ICANN

Moderator: Brenda Brewer
November 19, 2015
11:00 am CT

Coordinator: Excuse me, the recordings have started.

Grace Abuhamad: Thank you. All right this is the CWG Stewardship meeting on 19 November at 1705 UTC. We have Seun and Eduardo on the audio line only. We also have apologies from Lise today. And the rest of the attendance will be taken from the Adobe Connect room. I will turn it over to Jonathan.

Jonathan Robinson: Thanks Grace. And hello to everyone. I'm sorry we're starting a few minutes late, I realize it's not very helpful to those of you who were on time but just want to make sure we accommodated everyone joining that was intending to participate in the call.

Okay so you see the agenda up in front of you there. We have apologies from Lise, in fact she had intended to chair the meeting today up until this morning and then she's had to deal with a problem in her personal life and so asked me to step in and so apologies there. She sorting out what she has to and will be back with us shortly.

So really the key areas we want to cover is, as you see in the agenda, bring some sort of update on the implementation work and make sure we cover the key areas of work that are going on. We want to hear from Sidley and understand the work that's gone on on the bylaws. You should see there's quite a comprehensive document that's been circulated and you should have had the opportunity to read I hope which deals with Sidley's draft of the bylaws pertaining to the work of this group which doesn't encompass all of the work that will be done on modifying the bylaws associated with both these groups work and that Accountability group but it certainly covers the work of this group as was previously agreed with the Accountability group.

And then we will also talk a little about the work of the CCWG, which I just touched on a moment ago, and in particular the into relationship and connection with the work of this group so that relates to the dependencies and whether and where there are any gaps or issues arising there.

So that's the main purpose of the meeting. We have sent a letter to the chartering organizations indicating our intentions with respect to implementation and put a deadline in that so that's gone from the chairs to the chairs of the chartering organizations indicating our intentions and plans with regard to oversight and ensuring that the - of implementation and ensuring that that implementation is consistent with the intentions and objectives of this group.

So I think those are the main points I want to cover as part of the opening remarks to this. As you see in front of you a record of that letter. To the best of my knowledge that's gone to the group, I'm pretty sure you should have all seen that distributed to the group and so you should have seen that.

Let me just pause a moment to see if there are any questions or comments at this point in relation to sort of overview of the meeting, today's meeting and the topics we'd like to cover. Okay let's go straight on then with the update on the implementation work.

Now, I need to see if we do have appropriate people from ICANN staff to do that. Is anyone here from Akram's team who is able to do that update at this stage?

Akram Atallah: Jonathan, good morning or good evening. Yes, this is Akram. We have Xavier Calvez here and Trang Nguyen. We are all ready to present or address any questions as needed.

Jonathan Robinson: Thanks, Akram. Welcome. And just for the record, I mean, you will know this of course but we have corresponded and confirmed that it is our and your intention to be a regular feature as we work through this implementation, a regular feature on our calls in our meetings as we systematically sort of coordinate and work with you on the implementation work.

So I think we will just, as per the agenda, just take an update from yourself, Akram or Trang, and we will come to the budget work later in terms of the structure of Item 2. There are two reasons for that, one because it seemed logical to Lise and myself as we prepared the agenda and moreover it is likely to create a great opportunity for Chuck - Chuck Gomes who is chairing DT-O or leading DT-O to be present since he's in transit at the moment and hopes to have a window to be present with us later under Section 2.

So let's go straight to your implementation update. And we can hear from you, Akram and/or Trang and then see if there are any questions. Thanks.

Akram Atallah: Thank you Jonathan. Trang will go through the update. Trang, please.

Trang Nguyen: Yes, thank you. Good morning everyone or good afternoon or evening wherever you are. Could I have the next slide please? So there are a couple of things that I want to do today in terms of providing you with an update. Obviously one would be to run through an update for you and get feedback from the group as to this format that were using to provide you updates and see if you have any feedback so that we can evolve the format that were using overtime to provide you with what you need.

And then towards the end of my presentation I also have a slide with regards to a proposed way that we may be engaging with you through the planning and implementation phase. So we'd like to share that with you and also get your feedback on it.

So first things first, let's run through an update of the various CWG implementation items. David Conrad is also - has also joined us so I may ask him to jump in and provide updates on a few of these items.

With regards to the first item, the RZMS changes and parallel testing, as we previously communicated that requires code changes to the RZMS which we are still on track to complete by the end of January of next year. Once those codes are completed and deployed the parallel testing process will begin.

And what I'm going to do is I'm going to run through all of these items first and then we will prosper and questions.

The next item is the RZMA. So we are still currently in discussion with VeriSign regarding the RZMA. As we communicated in Dublin, once a final draft of that agreement is available it will be posted for public review.

The third item on this list is the (names) SLE. And I know that we have a separate discussion on SLEs following this implementation update so I won't go - I won't go into too much detail now. But essentially there was a request that we look at the existing data and provide whatever existing data that we may have to the CWG so that they can start -- so that you can start your review process to define performance targets, so we're currently working on that.

The next item is PTI. Since the ICG published its final proposal we have been assessing the final language in the proposal and assessing what are the various implementation items under PTI that we will have to do. Through that exercise we came up with a process that I referenced earlier that we will go over with you after this update.

In terms of the implementation items for PTI, the items that we have identified that will require implementation would be the legal formation of PTI, the creation of the ICANN PTI contract, the drafting of the PTI governance document, creation of the PTI budget and also the creation of the PTI board.

