism creates the ability for the community to enforce the community powers through an arbitration process and ultimately through a court.

Thomas Rickert: Assuming the binding arbitration is enforceable in court what legal entity would be used by the community to bring the action? From Greg.

Chris Disspain: A detail which I don't have in front of me right now. I will come back and either answer it or not in a little while, move onto the next one.

Thomas Rickert: Good because I think that - that seems to be one of the core items although some members that participated on this call have said that enforceability was not the only reason for this model.

((Crosstalk))

Thomas Rickert: I guess...

Chris Disspain: Yeah.

Thomas Rickert: ...it's very important for us to understand how you provide the same level of enforceability with a different mechanism or with an amended mechanism.

Chris Disspain: The two things, Thomas. One is you've raised two point. First is I really am going to resist getting down into the legal detail on this call. I'm really happy to have that discussion I think once we've got a clearer understanding with the lawyers that they are on the same page.

But secondly, and importantly, you are right, it would seem from some of the things in the chat room that - that there is a disagreement among some people about what the purpose of all of this is. I'm going to say it again so everyone is clear. Our clear understanding based on conversations that we've had with you, the CCWG, and a couple of specific questions that were asked in the briefing session the other day, is that the purpose of the model was specifically to provide enforceability.

Thomas Rickert: Yes, and I was building on that as you will note. But I guess that, you know, one of the main takeaways for me is we wanted to take stock before moving on is that I think our group has difficulties understanding why you are coming up with alternative suggestion that provides enforceability if we fail to understand how enforceability is achieved.

So I think that our group is open-minded and, you know, we're listening...

Chris Disspain: Yes...

((Crosstalk))

Thomas Rickert: ...to the suggestions that you're making. But I guess that for us to revise the model discussion, if you wish, I think an essential question to be answered how we reach the same level of enforceability. So I understand...

((Crosstalk))

Thomas Rickert: that you don't have the (unintelligible) today but I think that needs to be done for discussion.

Chris Disspain: I completely agree with you. I mean look, let's be clear, and you understand this, you do this every day, it's a judgment call. How much detail did we - should we have brought to this discussion with you, how much detail should we have provided upfront, how much detail should we be providing following up from the call?

It's a judgment call, and there's no point in reading motives into it. We just - we want to get this process moving. We're making suggestions. We're very aware of the fact that there are going to be - we were very aware and continue to be aware of the fact that there are going to be very specific legal questions. We've asked our lawyers to share their advice to us, with Sidley and (Adler), and that process is already starting. Our overarching - the overarching goal of all of us, us in this community, should be to bring all of us to a consensus decision.

Thomas Rickert: And I couldn't agree more. And let me just repeat what I said on a couple of occasions. After the first report, we got pushed back on the reference model

we had at the time. And one of the main points of criticism that came from the board was the derivative lawsuits and statutory change that you saw in the list, and we changed that, right?

Now we've listened to your concerns, we came up with another suggestion. Now what we're hearing is that you're missing details and that there are gaps in our proposal, and you mentioned some of the areas where there is an uneasiness with respect to the suggestion that we are - that we're making. But I guess what I sense from all the questions in the chat and from the - all interventions that have to made is that we are missing details. We are filling gaps.

Chris Disspain: Absolutely.

Thomas Rickert: And what you are suggesting, right, so I think...

Chris Disspain: I completely agree.

Thomas Rickert: ...in order to have an informed discussion, we need to, you know, we think that you thought hard about how to improve weaknesses, but I think our group needs to understand what the weaknesses are and why the model or the variations to our model are superior to what we have, while meeting all the requirements, right?

So let's move to a couple of more questions in the remaining time. That was a question from (Jordan), number 12 I'm looking at. Let me read it out anyway. "In particular, it is worth noting that (unintelligible) type of decisions, it needs the leader personality." Okay so the leader personality issue, we already covered. "Without membership can the board legally agree to binding arbitration that might generate a decision that goes against the board?"

((Crosstalk))

Chris Disspain: ...the answer to that is yes.

