

**ICANN**

**Moderator: Brenda Brewer  
February 8, 2016  
10:30 am CT**

Grace Abuhamad: So this is the Client Committee call on the 8th of February at 1701 UTC.  
And we will proceed with the attendance in the Adobe Connect room.

Jonathan Robinson: Thanks. So it's Jonathan Robinson, welcome everyone. We have a - I hope this won't be a long call. We really wanted to do an update on the - update call on the work on the drafting of the bylaws - the ICANN bylaws as they pertain to the work of our group, the CWG on Stewardship.

And there's a couple of things been - a couple of context points really. One we've been - we simply originally set up a, I think, first draft and provided us with a series of questions which we went away some work on.

And in the interim there has become a substantially more sensitive issue in and around the cost of the transition as a whole including with the overlay of an awareness of costs. And so that's really the context of the call.

I think we put together a little agenda there on covering an update from us on - from the bylaws clarifying your (unintelligible) draw in work on the bylaws

and a discussion around the estimates and making sure we manage that effectively.

So that's it. I'm not sure if there's any questions or issues or additions to the agenda that we could or should make. If anyone would like to make that let's hear it now.

Go ahead Sharon.

Sharon Flanagan: Thanks Jonathan.

One question I had for CWG is what you'd like our role to be on the work that is ongoing for CCWG?

Actually Holly is leading that effort on our side but at some point is CWG going to want us to take a look at pieces of CCWG that relates to CWG work?

For example there was new language relating to IRP and CWG's request for IRP and it looked like it reflected feedback from CWG but not anything we've been a part of so just wanted to understand our role in helping CWG ensure that the dependencies are being met. Thanks.

Jonathan Robinson: That's a really good question and something I don't think we've discussed specifically but Greg has captured adequately as a fourth point on the agenda. So let's come back to that. That's a good point.

Anything else before we sort of work our way through the agenda?

Okay so seeing no hands I'll just - I mean essentially what we've done with the work on the bylaws is we've extracted the questions that Sidley had posed

within your first draft and pulled those out into a table format and got members of our group to work on those. And we are in kind of an 80% plus position to have answered all of those.

So in many ways we're at the position where we could (unintelligible) asked the question is what we and you are at expecting to do with that.

And as you recall when we last spoke the idea was that you would at least as far as I recall -- and correct me if I'm wrong -- that you would produce a cut down version of what you had previously done with an attempt to put a fairly substantial part of that out into supporting documents or outside of the bylaws as such.

But yet but actually would still be very useful to have all those questions answered which is why we assisted with those.

So your hand has come up Holly and Sharon. Let's hear from you on that end...

Holly Gregory: Yes.

((Crosstalk))

Holly Gregory: So I just wanted to clarify. This is Holly, Jonathan. I wanted to clarify our understanding was that you were going to go and work on the answers to the questions. And once you had those answers we would incorporate as necessary into what we drafted.

And we had suggested that we leave the cutting stuff to a shorter draft to after we had had the chance to incorporate those issues.

You know, we can - the full challenge is we can start moving around the pieces of the pie now or we can wait until it's a bit more complete and you can see a fuller picture and decide you want to have moved out into documents that are outside of the bylaws. We'd prefer to do that a little bit later than to start out there.

But that for one thing...

Jonathan Robinson: So that...

((Crosstalk))

Holly Gregory: ...it gets everybody thinking about it as a whole. You want to think about it as a whole and then strip out into the less important the stuff that's less important.

Sharon is that your understanding?

Jonathan Robinson: So that's...

Sharon Flanagan: That's exactly my understanding. That's right.

And I will say I think it will be in terms of costs I think it will be more expensive for us to try to cut down now and then add responses because then we're sort of trying to track where the responses fit. Right now we know exactly where your answers are going to fit in the framework and it's easy to cut. But if we do it the other way around it's actually going to be more expensive.

Jonathan Robinson: That feels to me like essentially the same thing but I do get the difference. And it is different to the assumption we've been working on. It doesn't stop us really to (pair) all the answers.

And you can then provide a kind of superior substantial document from which then we ultimately carve out pieces as agreed if we were to carry on down this route. So, Greg go ahead.

Greg Shatan: This is Greg Shatan. And a suggestion if it doesn't add too much burden might be to indicate by brackets or notes or some other thing items that are likely to be moved out so we can kind of at least picture as we go through it what the cut down version might look like. But that keeps the document integrated for the current purposes.