For the escalation mechanisms as it relates to the names requirements, we've also been assessing the current proposal to see what the requirements are. One of the things that we have identified is that there is a dependency for the remedial procedures - remedial action procedures on the formation of the CSC so as an implementation effort what we're trying to do is identify and map out what all of the various dependencies are.

So I'm hoping that on the next call I will be able to share with you that dependencies that we have identified and potentially work with you to see how we may be able to minimize or eliminate as many of those dependencies

as possible because obviously the more dependencies that you have the more risk there is to the implementation timeline.

As for the last three items the update column is blank because essentially we have not, you know, we don't have - we either have not gotten there in terms of implementation or the implementation requirements are not there yet. So for CSC and the RZMS standing committee those cannot be formed until the NTIA signed off on the proposal so currently there's no work being done there.

As for the IANA IPR, we are still awaiting for implementation specifications from the operational communities so once we have that then we will create a project plan and proceed with implementation.

So I'm going to pause there and see if there are any questions before we move on.

Jonathan Robinson: Thanks, Trang. It's Jonathan. Any questions or issues arising, anyone would like to seek any further informational clarification? Absent a hand going up in the Adobe Connect room I'll raise it couple of quick points, Trang.

This is a useful presentation. It's handy to have it in this table format like this. I wonder if it wouldn't be helpful to have a third column which has either a target date or an indicative date in there just so that it's clear the kind of timescales we are working to. I'm sure you have a document that has that and maybe you just have kept this one with the brief minimum here. It seems to me that would be useful.

Trang Nguyen: Certainly, Jonathan, yes absolutely we do track that and we can certainly include it in this table as well.

Akram Atallah: So, Jonathan, we're looking for presenting you with an implementation plan hopefully in the next call. And that will provide also more information on the timeline that we're looking at as we dig into more of the details. And we will add target dates and hopefully a - maybe even a traffic light kind of indicator that shows whether we're having problems or we're hitting our timelines as we go forward.

Jonathan Robinson: Okay great. Thank you both. That sounds like a helpful format. And that will give us quite a bit more detail on it. Second point that I thought of was this doesn't appear - although strictly it's not your responsibility for example to do something like the work on the bylaws it is nevertheless implementation work being undertaken on behalf of or overseen by this group.

So it may be worth capturing elements of the work beyond that which you are directly supervising. And again perhaps you're already doing this elsewhere, it's probably worth flagging that. So in that particular instance that's the work that Sidley is doing clearly and will be reporting on later in this call.

Akram Atallah: Yeah, so, Jonathan, you're right, we will have timelines and expectations on all of the implementation. And we will be more than happy to present even in overall picture as well as the details - more details, updates on the CWG items. But I think this is on the next slide, the bylaws.

Trang Nguyen: Yes, I do have the bylaws on the next slide.

((Crosstalk))

Trang Nguyen: So if there are no other comments or questions on this slide we can move on to the next one.

Jonathan Robinson: There's a question from Paul Kane, so let's give the microphone to Paul Kane.

Trang Nguyen: Sure.

Paul Kane: So very briefly, I would like to think Akram and Trang very much. I think it would be very helpful to have a timeline. And I share your concerns or issues that could be raised about dependencies and I think if we can identify where the dependencies rest to make sure that there is stability both in funding the dependencies to make sure that everything is financially robust as well as making sure that there are remedial steps available. So thank you very much for that proposal. And I look forward to the next call where we will have more information so thanks.

Jonathan Robinson: Thanks, Paul. And I notice that concern on the dependencies is also sort of shared or supported by Matthew Shears in the chat. So, Trang, let me hand back to you then to move on to the next slide or the next point in your discussion.

Trang Nguyen: Thank you Jonathan. So some of the other implementation items that we've identified that we could also provide an update on this call is the CWG would prefer a couple of them that you have indicated that you would like an update on which is the ICANN bylaws work as well as potentially all of the CWG dependencies on the CCWG's work. So if you like we can provide status updates on those items on this call as well moving forward.

Additionally there are a couple of other implementation items that relate specifically to the other operational community. We could also provide you

with an ongoing update on those items as well on this call if that is something that you will think will be helpful.

Jonathan Robinson: Trang, thank you. It's Jonathan again. I think from my point of view the question I was asking was, were you tracking that and are you aware of that. I think what you're showing here is that you can report on those areas that you're directly working on and in terms of an overall project management perspective you have the full picture.

So I am not sure we need detailed updates on this. But by having them in your list of items being tracked it creates the opportunity for anyone to raise any concerns or issues regarding these. So that feels okay as it is at the moment I'm open to any other comments in this respect obviously.

Trang Nguyen: And yes, Jonathan, to respond to your question, yes, I am tracking all of the implementation items including the bylaws drafting as well as all of the implementation items that will arise out of the CCWG work. All of those implementations are being handled by the same team and we are tracking all of the items keeping in mind dependencies and timelines, etcetera.

Jonathan Robinson: Okay great. Well that's helpful then. Any other comments or questions on this slide and any other points that Trang has been making? Okay well we won't labor it, have you got any other slides you'd like to talk, to Trang? Do you have anything else you need to cover?

Trang Nguyen: Yes, Jonathan, I do have a couple more slides.

Jonathan Robinson: Please go ahead.

Trang Nguyen: Thank you. So this next slide is the slide that you have seen before. What I've done is just shown here all of the CWG items and remove anything relating to the other two operational communities. The timeline has been revised a little bit for some of the items. I can highlight what those items are.