Thomas Rickert: Good. And I note that Kavouss has raised his hand. Let's take a few more questions from the notepad and then move to Kavouss. "Without membership" -- sorry -- "the board has expressed a number of concerns over the powers that would be afforded to the community via our membership model with perceived risk of such a system. How does the board see concerns with the fact these mechanisms are used in other corporate governance structures across both US-based corporations and indeed other international organization with complex missions and goals?" A question from (Jay).

Chris Disspain: In the same way that the CCWG and the community generally consistently and often acknowledges and operates in particular ways, because ICANN is not the same as a other US-based corporation, and standard corporate governance models may not necessarily be appropriate.

Fadi Chehadé: Yes and furthermore, if I could please, Thomas, we are not rendering judgment on the membership model. We are not. And it may be ultimately a better model. We just don't know that. So this is - I want to emphasize so people don't feel that the work that has been done by the CCWG in any way is viewed by us as the wrong direction. Quite the opposite.

I think most of what we are saying today is we are embracing the concept and the element of the proposal and moving forward with you towards starting to strengthen the accountability of ICANN in every one of the elements you have.

The issue of the model is not so much that is this model better than the other model, it's the concern that in the middle of the transition, we are also trying to change not just strengthen accountability, strengthen mechanisms, provide new mechanisms, we're changing entirely the governance model. We're moving from a car to a boat versus strengthening the car.

I don't think it is wise for us in the middle of a time of great transition for us to also be changing fundamentally. Now you tell me fine, but we need to achieve our goals to strengthen the community powers. And I answer yet again, if we cannot work with each other to figure out a way within the existing model to implement the community powers and give you binding arbitration and give you enforceability, then we will move with you towards a different model. But we are committed to that.

And we're just asking you to work with us in the days ahead, not the months ahead, because there's no change of model here. It's within our model so that we can figure out how to implement all those community powers, write the bylaws, implement a process for binding arbitration that give you the standing to challenge us in court. We are committed to that, no question about it.

Thomas Rickert: Thanks, Fadi. Let's now move to Kavouss, and Kavouss I'm now giving you the floor, because obviously you've been disconnected so you might have had a follow-up question. And for the remainder of the time we're just going to work through the questions on the notepad. Kavouss?

Kavouss Arasteh: Yes thank you. I think Fadi mentioned that in the middle of transition we changed totally the process. It means that the board does not want any accountability at this stage and just make the transition, and after that is done to have accountability. And we would be very happy to receive the board's model for community empowerment and binding the IRP. This is just we

heard something, but we don't know anything about that. It is a very, very unknown process.

We would be very happy to receive a full description of that with all legal validity and legal qualification of that. We have worked six months, or even more than that. In Paris there was seven board members. None of them raised the questions that they raise tonight. This sole board member - sole membership, we discussed in Paris and there were seven board members. None of those said that this doesn't work. Never we have heard of the board model that they're talking about tonight.

There is a possibility under the existing process to do all these. What is that possibility, how it works? Please describe that. So now the board owes to us give full explanation to what they mean by this new model that they propose, or they refer to. So let us receive something from them. And this discussion I think is endless. It is impossible to talk about something in disguise. Thank you.

Thomas Rickert: Thank you very much, Kavouss.

Chris Disspain: Thanks, Kavouss, if I -- thanks, Thomas. Two things, Kavouss, if I may. One, yes I agree that we need to provide the detail, which we've said we're going to do. But secondly, I do think that it's not quite correct to say that people didn't speak up in Paris. People did speak up in Paris, (George) specifically I recall, and so did (Cherine), and others of us have spoken.

So I just don't think it's fair to say that no one spoke up about issues. There were issues cast about the powers in respect to budget, about paralysis, about the possibility of some of the powers meaning that the board - that the organization couldn't function properly. Those were on the table in Paris.

Thomas, you can move onto the next question now if you'd like.

Fadi Chehadé: Hold on, Chris. I'm sorry, Thomas, I just need - because Kavouss made some very powerful points that I think need to be addressed directly.

Chris Disspain: Okay.