Holly Gregory: Greg I don't think that that adds much. And I think it can get confusing.

What we're trying to right now do is make sure that we've captured as a whole what this transition is going to require. And then it's very easy a little bit later in this stage to strip out things into another document. And I don't think it should matter really at this point in time.

We get the point that it's too long, it's too hard to read. And for usability it makes sense to have some things in bylaws and some things in a second order document.

But I think for the purpose of substantively making sure that we capture that is a very much a secondary issue.

And I think then we'll start getting into arguments about what goes where rather than in the first instance do we have it right, have we captured the

important things that need to be addressed? And that's where we are right now.

And we're really suggesting to keep as focused as possible on what do we need to include and have we captured what the CWG wants first and then get into the issue about what room does it go into, where do we move, you know, where do we move this which is a very secondary or tertiary issue.

If we get moving around now and arguments about where things go we lose focus on what's really important. And it's that kind of thing that adds costs.

The other thing is we do start, you know, adding brackets, moving brackets it adds cost. We can really save by just focusing on the task at hand at the right period in time. And when it's the time to move things into different documents, move it.

We really don't want to move them now because what have to run two or three different drafts of different documents and try to figure out interconnections it becomes more a complex and difficult process. It's more likely that things get missed and that makes it all more expensive.

Greg Shatan: Fair enough.

Jonathan Robinson: Okay. So thanks for that response Holly. That's helpful explanation and useful to see your thinking. And that's - so that's good. I think that's clear how you see it working. You still need the answer from us as soon as possible.

I suppose I could ask one other thing. The extent that our answers are incomplete is it useful or not to see them in their incomplete form at this stage or would you say to us - I mean we're close to completely anyway but would

you like - would it be of interest and of assistance to see them or would you just complete them and transmit them?

Holly Gregory: I think it's highly helpful for us to see where you are. For one thing we may have different views on what's complete and incomplete.

So it gives us an opportunity to weigh in a little bit if we think something needs a little bit more fine-tuning that you might - may think it's rather complete.

So - or and it may be that you've answered questions in a way that's given us enough guidance that some other questions become a little bit more clear how you're approaching them.

So I think it would be helpful. I don't think it would, you know, I'm not suggesting something that should cause any kind of big expense.

I think in an hour or so if we could see where you are we could, you know, have reactions if it would be helpful to you. But I think that that would be good if we could have a little window in.

Sharon?

Jonathan Robinson: Sharon did you want to add?

Sharon Flanagan: Yes I concur with that. I think I would suggest is we look at the work product but we don't start to it because the implementing is where we could end up chasing our tails. So let's look at it, get a sense of whether it appears to be responsive but then we'll implement once we have a final work product from CWG.

Holly Gregory: Fully agree Sharon.

Jonathan Robinson: Okay so what we will do is somewhere between - our next call is scheduled for about ten days from now. We may want to do a little more work on it before we share it with you.

But as soon as we feel it's in a little bit further along but not necessarily complete we'll share that with you assuming we continue down the route that we plan to.

So that's helpful to have that guidance from you as well. And just checking the action captured by Grace. That's - yes that's useful. We share our responses.

Let's one - yes thank you. Oh well, okay great that's useful. Thanks Grace. We'll do a bit more work and then be prepared to share it with you even if it isn't fully complete.

So let's go on to the next bullet point really which is you helped us understand the way you see this working. If there is more to add to that by all means do so. But let's discuss briefly what's going on with budgeting and (Steve) and so on what - where we are there.

So first of all don't fully recall. We haven't done our due diligence and gone back and understood and fully accurately recall what fee quota or otherwise we're working on went this.



We feel we had a quote or some kind of fee estimate but we're not 100% sure what that was for. And you may call but that's not necessarily material or vital for the purposes of this call.

Second there has been an overrun, quite a significant overrun which perhaps won't surprise you in the overall costs of the transition.

And this has come out - this comes to the - into sharp focus of the Board Finance Committee who are now coming back to the community and saying, "Look we really need to the more effective measurements control of budgets so that we can track our estimates.

So all of that, that's the best - that's the sort of the big - that's the 30,000 foot context. And in a smaller part of that, ICANN legal said too, as well, why don't you let us have first crack at these bylaws rather than outsourcing to Sidley? That maybe a more cost-effective way of doing it and then Sidley can be in your behalf afterwards?"