One of them is the SLEs for naming community. Obviously because of the work that we are currently doing to parse the existing data I've sort of moved that bar up to start now in November going through the end of September of next year.

The other changes that have been made is for the IPR item. I've moved that back to middle of January of next year in terms of start time. Obviously the actual start date for the implementation of that work will depend on the work of the operational community - communities in defining the implementation details.

But, you know, just to sort of answer your question earlier, Jonathan, we are keeping track of all of the implementation items as you can see here including the bylaws as well as the CCWG work.

Jonathan Robinson: Yes, thank you.

Trang Nguyen: And then the last item that we'd like to go over with you on today's call is this process that would like to get your feedback on in terms of how we will engage with you through the planning and implementation phases. So to help sort of go through this process maybe I will use PTI as an example. So for example if we are talking about implementation of the PTI structure, what we would envision is that based on the current ICG and CWG proposals we will look at them and will, you know, as has the implementation requirements and

then draft what we would consider an implementation plan with some implementation details in it.

We would then share that plan with you to get your feedback. And then based on your feedback we will update the implementation plan as necessary. And once the plan is updated with your feedback we will move forward with implementation. And during the implementation phase obviously we will be providing regular status updates back to you in terms of how the implementation work is progressing as well as the details of the implementation so that you can provide timely feedback.

And if we need to correct course or fix anything during that implementation process, you know, we can certainly do that and that's all part of this regular update and the benefits that that's going to provide us. And then once implementation is completed we envision that there will be some kind of an implementation type report that we would issue that basically summarizes the implementation of that particular item.

So this is sort of the process that, you know, we've put together here and would like to hear your feedback on this.

Jonathan Robinson: Trang, it's Jonathan again. In the absence of any hands going up, which I'll wait - keep an eye out for, a couple of quick comments. I think it might be useful to sort of more substantially illustrate the iterative feedback between us and or the other operational communities. So really maybe on your second line of this drawing, some sort of cycle that shows as you implement and provide updates it's kind of iterate - you know, iterate where necessary or OC reviews and ICANN iterates where necessary or something along those lines to do show that it's not just a passing of the baton and then it's rather a process of continuous updates.

Which is eventually covered in your - the lower right sort of dark blue square by virtue of you implementing and providing updates. But I think it's slightly more dynamic than that. We envisage a conversation with you and iteration where necessary so that's point one.

And then just point two is - and this may be trivial or easily explainable but it doesn't quite add up when you look at the top block, you're running mid-Jan through mid-June and if you take a worst-case scenario, six plus four weeks plus two weeks, you get 12 which isn't the same as mid-Jan through mid-June. I'm sure there's an explanation or are you just working within that period? But just to note that.

Trang Nguyen: Yeah.

Jonathan Robinson: So I'll give you a chance to respond to that and then we will go to anyone else in the queue.

Trang Nguyen: Thank you, Jonathan, that's very, very helpful feedback. So I will address each one of them. I do see your point about the iterative process that was meant to be captured here at the bottom right corner of the slide that doesn't quite hit it. So we will look into how we can illustrate that better. But completely agree with your point. And I think the intent -- our intent is consistent, it's just figuring out how to illustrate it to be consistent with our thinking.

With regards to your second point, yes, the approximate number of weeks that I indicated on the top line there obviously, you know, that sort of best case scenario. You know, we envision and it assumes only one cycle of review and feedback. You know, there could potentially for some of the more complicated implementation items require multiple feedback opportunities.

Also, you know, so yes, this isn't meant to line up to the what is six months of planning phase out there or five months of planning phase of there. It's just an approximate timing as to, you know, how much time each step we take.

Akram Atallah: So, Jonathan, I think that you're right, the 12 weeks do not match the top timeline. The top timeline might be tied to what we can - what we can call implementation or what we can move into implementation pending the approval of the proposal. So we are working with NTIA on defining what other things that we can start implementing and basically by implementing meaning not just having lawyers develop the documents and stuff but also being able to post for public comment and go out as if it's a fait accompli.

And I think the concern is that we cannot assume approval before approval is done. So that's my biggest worry is the approval time that we get and the time we have left after that approval to deliver in September. So the times don't (tie) but we might not be able to move to the bottom part until we get the approval on certain items. I'm sure that there are certain items that we can do a lot of work in the background and present to you and our progress and all of that. But some of them might not - we might not be able to work on until the approval comes in.

Jonathan Robinson: Okay. That's helpful. Thank you, Akram. Thank you both of you. That helps clarify that for me and I hope others. Let's go to Paul again. Paul, come in.

Paul Kane: So thank you. A very brief comment. And I would like to emphasize the word "dialogue" when implementing or when drafting the implementation plan. Obviously as members of the community we spent a lot of time and effort to try to formulate the CWG proposal and I much welcome -- and I think we're

all on the same page but I just would like to emphasize when ICANN is in the process of drafting the implementation plan I would very much welcome members of the CWG having sight of particular proposals to make sure that the implementation does accord with what is envisaged in the stewardship proposal.

So as Akram already highlighted, we don't want lawyers really focusing on trying to develop the implementation plan. This is a technical function at the end of the day particularly with the IANA element. So I'd very much like to emphasize the word "dialogue" between the community, the CWG representatives and ICANN in the drafting process. Thank you.

((Crosstalk))

Akram Atallah: Paul, this is Akram. We agree 100%. I mean, I think that the graphics might not represent really the intention but you can pretty much take the two to six weeks and the four weeks and call them the first task at getting an implementation draft that we can go with. And then you can take the next two boxes, I don't know what color that is, the sand color and the blue-collar, and call them and iterative process also throughout the implementation phase. So maybe that's a better way to explain the intent.