Fadi Chehadé: Let me be superbly clear on this. I think the whole board would agree with me. We are immensely appreciative and deeply respectful of the eight months of work you all have put into this effort. There is absolutely no new proposal. We are embracing your proposal and the objectives of the community.

Please hear me on this. There is no new proposal. The work you've done is immensely valuable. Take your work and break it down: board removal, standing reconsideration, enhancing - getting the IRP back on the track we set, you know, fundamental bylaw, binding arbitration or mechanisms of enforceability. All of the things you have come up with, we are accepting.

So when your reaction to our two last hours is that we're refusing to add any accountability, I don't know how you come to that frankly. We are being superbly clear about this. We are in - the work you've done is immensely valuable, and we are embracing it. We are just working with you.

It's all - you yourself in the proposal say that this proposal is not finished, it needs a lot of work. So what we're saying to you is let's take this proposal which is not finished and let's figure out ways to make it real, and real in the next few weeks so we can move forward. So we are embracing it, we're just offering some paths.

The only area where we are telling you we would like to propose a different mechanism to achieve the same goal is the enforceability. Now we are not able to prove to you legally on this call that this enforceability approach we're taking is going to achieve your objectives because we don't think it's appropriate on a call with 100-plus people to do that legal dialogue.

Your chairs have been kind enough to allow our attorneys to reach to you. I hope they maintain that promise, and let's engage and let's work with you. And if we can't come to an agreement on that, let's talk again. But we are committed to your goal. Period. And respect deeply what you've done.

Thomas Rickert: Thanks, Fadi. Let's now move to the next question. And if I'm not mistaken that would be question - an unnumbered question. "Most organizations are fairly common, what are the unintended consequences you are referring to specifically?" I think Steve has made an attempt to respond to that in the meantime.

Sixteen, "Does the board have a legal opinion that the board - that the proposal provides actual enforceability?" So that's something that we're - that we've taken offline. "Chris, what do you believe are the pieces of the membership that are undecided and this creates alleged risk?"

Chris Disspain: Well I mean I can give you some examples but it's a much longer discussion than we have time for. But an example would be things like first of all we don't even know who the members are going to be yet. We - but, you know, again I think in the discussion we've had for the last however long it's been, nearly two-and-half hours, I think the essence of what we think some of the issues are with it have come out. I acknowledge that we need to address that in greater detail.

Thomas Rickert: "Does the board oppose having the GAC being a voting body in the full member?" A question from (Anne).

Chris Disspain: We're not opposing anything really. It's a discussion for the GAC to have. However, there is a clear point that anything that is perceived by the US to be an increase or a decrease in the powers of the GAC could be problematic in getting this transition through. Oh sorry, of governments, rather, encumbered by the GAC, could be problematic in getting this through.

The operational aspect of putting the GAC into a voting situation raised concerns. So yes there are - we're not opposing anything, but we - but there are concerns that have been expressed quite loudly by GAC, individual GAC members, by people at the meeting in Paris, et cetera, circling around the issue of what the GAC's role would be. And there are issues in detail that exist in respect to the possible clash between the current GAC bylaws and any new bylaws that may be in place, not that they're insurmountable, but they would need to be dealt with.

Thomas Rickert: Thanks. "Is it understood from the comments made so far that the board does not wish to have any actual or real changes but just maintain the status quo?"

Chris Disspain: No.

Thomas Rickert: I see staff was writing something in the notepad so...

Chris Disspain: The answer is no. That's Kavouss' point, and the answer is no.

Fadi Chehadé: I mean let's - I don't know how we could be talking about status quo. Let's start with board removal. How is that status quo? We are embracing that. Creating fundamental bylaws; how is that status quo? Expanding the scope of

reconsiderations; how is that status quo? So I'm not sure - I mean are we having a failure of communications or...?

I need some help from you, chairs, because frankly we are being very specific that we are ready to improve and embrace the powers the community's asking for. And frankly what I'm hearing is dissonance. I'm hearing that we're not - and I'm taking full responsibility with this with my board. What can we do to convey that we are aligned with you and accepting the elements of your proposal and the enforceability and working with you to figure out how to make that happen?