So that conversation we wanted to have with you is just give you that context and then sort of reiterate or re-understand what's the best way. And when I say it's best, it's obviously to produce the ideal product but also cost-effectively we do this.

So any thoughts or reminder you can give to us of, you know, why - and I suppose the argument might be from ICANN legal that they know and understand the ICANN bylaws but they might not be as familiar with you as on the work of the CWG and therefore they may be better positioned to draft supplementary bylaws pertaining to the work of the CWG.

So Holly go ahead and give us your thoughts on that. It'd be great to hear from you on that.

Holly Gregory: Sure. So as you recall at the outset when we signed our retention letter we signed to work at a billable rate. We offered a 15% discount.

Since that time we have given you some specific estimates on specific aspects of the project as these become more sensitive to issues around cost.

And I will have to go back and look and see what the estimate was for the first draft.

We didn't give you I believe an estimate for bylaws overall but an estimate for that first draft which we've provided to you. And I can go back and see where we came out on that and how it worked out.

We are very aware of the sensitivity about cost and we feel challenged by it in the following respect.

We think much of the cost is driven by how ICANN and CWG and CWG are set up to work. This kind of consensus building is kind of time-consuming and expensive. And so is a challenge.

I do think the kind of effort that you're doing now at CWG to go off on your own and answer the questions we've posed and not include us in those discussions is cost-effective. And I think that's a good kind of way to do it when you feel that you can and then have us sort of, you know, react to that instead of having us deeply involved.

But I think part of that's because you're now at a timeframe where you don't need the same kind of advice that you needed early on as you were really working through a whole host of issues.

So that being said when we get to the issue of who drafts the bylaws we really drafted a good portion of them in what we provided to you. So I - one of my questions is, is that kind of mute?

You have a lot of the work, you know, certainly of the preliminary stuff that's been done. It's time to fine tune your reactions to those as well as ICANN legal's reaction.

So I just want to put that out there. Sharon I wonder if you have another view? We haven't really discuss that because we didn't quite know what was going to be topic of the call.

That being said I want to put out that we will - you're our client and we will of course work with you in any way that you think makes sense.

We cannot though on this kind of a project suggested a cap. Our efforts at estimating budgets are something that we're doing in good faith and we did not expect to be asked to do at the time at which we gave you the 15% discount.

And putting up with those estimates is, you know, timely, I mean they are time-consuming. So we will continue to do that the extent that we can.

Sharon?

Sharon Flanagan: Yes. I would just say in terms of the who drafts from here on out, I think, you know, we're open to that. It's I think either way is fine.

As Holly said we've already done the bulk of the work. So at this point if ICANN wants to bring it in-house and take it on board to implement all the responses and try to fold it into the larger framework of the bylaws I think that's fine.

I think that the important thing in the beginning was for us to at least do the first draft. Because I think we're closest to the CWG piece of it.

You know, we don't know the ICANN bylaws the way ICANN does of course. But we know - we think we know what your intentions were in various parts of the proposal.

But I think all that's on paper. I mean that was the reason for this detailed exercise which I know some people felt was too detailed. But that's kind of how it works. You have to take the term sheet and you have to expand on it and get, you know, get down into all of the details. But I think we've done that.

And so if ICANN thinks it'll be more cost-effective to take it in-house that's fine with us. We would just be a reviewing mode.

Holly Gregory: Yes. And Jonathan I note that you've put that your records indicate a fee estimate of around 10,000 for the first draft of bylaws. I think that's got to be off by at least one zero. I can't imagine that we said we would do bylaws for \$10,000.

Jonathan Robinson: Now I'm not sure what that covered Holly. We need to go back and mutually check what was expected or anticipated there.

Holly Gregory: And that sounds - that remember that - so that's ten hours of, you know, that's - I know that - and we would have estimated at least for someone at a lower billable rate than minor share to spend a week on it than it needed review from Sharon and from me. So there's way that that \$10,000 figure is correct.

Jonathan Robinson: Okay well we should just - let's not get into that now Holly. Let's make sure we just check where - what that covers and...

Holly Gregory: Well...

Jonathan Robinson: I think...

Holly Gregory: ...the reason I wanted to address it is I'm not able to respond on chat for some reason. And I don't want this be on the record that we had - that somebody will quote this. So I need it corrected in the chat room in some way.

I don't want somebody...

((Crosstalk))

Jonathan Robinson: Yes well Sharon's indicated the purpose of the call is that that sounds low. So let's just - let's clarify what if at all - if a figure like that was correct at all what that - what the scope of that was.