But we think that getting to a draft that is roughly what, you know, you expect from us is about six weeks - 2 to 6 weeks depending on the process that we're going through. Then, you know, there has to be some period where you go through a - like deep dive into it and make sure that you cross the T's and dot the I's so that you make sure that the implementation is really what you wanted. And then we move forward.

Now both of these would be an iterative part. I mean, they're not - we're not going to sit in our corner do the whole thing and lob it over the wall, that's not our intention because that would be actually really expensive time wise and it will delay our implementation plan. So we want to work hand-in-hand to make sure we're going in the right direction as quickly as possible.

Jonathan Robinson: Thank you both and thank you for the question Paul. I think we see eye to eye on that one. So I'm just mindful of the ticking clock and so providing we're okay there I think we should move on to the next subject. Let me just confirm with you at you're happy to do that.

Trang Nguyen: Yes, thank you Jonathan.

Jonathan Robinson: Okay great. So actually the next one is the work on the SLEs which is really directly follows on from this which is why we put it in that order. I don't know if you have any update on that or if you feel you covered it adequately in the previous bullet, either way will be fine, but just let us know.

Akram Atallah: So I think that we are making progress on the SLEs. We are looking to - right now I think - if Dave Conrad is on the call he can provide a better update. But we're looking for a resource to parse the data that we have and try to extract as close an SLE if you want as possible to the defined SLEs.

We are not sure we can get exact SLEs on the current data. The work on updating the call to get the SLEs is ongoing so we will be able to get the right SLEs as soon as we update that calls for the parallel process and we will be able to run that and gather data in parallel as we are doing the parallel processing solution.

So I think we are on track for that. If we see any problems we will update you on a regular basis. I don't know if David wants to add anything.

David Conrad: Visit David Conrad. I don't really have anything in addition to add to that but happy to answer any questions people might have.

Jonathan Robinson: Thank you both. I think that there is a question from Paul Kane in the chat asking about when the historical data might be available to the SLE design team or group, if that's -- I'm not sure if you're able to answer that.

David Conrad: So right now we're looking at extracting that data. The data is incorporated into a series of transaction logs and we are working the code to extract that data to put it into a usable format. Right now we're charging hopefully somewhere around mid-December to have at least a better idea of how feasible this will actually be.

Jonathan Robinson: Okay, thanks David.

David Conrad: No, Paul asks in mid-December whether they will get the data and as I said, we are working on the code right now to see how feasible it will be to be able to extract the data in a usable format. We expect to have an answer by mid-December about that and then we would, depending on that answer, then we would have a better idea of when we'd be able to get the data.

((Crosstalk))

Jonathan Robinson: Thanks, David.

Akram Atallah: Paul, just to give you an update, we are having resources to implement this and we will know more as the resources are online and they start working on

the data. So it's additional resources and this will require some of our internal resources are working on updating the real RZMA - RZM code to actually do this. And they will need some handholding and such. So the time to manage time we take from the teams who are developing the final version of what we want to use versus this work so hopefully, as David said, mid-December we have better visibility. But shortly after once they understand the code it shouldn't be that long to deliver the code.

((Crosstalk))

Jonathan Robinson: So that's helpful. Thank you, David, Akram and Trang. Let's keep things moving then. And I'm going to switch over now to the third bullet on this section on implementation and here on the latest work that's been going on with the design team looking at the appropriate home or at least the criteria for such a home from the perspective of this group with respect to the IANA IPR.

So I think we're going to hear from Greg who is leading the design team on that. So go ahead, Greg, and provide us with an update on this please.

Greg Shatan: Thanks, Jonathan. It's Greg Shatan for the record. DT-IPR has been underway. We've had two calls so far and some action on our mailing list as well. What you see before you in the Adobe window is a very interim update on where our work is so far. We've been looking at this principles and requirements that might be taken into account in evaluating the next home of the IANA trademark and trademark registration and domain names.

There is other IPR to be considered but we've put that aside for the moment since most of the bulk of the considerations and concerns are around the trademark and the registrations and domain names.

So the theory here has been to come up with principles and requirements which we can then use in essence as a yardstick or a meter stick to measure any proposals for ownership. And there is an active proposal out there for that ownership to be in the hands of the IETF Trust.

So this would be ultimately used to measure that proposal and any other proposals were to surface those as well. So just quickly, mindful again of time and not to kind of repeat all our work, we've broken this down into a few kind of main questions and the first one kind of embraces the bulk of our work which is, you know, what are the principles and requirements for this post transition owner of this IPR assuming that it's a trust, that's our working assumption.

And it's been proposed that the owner should be neutral. We still have to explore what neutral means. Does that merely mean that the owner should not be the IFO or an IFO or does it mean that it shouldn't be under the - should be neutral with regard to the operating communities in some fashion. So we continue to explore that similar concept that the owner should be independent as well from those lofty principles and requirements.

And can move to the next page if you want. We have kind of more - we get down to a little bit more nuts and bolts types of questions. First, the proposed principles that the owner must be responsive and responsible and really accountable to the three communities in some fashion. But we need to work out what exactly they'd be accountable for.

You know, clearly the IANA trademark and domain name are largely used in service of the three communities, the owner itself is, you know, except to the extent that it's the IETF, in a guise in a sense, you know, is not a particular

beneficiary of the use of the marks of the domain name. So figuring out the proper relationship between the owner and the communities is important.