Mathieu Weill: Fadi, if I may. This is Mathieu speaking. You mentioned the fact that the board is embracing the board removal and recall proposals. It is correct that it's point six in your document, but - and that is through pre-service ledgers to require a resignation.

But the board's written proposal differs very significantly from the CCWG report on the cases that would - it introduces significant restrictions to these powers that are not in the current report. That is I think an example of where, although we may have a lot of common ground, there are at this point perceptions until the detailed written proposals are provided and analyzed, a perception that there is a strong difference in terms of goals and requirements between what the board is introducing today and the current CCWG consensus report. So that's my way to help.

Chris Disspain: Mathieu, this is Chris. Can I just have a brief - I want to briefly respond to that before Fadi says something. I think - I mean this - we are in a public comment period at the moment, and surely during a public comment period everyone, including individual board members or the board as a whole, is entitled to make comments.

What Fadi was saying is what we've been saying all along, is that your proposals is not set in stone. Otherwise why are you having the public comment period. We're making...

Mathieu Weill: That's okay, Chris. That's okay. I'm just saying it is something that some in our group, and you see that in the chat in the questions, are reacting very strongly against is the statement that says we are aligned. That is not yet the case, and the board is perfectly legitimate in saying that they disagree with the current proposal. But it makes me feel very uneasy when we say we are 100% agreement and we're not. It's okay, yes, if there's not agreement from the board on the current proposal. Now is the time to say it. Let's say it.

Chris Disspain: Sure.

Mathieu Weill: Let's just try and deal with it. That's what I was asking. I was responding to Fadi saying but I don't understand, we're all in agreement. I think there are examples that I'm starting to see in the written proposal where there's no - not yet an agreement, and that's further work, that's all. That's perfectly fair. I fully respect the board's feedback on this. Let's just not say agreement when it's not.

Thomas Rickert: Steve, did you want to...?

Steve Crocker: Yes certainly - thank you very much. This is Steve. I take this one. I think I share your preference for straight talk and for getting into the details and making sure that when we're aligned it's backed up by a common understanding of what's underneath this, and when there's not that common understanding then we should not claim we're aligned. I - and I think that

that's the only way to be mutually respectful. And I apologize on our behalf if we have come across in a somewhat different way.

I think that is important at multiple levels, it's important from a mutual respect point of view and, more importantly, important from a substantive point of view that we do the kinds of things that were mentioned earlier which is now give into the specifics and figure out which things are comparable and consistent with each and which things are not, and then to have a careful discussion about all that, which moves me to the place that I suggested we need to be at this point in the call which is to step back from the detailed discussion of these things, take stock of where we are and work out what our next steps are going to be.

I suspect that it will be helpful to have focus on individual parts, but that's just a suggestion. There is also a suggestion that we have a face-to-face meeting with the groups. And if you would want to do that and want to invite us to join you, that would be we think very helpful. But this is really your process and we're eager to participate and be involved.

Fadi Chehadé: Yes. And, Mathieu, to add to what Steve said, what I'm trying to say is that we have an agreement with you on all the high level elements and principles in your report. Now we have lots of suggestions on the detail. And in our view, there are areas where we can improve some things, but it's at the detail level, not at the high level principles and key elements.

So that's the work we're going through with you and we will send you these details. And we may or may not be in agreement on every detail, but that's part of the process. But what I was trying to convey, and even if some people think this not straight up, it is straight up. We are in agreement with you on the high level elements of your proposal, no question.

Thomas Rickert: Thanks, Fadi. Before we move to the next steps, and actually we have some suggestions in terms of taking stock, let me just briefly recap that, you know, it always been the process inside the CCWG that we did reconsider our work result based on identified issues with what we had on the table.

And I think, you know, judging from all the comments and questions that we saw today, it's quite apparent that our group has not yet understood why we need (unintelligible). And you're correct that enforceability is one of the main pillars, one of the main reasons for our suggestion of the single membership model.