And I think that the bottom line is would be we to anticipate the order of magnitude of the work as we go along. And we don't necessarily need accurate quotes but ongoing estimates will be very helpful in this new context.

But putting that aside for a moment I think your responses are helpful. And I suppose in terms of closing this circle it sounds to me like the first piece of work is we take your first draft, we answer the question as we intend to do, we get those to a position where they're sufficiently well answered that you can at least see them. And then it's really a question of do you then try and integrate those into the original draft you made or what...

Holly Gregory: I think it's more efficient frankly for us to incorporate those into the draft because we understand why we asked the question and where we think it fits. So I do think it would make more sense for us to put that in.

I think then you've got a draft that's in great shape for both CWG and Jones Day and ICANN legal to respond to and review and make revisions too.

But the bulk of the drafting is done. And therefore I think it makes sense for us to be the people because we know why we asked the question and what we were getting to finish the job of filling in those little gaps.

And they're, you know, they're not big gaps, not big drafting.

Jonathan Robinson: Okay. Any other comment or thought from that from anyone either should be all or from our client committee? Greg...

Greg Shatan: Hi, it's Greg again. I think, you know, just one more thought is, you know, any advice Holly and Sharon that you can give us on, you know, being cost-effective would be, you know, very welcome.

I think, you know, as you indicated we've tried on the CWG side to run away that, you know, should be a bit more cost-effective.

I'm not sure whether the CCWG is - which seems to be a more unwieldy beast is necessarily as open to such things but, you know, clearly at least at the chair level I...

Holly Gregory: (Unintelligible).

((Crosstalk))

Greg Shatan: ...can be said as always, you know, is good to say.

Holly Gregory: Greg I think the two groups are at two very different points in their processes.

Greg Shatan: Yes.

Holly Gregory: And they're still working on forming a consensus at CCWG and they still have a lot of questions and uncertainties that they're trying to get answered.

But we are finding both that the - you know, and faithfully because we're working on a proposal and their drafts turn, you know, it's got time.

But certainly we've seen, you know, CWG is on the wind down phase in terms of its use of significant time.

I do want to reiterate that you've got the bulk of the heavy lifting on the bylaw drafting is behind you. And now it's that fine tuning.

Now that's no guarantee that you won't work at fine-tuning for a while and there will be some, you know, once you start receiving comments from

ICANN legal and from Jones Day there may be some more need for our involvement in fine-tuning.

But I think the differences right now are due to the very different stages that you're in and the processes.

Jonathan Robinson: So that's helpful. So I just try and bring this section of the call to a close.

First of all Holly acknowledging your point earlier we didn't prepare you for what the topic is apart from that it might be to the bylaws. So thanks for just being responsive and dealing with it as it comes.

Second the - I think my understanding here is that what we - what we're saying we're going to do is at least the sort of recommendation coming out of this call will be that we continue to complete our answers.

They don't have to be 100% polished and complete. We'll do what we can to complete them. And we share those with you. You review them whether or not they are sufficiently complete for you to essentially complete your first draft of the bylaws.

And if that is the case provisionally you'll then proceed to go ahead and draft of those. And at that point we then consider working, you know, handing it over to ICANN legal.

The question I would ask you is it - is there anything - at what point in that process first of all have I got it right and second at what point might it be useful to have a conversation with ICANN legal sort of handover if we are going to go down that route or any form of related?



Holly Gregory: Well I guess I was thinking about in the handover you want them to comment they can - once changes are agreed they can certainly run that change.

But I'm sure that you mean handover, handover because you certainly don't want them to just edit and change what's written without some review by us I would think.

Jonathan Robinson: That goes without saying Holly but it's...

Holly Gregory: Okay.

Jonathan Robinson: ...(unintelligible) you do reminder that yes by handoff it's more - it's in a sense it's who's holding - handing over the pen if you like, who's holding the pen.

And, you know, one party is drafting, one's reviewing. And the handover that I guess I was referring to there was the handover of the primary draft...

Holly Gregory: Yes.

Jonathan Robinson: ...at that point. I guess that's what...

Holly Gregory: I guess my - and I don't know if Sharon has a different view on this but if we were talking of this at the point of the bylaw drafts I think it, you know, you can talk about where it's going to be more cost-effective to have the pen.

I'm not sure at this point that there's a big change (unintelligible) effectiveness about who has the pen and who's reviewing.