And then Number 6 really gets us down into the true nuts and bolts which is what does the owner need to be capable of doing which would include acting as a trademark owner and licensor which specifically involves exercising at least the legal minimum of quality control over any services offered under the IANA mark and also how the IANA marks are used and displayed also involves policing and enforcement against any third party use of the trademark right which would include, you know, use as a domain name as well as a brand.

And then they have to take - make sure they take care of the trademark registrations and for that matter the domain name registrations, make sure they don't accidentally get canceled. Looking at the appropriate balance as somewhat of a unique owner, this is not Coca-Cola so finding the right touch, if you will, for the owner to have with regard to managing the mark is important.

Another proposed criteria is that the owner should have experience in holding trademarks and managing them. This of course could be solved through an existing entity or by staffing a new entity. The owner must have necessary funding. You know, clearly can't do anything without funding and one thing that would need to be worked out in implementation is how that funding would work. But again, we're looking at overall principles and requirements here, not implementation yet.

The owner has to have employees and - with the appropriate experience or, you know, some sort of a staff as well as access to outside trademark counsel which shouldn't be too tough. And, you know, last and kind of segueing into

the next major point, the owner has to be ready to make user that any separation requests that are made are appropriately carried out. So Item 2 really goes through that basically looking for clear guidelines and assurances that the owner won't have, you know, significant opportunity to overrule an operational community while at the same time exercising a role as a steward of the marks and the domain name.

Next question - major question was, Number 3, whether control and oversight over the trademark, you know, quality control and policing enforcement, is a principle and requirement for the names community. And clearly it has to be just as a legal matter. But again, you know, we're looking at how to define the right balance between those legal requirements which are important in maintaining the viability of the brand legally balanced against the roles of the operational communities in their control and oversight over the IANA operations including any operations on the Website accessible through IANA.org.

Any quality control, now looking at the top of Page 3, any quality control needs to be fit for purpose and shouldn't kind of take on a life of its own, needs to serve the overall needs of the community. Number 5 we look at the possibility of - or, you know, not Section 5 but Number 5 within Section 3 we look at the possibility that some or all of the quality control can be outsources or delegated or at least, you know, we take advantage of the SLEs as being an effective form of quality control over the operations taking place under the mark and the like.

And just finding ways to kind of wire that appropriately recognize that we have that resource in essence and don't need to reinvent that kind of oversight separately from the names community for our concerns.

This request - in this regard we have a couple of informational requests that I need to make sure get requested. We need to find out how ICANN - if ICANN has ever had to exercise quality control over a licensee and how it deals with that - has dealt with that if it has at all. And also how they deal with policing and enforcement.

And separately, the question, you know, anticipating the ultimate need to review the IETF Trust as a proposed owner, how the IETF Trust has exercised quality control over licensees and how it's exercised policing and enforcement obligations over unauthorized third parties.

Number 4, Roman 4 in the middle of Page 3, again going back to the question of how the needs and requirements of the three operating communities should be taken into consideration, and there's some, you know, concern there about how to balance the needs of the three communities, what influence they should have either, you know, together or separately over the actions of the new owner as well and the like and how the - and there's some, you know, issues about whether if we were to come to a decision that did not exactly map to the IETF Trust's current structure how we would deal with that and whether this can be dealt with contractually as opposed to structurally.

We continue to explore those. But again, trying to focus first on the yardstick before we focus on exactly what it is we're going to measure with it. Number 5, Roman 5, is IFO operational control of the IANA.org domain name, a principle or requirement for the names community. This goes back to the board's announcement back in August 15, I believe it was, that it's their understanding that ICANN would maintain operational control of the IANA.org domain as long as they remain the IANA functions operator.

Some concerns have been expressed about that but we still need to flesh out whether and to the extent that raises any issues. Lastly an open question that was surfaced in passing, but shouldn't be ignored is what if the owner actually fails to perform either operationally falls down on the job in some fashion or worse yet perhaps fails to cooperate in a separation.

What recourse, if any, would say the names community have if we decided to separate and then the owner said I don't like your new licensee and I'm not granting them a license. And I'm not going to give them the ability to manage or operate the IANA.org domain name. Farfetched it may be, but stranger things have happened and should at least be contemplated. Don't need to take a whole lot of time on but there should be some form of accountability and recourse in that event.

So we continue to talk and to refine these. This exists as a Google doc which members of the DT-IPR have access to to change. Our next call is Tuesday on - at 2100 UTC. And so far the group has been, you know, certainly we have an active group but it's small.

I would say, you know, particularly be helpful if we had others who while neutral as to any outcome could offer some additional expertise and experience on issues of relating to trademark law, licensing, best practices, for that matter domain name management, best practices as well but particularly on the trademark side so that we make sure that we plan something that is viable and that takes the right things into account. We're not totally devoid of such participation but the more the better.

So if there is anybody in the group who wants to step up it's never too late to join any team in action but, you know, it's certainly not too late to join DT-IPR. I can't say that we have t-shirts or mugs or buttons or anything like that

but it is appreciated. And, you know, certainly we are mindful that we are behind the other communities but we do think, especially looking at the timelines that have been put in front of us by Trang and Akram and team we have enough time to do this right and do it properly so that we can satisfy the - understand what the needs and requirements are of the names community and make sure that they are satisfied as we move forward.

So that concludes my report on current activities of DT-IPR. Thank you .