And I think we really do need a robust explanation in legal terms how you - or what the weakness is of our suggested model are, why the model that you're suggesting is at least as good as what we have, and how you envisage to maintain enforceability, and, I should also say, all the other requirements that have been established by our group. And I think that, you know, what appears to be a disconnect -- I think that was term that you were using, Fadi -- is hopefully and probably rooted primarily in the fact that we don't have all the facts at hand, which I think we'd need.

But I think, Mathieu, you have captured some of the to-dos, so I would like to hand over to you to recap a little bit.

Mathieu Weill: Thank you, Thomas. This is Mathieu Weill speaking. I think the obvious action item number one is for the board to provide the proposal, the detailed proposal, in writing to the CCWG. And I think it would be certainly beneficial for everyone if it could be - come with the legal advice that has been supporting the analysis as well as the rationale.

Any prior work from the board's legal counsel on the impact analysis of this proposal, just like was done with the CCWG proposal, will be extremely helpful as well, as it would save a lot of time. And I think that action item is the easiest one, but we need that to start considering the proposal seriously.

It is - it hasn't been discussed in the CCWG what we would do next, but it appears logical that obviously the CCWG would certify this document to its own lawyers, focusing on questions like do these proposals meet the existing CCWG requirement and do these proposals meet the CWG conditions.

And of course it would be then in the CCWG's remit to consider what parts of the proposal need to be taken on board and assess a way forward as part of its process while remaining an open process, where we certainly hope that the board members, as well as ICANN staff, will keep being fully participating too. So I think that would be, to me, the taking stock. We need to start with the written document and then assess as the CCWG what to do next once we have our own analysis of this.

And I'm probably turning to either Steve or Chris and others whether they would think this recaps the action items correctly.

Steve Crocker: Yes. Let's pin down some specifics here in addition to what you've said, and I agree with what you've said. Do we want to schedule any more calls? Do we want to schedule smaller group interactions? Do we want to schedule a face-to-face meeting with - for the CCWG? I'd be supportive of any of the meetings that you want to.

Thomas Rickert: This is Thomas. I think, Steve, before we decide whether to have subgroups or not to work on specific items, we would need to understand your suggestions better. You know, we do understand that the board has a specific role in this,

but at the movement we're not setting up sub teams on the basis of comments that we receive in the public comment box, right?

So I think we need to get a better understanding of your suggestions, discuss these inside the CCWG, and I think the door's wide open for having further interactions at all levels. And to Kavouss' point, Kavouss, you've asked - you've raised your hand, I'm afraid at this late stage in the dialogue, you know, we have not gone to other questions that have been posted in the chat while you had the floor twice, so I suggest that we now proceed with Steve's suggestion to discuss next steps.

Steve Crocker: Okay. Are we waiting for Kavouss?

Thomas Rickert: No, it's your turn, Steve.

Steve Crocker: Okay thank you. Well okay, so I think we hear you clearly. We need to provide the elements of what we've set forth this evening (unintelligible) to - in a clear cut fashion. It would be very helpful I suspect for all parties if we provided a proposed comparison so that the claims that we're aligned with you on the major points are backed up by specifics, which hopefully would be clear and agree to, and if not, then they could be sorted out, and that we need to do all of this with a certain amount of vigor and energy so that it will proceed fairly quickly.

The board is in the - kind of the peculiar, in a way -- I say that as an objective term -- of having fundamentally two roles here. We're a member of the community and so - and we have quite a bit of subject matter expertise, quite obviously, so just from that point of view, we have a I think an inescapable obligation to participate as part of the bottoms up process, just as contributors who know something about this and have some (unintelligible).

And then as a second aspect, which I know we're all quite aware of, the board has formal responsibilities. NTIA has made it very clear that they do not want a proposal from the community in which the board has not reached consensus on as well, that the idea of a proposal that has a comment from the board which continues this stream which has been raised before would not be appropriate, and they frankly do not want to see it. They basically said don't send that to us.