But I think that with the point at which if you wanted to make a switch on who has the pen it makes sense is after you've - we've incorporated your - we've incorporated the changes and additions based on the comments that you have both to our questions and to the broader document we have not yet - I think there's a process we haven't talked about that the CWG needs to read through this and tell us do you think we captured what you wanted us to capture?

I'm not quite sure when that's taking place. I - so as I would suggest that we have a process of you give us the answers to the questions, we get some embedded into the bylaws documents, the big bylaw document.

Then you need to make sure that you've reviewed it or group's reviewed it. Maybe you have the Client Committee review it. You probably want, you know, people like Greg who are lawyers who have reviewed it to say yes this - not to re-lawyer it and change wording but to say, "Yes we think this generally captures what we had in mind."

Then I think at that point is when you hand over to ICANN legal and Jones Day say, comments, changes, edits to propose?

But rather than give them the pen then you have to talk about whether the changes are changes you agree to.

Jonathan Robinson: Okay. I think that's clear and Grace has attempted to chart that out in a series of next steps which I think are capture - and everyone review those next steps and just make sure those adequately capture what's sort of intended as an outcome to this.

Sharon Flanagan: I need...

((Crosstalk))

Jonathan Robinson: Grace go ahead and then I'll...

Sharon Flanagan: ...on the last one (unintelligible) and on the last bullet so once the Client Committee's reviewed the bylaws document what the next step would be at that stage exactly.

Can I weigh in on that piece?

I think shorten is probably not the right term. I there might be some desire to just cut out detail. I think what - which I don't recommend. Detail is important. As we've been saying all along the devil's in the detail. So we've got the detail. We need the detail. It's where we place it.

So I think the idea was to move part of what we put in the bylaws in annexes, you know, charter documents.

They're still ultimately part of the bylaws but they don't physically reside in the bylaws. So I think it's more about placement of the detail, not taking it out.

That - I would not - I would strongly recommend against just cutting out the details.

Holly Gregory: For one thing you want to make sure that the provisions that CCWG's working on around bylaw revisions apply to all of this.

Jonathan Robinson: reiterate that. I'm not sure I got that comment.

Holly Gregory: So when we talk things out of bylaws what - Sharon's point is very important because she's saying you move it into annexes but they are still part of the bylaws. They are parts of the bylaws that provide a drill down in more detail.

But you don't want to take them out of the bylaws because under the accountability mechanisms that we've been making you don't want ICANN and the board to be able to change those details without going through the bylaw revision process that the community will have a voice in.

So if you strip things out of the bylaws and put them just into a policy or something that's non-bylaw documents you no longer have the protections that the community has been working on to make sure that the - this all doesn't change without the community having an ability to weigh in.

So we're just trying to make sure that all the work that you've done in setting these details isn't then undermined by a decision to take a bunch of stuff out of the bylaws and put it someplace else.

So does that make sense?

Jonathan Robinson: So it's - that's organizing and structuring and organizing or structuring or restructuring shouldn't be - shouldn't have the effect of stripping out critical points, critical parts that are required and necessary.

Holly Gregory: Exactly.

Jonathan Robinson: Yes.

Holly Gregory: And that's why Sharon's point about don't just say, "Oh, we'll take detail out and put it someplace else." Some of the detail is really, really important. Some of the detail really matters.

And so it's going to - that's why we want to see it all together and then discuss where things go and not get - and make sure that the protections that CCWG is working on to make sure that the - that this is the - that this has legal force are - stay in place and that ICANN management staff board can't simply change without it going through the process of amending bylaws that allows - that it is sure...

Jonathan Robinson: Okay.

Holly Gregory: ...can (unintelligible) it's protection.

Jonathan Robinson: Thanks Holly. Good. Let's hear from Lise and then Sharon again and also make sure we capture (Martin)'s question. So Lise go ahead.

Lise Fuhr: Thank you Jonathan. I think it's a delicate balance of having the bylaws detailed enough and not putting too much procedure in the bylaws.

And the example that Grace gave is actually an example Jonathan and I discussed regarding the CSC charter where there's been some pushback from the CWG regarding this.

But I also understand that it's important not to have the charter devaluated by ICANN board at some stage and then the CDC is not really worth anything. It's just a committee that's empty.

But I don't know if there's a way to make a more general rule about some of these more procedural things and have it that way.

But I think we need somehow to actually make more lean in a way that doesn't really - where they don't lose important details. Thank you.