Jonathan Robinson: Greg, thank you very much. That's helpful. And I think clear certainly to me. Obviously any others who seek further information or clarification please feel free to come in on this. I noticed - I guess there was one thing that struck me is that, you know, in testing really this seems to be about setting out as requested the requirements and criteria for the proposed solution or solutions.

And it might be useful as you do that, you know, I start to envisage that you may work with - in the end you'll come up with a table that says here are the criteria, here are how we test the proposed proposal for IETF Trust, here's how we propose - here's how we test, A, another test or vehicle against that. And then third, you might want to test ICANN's existing performance against that whilst there is no suggestion that the transfer doesn't take place I think it would be illustrative to see potentially where and if there have been shortcomings.

Which you essentially eluded to before not necessarily even shortcomings just an understanding of how this has been done to date.

Greg Shatan: Thank you, yes. I think that's a good point. And in talking about criteria, I'd be remiss if I didn't mention that one of our group mentioned this morning on our list too late to get into this document but not too late to be appropriate that

we need to fully take into account the principles and requirements and criteria that have, you know, been put forth by the ICG and that we have done that to an extent. They are combined in here but I think we need to kind of have a breakout section on that to make sure that we kind of work explicitly within, you know, an understanding of those criteria and not merely just, you know, have them distributed across the various subgroups of points that we're considering.

Jonathan Robinson: Okay good point. And that's very sort of timely moment, we have a hand up from the chair of the ICG so let me hand over to Alissa. Go ahead, Alissa.

Alissa Cooper: Thank you, Jonathan. I raised my hand just to ask a question which was what is the target date for the CWG to deliver its requirements for the IPR?

Jonathan Robinson: That's a good question. I don't think we have a specific target date in mind. We do have I should say a coordination call with the other operational communities planned next week for myself and Lise to talk with likely the chairs and/or others from those different groups, chairs of IANA (unintelligible) and/or others from those groups.

I don't think we have a specific target date in mind aside from being cognizant of the fact that there's some sort of broad pressure to get the work done and we seem to be the last point in this. But I'm not aware of a specific target date at this point.

Greg Shatan: Jonathan, if I could just add to that...

Alissa Cooper: Okay.

Greg Shatan: ...I would just say for DT-IPR we are certainly intend on driving forward and being oriented toward finding a result from, you know, in terms of principles and requirements while avoiding being overly result-oriented. So certainly, you know, mindful that we have kind of a job to do and that part of it is being relatively snappy. Thanks.

Alissa Cooper: Okay thanks. If I could just respond. That that's good news, Greg. I would say just thinking about this from the perspective of the whole proposal development process, I think one of the feelings is that this whole topic has enjoyed outside amount of attention as compared to its impact or importance for the stable functioning of IANA.

So I'm just cognizant of having the background in the ICG of wanting to make sure that, you know, things don't kind of drag on forever, or go into, you know, off into various questions that are not really core to, you know, the fact of the matter that their Website and the trademarks have, you know, kind of operated well and aren't really expected to change too much even as the holder of the IPR changes. So I think it would be useful to have deadlines and kind of gradual results for that reason and also because the other communities have been waiting. Thanks.

Jonathan Robinson: Thanks, Elisa. Wise words. That's helpful to have the input. Alan.

Alan Greenberg: Thank you. I thought I head at one point that there were going to be direct discussions between ICANN and the IETF Trust on, you know, possible terms. And I also vaguely recall the IETF Trust was working on a potential contract or something like that. Have I missed something that we're reverting back purely to the CWG instead of having that happen or did I misunderstand those statements? Thank you.

Jonathan Robinson: Thanks, Alan. Andrew's hand came up so I think I'll defer to Andrew and then come in if necessary and for any additional points.

Andrew Sullivan: Yeah thanks. The IETF Trust has done some analysis on this. And has put together an outline which I think I circulated a point or two some time ago of how it could handle this without changed to the IETF Trust. But my understanding from the design or the DT meetings is that Greg feels strongly that we need to go through the requirements first rather than either deciding or not at the outset whether that approach would be at all acceptable.

So I think there is a - I may be have misunderstood what Greg is - the way he wants to approach it. And I don't want to put words in his mouth by any means. So if I have done, Greg, I'm sure you'll correct me. But my understanding is that we're trying to get the principles done first because that's what our remit is. And so we haven't actually looked at the particular approaches.

Nevertheless the IETF Trust has done a little bit of work along those lines so you're not misinformed, Alan. So the one thing I would say is that I believe, and I'm speaking only for myself here, I really want to emphasize that, I believe that it is not a possibility to change the IETF Trust or the trust agreement in order to make this happen. The IETF Trust has offered to do this because it thinks it would be easier or, you know, and other people seem to think it would be easier too.

But if it's going to involve substantial changes then that's going to involve a large and significant investment and a consensus process in the IETF. And that point it becomes pretty obvious that it won't be easier to follow that path either.

Jonathan Robinson: Greg, your hand is up so it looks like you wanted to come back in and I see Milton and Alan. So let's deal with the three points. And I suspect I might have to move us on at that point. Greg, go ahead.

Greg Shatan: Thanks, Jonathan. Greg again. Just briefly it's not my personal view so much as just the view that's what our remit requires us to do is to essentially come up with our yardstick and then measure the IETF Trust proposal against it. Otherwise we're - we don't necessarily even know how to evaluate it other than kind of on the fly.

So it's clearly going to be evaluated and it's going to be evaluated against the principles and requirements that we have as well. So and ultimately what's important is it's not the DT-IPR that will finalize those principles and requirements, it's the CWG as a whole and while, you know, we hope to come up with recommendations fairly rapidly there may be a few of those points where we want to kind of bring the debate to the CWG between perhaps differing views.