I don't think that it's healthy for any of us. I don't think any of us want to be in that position. So we're looking for how should we - how do we get a comfortable, shared model that we all are supportive of. I think the good news is that -- and here I know I'm taking the risk of asserting - repeating the top level assertion -- but I do think that our overall objectives are aligned.

What we don't have is a shared understanding of the details of that nor, to be quite honest, I'm sure that there is not even a complete agreement or belief that what we're saying is true. But I hope that that belief will be established as we build the details and flesh them out for you.

Thomas Rickert: Thanks, Steve. Chris, would you like to add to that?

Chris Disspain: No I'm fine for the moment. Thanks very much.

Thomas Rickert: Okay. Do you have any indication for us as to when we're going to see some documentation? And talking documentation, I think it would be very helpful for our group to get your feedback structured chapter by chapter as we did structure our report so that our group has an easier time allocating your points to our work result.

Steve Crocker: I do see in the chat room that Kavouss is suggesting to organize a face-to-face meeting in Los Angeles. We're prepared to support that if you wish, and since time is moving on, it's really your initiative. I mean it's an offer but it's up to you, and it would be your meeting. But - and I appreciate that from the matter of speaking about this in orderly fashion, you'd like to see more from us.

At some point that decision will no longer be possible. So I just mention that. I know that it's been mentioned before, and it's really in your hands to decide whether you go forward with that or not.

Thomas Rickert: Thanks, Steve. We are in the process of conducting a doodle poll to see what timeslots for a meeting would be convenient for the majority of our group. So we're actually identifying or trying to identify timeslots that would allow for an interaction in terms of work phase.

We had indicated when suggesting the agenda earlier today that -- or yesterday, my time zone -- that we would not make any decisions during this call. So we appreciate the offer. I think we would need to take this offline and discus with the whole CCWG -- and I recognize that not all CCWG members are on this call -- so that they can chime in with respect to next steps. But I guess that the ideas are well understood, and we will get back to you on that.

Steve Crocker: Good. I need to raise one other point. It's not where my head usually is, but I've been informed that I'm going to be receiving calls from reporters who are anxious to understand what we've accomplished here.

Since we still have a few minutes left, perhaps we might take just a minute - I don't want to do this in the usual, careful, formal way but I think it would be useful if there were some statements that we mutually agree to about what we accomplished and where we are so that is this a positive. So that we don't add

more noise, frankly, to the system and that we do a constructive job of communicating that to go on and have a brief discussion about that.

Thomas Rickert: Steve, I guess the difficulty that we would have at this stage is that there are so many questions. I think we can acknowledge the constructive dialogue and that we are willing to understand what the board's position on our recommendations is.

I, to be quite honest, I wouldn't - I don't think I'm in a position to approve any statement on behalf of the CCWG without having consulted with the group more.

Steve Crocker: Fair enough. What I had in mind to say is very similar to what you just said. So I hope that it will come out okay. You know, I don't - I love talking to the press but this interaction of course has been visible to the public and open of course for participation. So I don't see any way to not talk to reporters in this case. And I will make as balanced a statement as possible.

Thomas Rickert: Well if I may, and I'm speaking in personal capacity as you will appreciate, I guess all we can say at the moment is that we're continuing the constructive dialogue, that we are working in the collaborative spirit, that we're trying to understand the mutual position better, but that is - it would be premature to even give a trend of whether our group leans towards the amendment that you're suggesting or not.

I think, you know, we came up with a lengthy report with months of preparations and we just had a rough sketch of what your alternative suggestions are, let alone a profound legal analysis or rationale for it. So I think I would really encourage you to keep it quite vague, because usually the statements that you're making are sort of used by press and I think we should

not give the impression that what we're discussing today could in any sort of fashion compromise or overturn the community deliberations over the last couple of months.

Steve Crocker: Excellent. Good. Thank you very much.

Fadi Chehadé: I think we owe you, Thomas, an answer on an earlier question. You asked when will we see material from the board, right?

Thomas Rickert: Correct.

Fadi Chehadé: So in the interest of getting - we are going to endeavor to get materials out on the comments list ASAP, right? So we will end this call and get on with putting some materials out to share with the community and with the CCWG.