Holly Gregory: We understand and agree and we think that there are ways to do that.

Jonathan Robinson: Okay great, and Sharon go ahead.

Sharon Flanagan: Yes I just wanted to comment on that specific example as well because I think what people have to realize is and I understand that people don't want to put - set everything in stone because things may change and evolve over time.

But a decision has to be made which is who has the authority to change that charter, the CSC charter for example?

So if it's part of the bylaws then there's a process and it's an agreed-upon process that requires community input. But if it's not the bylaws then who decides? Is it the CSC unilaterally or who?

So I think people have to realize that if we don't - if it's not formally within the bylaws then you have to delegate that authority to some other organization or group. And so that's a decision to be made.

But we can't - I don't think it's - I wouldn't recommend that you would just kind of go silent on that because it is an important document and there needs to be some forcing mechanism as to what the role of that group is. That's just one example but that's - I just want to highlight that decision is really critical.

Jonathan Robinson: So thank you Sharon. I think it's a good example in both directions because it highlights the issue of it being of it being too tightly bound up in the bylaws but it can't be too loosely floating outside without.

And I think it's a useful sample and it's one against which we can test structure. So that's great so we've covered that.

It feels to me like we understand each other on this. And so I'll just pause a moment and then I think we should go on to you're the final bullet point which is your role in certification of the dependencies.

Okay so on the certification of the dependencies we have twice come to you and asked you to review the work of the CCWG in the context of their proposal and our work.

Most recently we have continued to evaluate their work against the response to their most recent mailer draft that you helped and significantly authored.

So you've been continually testing against that. And I guess we believe we've got something which could now adequately meets it.

I suppose logically depending on how different the final draft is we could or should be asking you for final comment on that.

I suppose we've been perhaps mindful of the fact that you are actively tracking the work of the CCWG and so you would - and we had previously talked with you about the fact that you would always be mindful of our requirements.

That do you Sidley or anyone else have any suggestions for how we deal with this going forward?

Sharon go ahead.

Sharon Flanagan: Let me say one thing and then I would actually ask Holly to weigh in since she's closer on the process on CCWG.

The IRP is a good example. So yes we have been all along the way we look at what's happening in CCWG and about is that going to work for the CWG dependencies? But there are points in time where we can't evaluate that. So IRP's a good example.

So that annex got circulated and it was forwarded to me. And the question by our team was does this new language on IRP does that - is that going to meet the CWG requirements?

And I - I'm not in a position to say because it's clear that there has been I think it reflects input coming from CWG. But I don't know what that give and take has been, what you all have discussed. So I'm a bit in the dark and can't really tell you yes or no. It's - so that's just an example.

And I think that's, you know, you guys have been doing more kind of offline and that's great. And that keeps the cost down but it just means I'm not as close to your decisions.

So that's just - just trying to think through how we can assure that you're happy with it.



Is someone from CWG looking for example it IRP and saying, “Yes this is what we’ve asked for?” Is - what’s the process?

Jonathan Robinson: That’s a really good question. And some of it is being (unintelligible) it’s more group of people to work with the relevant conglomerate CCWG on the Accountability Group and then was iteratively moved on.

To some extent the same thing has happened with the IRP. It’s come back to our main list after - I recall rather than being on a small group. There’s been discussion. In the end there was - in and around the IRP was decisions to do a sort of thoughts embrace this type of approach, in other words two mechanisms and that was - and so it’s - and that’s what then came to be agreed by the CWG.

I guess it’s okay. There are bridges there in communication. But I supposed in terms of you certifying that you haven’t been able to track them.

I - so there has been ongoing dialogue as to you perceived or understand and I think we’ve got it right.

I guess what we might want to do is - and this is a - there’s a question of timing. There’s a timing sense around the timing as well as you know.

I just wonder if there is a point where we might need to ask you to do to just flag with us if you have any concerns or issues.

Has anyone from the Client Committee got any thoughts or Sidley? I’m actually don’t have the easy answer to this really because it has been a little iterative and discursive.

Yes I suppose that's a good point Grace. One of the things we are waiting for is the final draft from the CCWG. And in fact we were going to put those to our group to the CWG. And perhaps that's the logical point to put them both to the CWG and to you Sharon for any final comment or concern before we - because in a sense we're going to be asked to certify them and we're going to be asked to sign off on them. Here's the (unintelligible) holding their breath hoping it does.