And I think we'll also clearly have to figure out how to coordinate this with the two other operating communities. And I know that you're having a update call with the other chairs and this will be part of that. And then ultimately, you know, feeding that back into the, you know, ICANN itself for the implementation that Alan alluded to and then figuring out how our implementation oversight over that might work.

So there are, you know, several steps here. But you know, I think we're reasonably - I wouldn't say we're - I think we're on track where we need to be at this point in the life of the DT which has only had, as I say, two calls this week and last week, to come up with the principles or requirements and then kind of move to the next phase after, you know, getting our principles and

requirements essentially vetted and approved or revised and changed and then approved by the CWG then we can kind of go back into the next phase which is, you know, evaluating the IETF as the owner against these criteria and so forth. Thanks.

Jonathan Robinson: Thank you, Greg. I'm going to close the queue at Christopher Wilkinson. Got Milton, Alan and Christopher. I'm mindful of time. We've got a couple of other key points to get to so let's go ahead with Milton.

Milton Mueller: Yes, I just wanted to say that I think the - as I've made it clear to Greg and to others on the drafting team that I think we are really dealing with a situation where we are presuming that we're going to use the IETF Trust unless there is some killer requirement that says that we can't. And just want to clarify on the issue of neutrality I think these - bullets like Roman Numeral 1, 3c, dominated by one of the operational communities, in neutrality and nondiscrimination I think there was some discussion of that.

I'm not sure it's quite reflected properly in this list that neutrality meant, you know, really will the holder of the IANA trademarks and domains bend, you know, accept the will of whatever operational community asks them to do with it. And it has nothing to do with whether they're, you know, part of the protocols community or something like that.

So I think if you remove that or clarify that then I think there's nothing in this list that really prevents us from using the IETF Trust. And the idea of starting from scratch is I think pretty scary to anybody who's worried about the timeline and is worried about creating new things with unintended consequences.

Jonathan Robinson: Thanks, Milton. I'll go straight to Alan.

Alan Greenberg: Thank you very much. I too was going to say that unless something horrible happens or unexpected comes up, the IETF Trust is a likely candidate. I would really like to see some parallelism and things working in parallel. The concept that the design team is going to have to work and then we'll come back to debate for the CWG which only meets every two weeks, just starts putting a timeline in place which I - scares me. So I'd like to see some parallelism and perhaps some maybe pragmatism is the wrong word but at the very least I'd like to see a projected timeline for how this is going to work out. Thank you.

Jonathan Robinson: Thanks, Alan. That's probably consistent with what Alissa was asking for earlier. So if we could make that an action to try and capture at least a draft timeline of events here I think that would be helpful. Go ahead, Christopher.

Christopher Wilkinson: Good evening, can you hear me?

Jonathan Robinson: You sound very distant, Christopher. You sound like you're either far from the mic or something is not quite right.

Christopher Wilkinson: Okay well just three small points. First of all I have no objection in principle to the IETF taking over - the IETF Trust taking over the IPR. But my understanding is that the trust handles a great deal of IPR in the area of RFCs and (unintelligible) related specifications. And not very much experience in practice (unintelligible). And I think I've mentioned this before weeks ago, it would be helpful to have a clearer idea as to how the IETF Trust would handle (unintelligible).

Second point, related to separation, I agree that the holder (unintelligible) - the holder of these trademarks should be neutral but I do not see how (unintelligible) one of the paragraphs suggest, I do not see how you can be

assigned parts of the IANA.org domain and trademark to the names community without prejudicing the interests of the other communities who have (unintelligible) equal rights.

Finally, it's not a joke, look, CWG and CCWG have generated large numbers of new acronyms. I do assume that somebody somewhere and presumably ICANN itself, has registered the corresponding domain names because it would be very funny if at the end of this exercise we certainly discovered that critical acronyms that have been invented in the whole of legal structure built around them are no longer available. (Unintelligible). Bye.

Jonathan Robinson: Thank you, Christopher. I'm just going to make - you were a little faint so I'm not sure everyone would have got you but I understood you to be saying you wanted to know how will the IETF handle trademarks, you were supportive of a neutral holder of the marks, and have some concern about a portion of the IP being assigned to the names community without prejudicing the others, and the concern multiple acronyms appearing and not necessarily being protected. So I hope I've captured that reasonably well.

If someone really wants to check the detail they can crank up the volume on the recording. But just want to make sure that others had the benefit of hearing the...

((Crosstalk))

Christopher Wilkinson: Thank you, no that's correct. That's correct. I have personal experience of domain names and acronyms that people wanted to (unintelligible) available. So I think somebody needs to do some work on the DNS presumably with...

((Crosstalk))

Jonathan Robinson: Thanks, Christopher. All right, I'm going to move us now because we're tight for time. We've got a couple of key things we need to deal with now. One is to get an update relating to the work that's being going on in DT-O and the collaboration with the finance team at ICANN. And second is to get an update from Sidley on the work that they did on the bylaws and give us some key pointers. So, Xavier, I'm going to give you the floor for up to 10 minutes now to deal with an update from the design team on the budget.

And I'm not sure if Chuck has managed to dial in at this point but we - he is leading that design team but I know you're in a position to give us the update and make sure the CWG is aware of latest progress without going into all of the fine detail covered by the CWG and Chuck helpfully prepared a memo for this group. So, Xavier, if you could try and confine yourself to no more than 10 minutes.