I do think that in parallel, if we have your permission, we should have the lawyers start a dialogue as well, because I mean I'm not a legal expert, many people on this call are not experts. We need the legal experts to come together so they can give us a balanced understanding of whether these mechanisms will work.

And so that's our commitment to you, as soon as possible. And frankly if we can get some documents out to you as early as next Monday, we will. So we're going to work diligently to get materials out to the community and to your - to the CCWG.

Thomas Rickert: Thanks. I guess we are having our next regular call on this Tuesday so if we could have something allowing for sufficient reading time for the group members to prepare for the call, that would be excellent. And I think it would be excellent for the legal teams to continue the dialogue as well so that we can

save some time understanding the legal niceties of the suggestions that are being made.

Good. If there's anything else we can do now in terms of process?

Steve Crocker: No, I think we've come to a natural plateau point.

Thomas Rickert: Thanks, Steve. Before I turn to you for closing remarks, you know, I sort of tried to recap what our wish would be in terms of next steps and try to take a stock a little bit, as well as Mathieu did. Let me turn to my co-chairs whether they have any other closing remarks.

Mathieu Weill: Thomas, this is Mathieu speaking. I - the first thing I'd like to say as a closing remark is the board has obviously put a tremendous amount of work into this and they must be commended for their dedication. And I know that you've been through a whole lot hours of work and it's not easy to read memos, and I think for our group as the CCWG, this is a testimony of the importance of our work and we're very - (unintelligible).

Like many in this call, I've listened very carefully and as I said earlier, with all due respect I have some doubts, and I know do then about the fact that we would be aligned on the goals and requirements, and somehow in terms of alignment they were some minor details. But I think we're - we need to work on the basis of good faith and we'll certainly defer any conclusion until we can assess the recent proposal. And only the recent proposal will tell where we stand.

And I think the commitment the CCWG will make, and at least the chairs I know, is that every bit of the proposals from the board will be very seriously

considered with an open mind and based on the requirements and the legal advice we receive, just like our charter is directing us to do.

And I sincerely hope that this further work that will be taking place in the open, according to our processes, is renewed and continuing engagement from the board members. We have terrific, extremely useful and engaged board liaison, who's (Bruce). Obviously there's more manpower available in the board for that, and we would certainly welcome that in the next rounds of work.

And finally, it's still early to say but I think this meeting was a meeting that will be remembered in this IANA stewardship transition process. It might be a turning point. I'm not really sure where we've turned to now, but at least in the process of the facilitation of the community work, the board has taken a significant step that is going to have an influence, and the process is not going to be the same after that.

And I hope we've all served the global public interest and the multi-stakeholder model well through this. I'm sure we all share these goals. I have no doubt about the alignment on this beyond the various models, beyond the various proposals on the table, and beyond the different roles that we play in the multi-stakeholder model.

So I'd like thank all attendees of this call and the board members. Most of you were very silent but I know you've been working very hard, and the CCWG members for keeping their open mind and trying to get the core of the proposal. And I look forward to the next steps of this work. Thank you.

Steve Crocker: So, Mathieu, you've spoken very eloquently, and I really appreciate it. And I
                   know that my colleagues on the board and the staff also appreciate it, and
                   thank you very much.

Thomas Rickert: This is Thomas. Any other closing remarks? Chris, Steve, León?

Steve Crocker: I think it's time for us to get some sleep and then we go back to work.

Thomas Rickert: So let's do that. Actually we're giving back nine minutes to all the individuals
                   on the call.

Chris Disspain: I say that someone will use them.

Thomas Rickert: I hope that's not the only benefit of this call but that was tongue-in-cheek. So
                   let me thank everyone. Let's continue the constructive dialogue. We're waiting
                   for material to be passed on by the board and we'll take it from there. Thanks
                   everyone and bye for now.

Man: Goodbye thank you.

Fadi Chehadé: Thank you very much. Bye-bye.

Man: Thanks, everyone. Bye-bye.

Man: Thank you.

                                    END