But we should probably usefully run that by you. So let's make sure we get the okay of the group to do that of the CWG. I can't see why anyone would resist that but ask for your help in finally in (certifying) those final drafts.

Any comments from members of the Client Committee or from Sidley about that approach? It does seem like the logical thing.

And Greg perhaps we can capture that as an action to just a concern with CCWG with the future group that we will be seeking a final review from...

Holly Gregory: Yes.

Jonathan Robinson: ...Sidley of the...

Holly Gregory: And one...

Jonathan Robinson: (Unintelligible).

Holly Gregory: ...of the concerns.

Jonathan Robinson: Although...

Holly Gregory: This is Holly. One of - I think that that's one point in time to do it. My only concern is that it'll be very, very late stage. And if there are issues it may further affect time.

So I'm wondering if there isn't some way given that so many of the sections are all in, you know, final form or close to final form to do some review a little sooner.

Jonathan Robinson: I mean I don't see why we couldn't confirm this with the CWG very rapidly and say look we're mindful of the fact that final drafting is in place.

Holly Gregory: So may make a - you know, I do know that...

Jonathan Robinson: (Unintelligible) for Sidley to have a final...

Holly Gregory: There will be a point at which Sidley has an opportunity to do a final legal review of the final thing we put together.

We've asked for that and we've been told that we will have it. While we're reviewing individual sections our concerns is that we see how they all fit together. You can - things can be missed an unfortunate - and there can be unfortunate glitches.

So we know that we are going to have that opportunity for a final Sidley review before the draft is really put out.

I expect at that point any changes that we have are really very minor in terms of having to present it and edit it and things. But that's one point in time when we could potentially do it.

But again I think if there are specific sections that we know - we had identified concerns in the last review for CWG it would be good to get your permission to go back in and look at those now in the forms that they are.

And as I said that Sharon said I think she's going to need some comfort from you all that you've also seen at least on the IRP one where they've come out so that you can confirm that yes that's indeed what you intended.

Jonathan Robinson: Yes that's the challenge Holly and Sharon is who's confirming to who.

But I think we should - those areas that have been substantial dialogue which is really it's primarily on the IRP.

Perhaps we should feel satisfied that these meet our requirements notwithstanding the fact that you may need to know where we've agreed any compromises or detail.

But I think that's something we could ask you to do in pretty short order.

In other words we could ask the CWG for any objections, go back to the Client Committee ask the CWG for any objections.

And it's something where Sharon you could in principle come to us on our next call on 18th of February and just say, look it all looks fine to me or here's a concern. Can someone explain to me why this should or shouldn't be a concern? That may be the right way to do things. Go ahead Holly.

Holly Gregory: I lowered my hand. I didn't have a comment.

Jonathan Robinson: (Unintelligible).

Sharon Flanagan: I was just going to say that sounds like a fine process to me. I don't - Grace I don't know if that timing works from CCWG's perspective to find out. What was the - February 18 did you say is the call?

Grace Abuhamad: Yes, it's on February 18.

Holly Gregory: That sounds like it may be a little late but again I don't have a schedule in front of me for when they're hoping to get the actual next draft out.

Grace Abuhamad: Yes this is Grace. It's tough to tell. I think the goal is to finish the draft of the recommendations this week and then to get a next draft out next week. Although it's hard to tell whether the 18th is going to be in the middle of that or too late so I'm not sure at this stage myself.

Jonathan Robinson: Okay not to worry. Key thing to us - for us to do is just do our process, go back to CWG say the Client Committee recommends that we ask (Karen) to look at those areas and give us any critical review of them. And if necessary we may have to do that sooner online. And we will do it no later than the call on the 18th.

Okay. So that feels to me like that covers the scope of what we wanted to do on this call. And I do think online would be a compromise because ideally it's something where the relevant people are on the call to discuss and highlight any issues or concerns. So it would be best off done on audio and let's see if we can work on that.

Any other comments or points for this call?

Okay great. Well it's good to be back in contact with you Holly and Sharon.  
Hopefully we can continue this and tidy up what we need to and feels like  
we're in - going in the right direction here.

Holly Gregory: Terrific Jonathan, good to speak with you all.

Jonathan Robinson: Thanks Holly. We'll be in touch then and we've got our actions cut out for  
us.

Woman: Thank you Holly and Sharon.

Woman: Take care all. Bye-bye.

Jonathan Robinson: Thanks, all. Bye. Call that meeting to a close and stop the recording.

END