Chuck Gomes: And, Jonathan, I am for another 15 minutes or so, okay?

Jonathan Robinson: Wonderful, Chuck. I'm glad you've been able to do that. Thank you. And I'm glad we can accommodate you in the slot you have available. So, Xavier, and Chuck - Xavier first and then Chuck I'll hand over to both of you.

Xavier Calvez: Thank you, Jonathan. Just want to check if Chuck wants to start with a preliminary comment or if you'd rather that I just start over with the slides?

Jonathan Robinson: As you see fit.

Chuck Gomes: I'll make a brief - I'll make a brief comment. This is Chuck. In an airport so that's my problem, fortunately a quiet place. The - since the Design Team O

was reactivated we've had two meetings. And I think they've gone well. Xavier and Trang and their teams have done a great job working with us. And what Xavier is going to present is important information for the entire CWG to understand. So we will spend more meetings on the issues with regard to the IANA budget between now and the end of the year.

But please pay attention to this. And one of the things that Xavier is going to present is basically a minimalist approach in terms of the implementation of PTI in particular. And we're not advocating that that has to be done but obviously that would be more timely and would minimize costs.

So what I'd like to ask people to do as Xavier is giving the presentation is to think about anything in terms of the CWG proposal for which a minimalist approach, especially in terms of operational changes, would satisfy the recommendations the came forth out of the CWG proposal. So keep that in mind. It'd be nice to get a little feedback today. I don't know if time will allow for that but there will be future opportunities for that.

And certainly Design Team O and I'm sure Xavier and Trang would like to get a sense of where people are at relative to what our expectations are for the implementation of the whole proposal. And I'll stop there and turn it over to Xavier.

Xavier Calvez: Thank you, Chuck. Before moving on to the next slide I want to reemphasize in addition to what Chuck says that what we are going to talk about over the next few slides is the planning approach as opposed to the implementation approach. Trang presented earlier the communication process and the timeline for implementation of the PTI and so on. Here we are only talking about the planning - the planning process which includes the operating plan and budget.

And as some of you may remember we have indicated that the assumptions for planning purposes need to be finalized approximately mid-January in order for us to be able to integrate those assumptions and translate them into an operating plan and budget so that we can publish for public comment around the 5th of March, which is our current timeline.

So we're talking about planning. We're not talking about implementation at all. And the requirements for planning purposes are obviously much less detailed operational than the requirements for implementation. With that preamble let me go to the next slide.

This slide is simply trying to provide an overview of the high level areas of impact expected on the operating plan and budget - OPB in the title means operating plan and budget. Relative to the specific ICG proposal and focusing on the CWG and CCWG proposal so one of course creation of the post transition IANA entity, new legal entity receiving the IANA operations and of course, Number 2, this means a number of assumptions to be formulated in relation to the resources that supported the IANA operations today and how those are reflected into the plan that will be produced for public comment.

What are the costs associated with those activities is of course also what will need to be formulated as part of this exercise. Of course there's also a number of new processes that will be resulting from the proposal upon approval the creation of the IFR, the customer standing committee and the processes supporting those activities as well as of course the costs associated with those activities.

Of course it's a bit generic at this stage but Number 4 is the implementation of the new accountability mechanisms, those we need to have an assumption for in the plan as well to reflect any potential new process or new activities and

logically the corresponding costs to those new activities that will result from the new accountability mechanisms.

It's not clear as of yet what those impacts could be. We're simply expecting that there will be some and we will make as a simple and straightforward assumption on what these impacts could be based on the information available by then. And then being again approximately mid-January.

Next slide. So - I apologize for the formatting that doesn't seem to be well reflected here. So the box on the left that has base in it is supposed to have base case in it. So the approach that we're suggesting to retain for planning purposes, again, not implementation, is simply to reflect in the plan a base case approach that suggests that we would, one, have the creation of the PTI legal entity; two, that the current operations of IANA would be reflected under the PTI as they are currently being performed meaning as integrated or as specific as they are currently performed. And we will see a little bit later what that means.

And also that of course those new processes that are pertaining to the operations of IANA - the IANA functions under the model of the PTI would also be added as part of the plan. In order to help the understanding of the public and the community on the sensitivity of that base case, we are also suggesting to formulate an alternative scenario which would be further separation of the operation - the IANA operations from the ICANN operations in order to show that the potential impacts would be or could be of that further separation.

And with those two - with the base case and the alternative scenario we would provide at least a principle understanding of the various options between

current operations of the IANA function or a more separated version of those operations could look like.

Next. This slide was intending to give an understanding at a very high level of the planning approach and how it defers from the implementation approach of the PTI. And again I apologize for the formatting of the slide. There's a title box on the right that is supposed to say implementation more detailed minimum information required as opposed to simply more detailed mini. It's missing the last line.

Just a few examples here, when we talk about for example having a separate legal entity, from a planning standpoint there's no specific requirement for that assumption to be formulated. We simply assume that there is yes a legal entity. We have already an estimate of the costs associated with having a legal entity. And that is sufficient from a planning standpoint by the end of January to be formulated. Of course when you look at it from the perspective of an implementation it's a completely different topic.

You need to formulate a legal form and create bylaws, create a board composition, name officers and so on. All the formalities associated with creating a legal entity. This is just an example, this table is simple trying to provide an understanding that it's a completely different exercise to plan versus implement. And at the - by the end of January we're only intending to plan. Let me take a very simple other example.

The personnel that supports directly the operations of IANA whether there is a contract between ICANN and this personnel for it to be seconded into the PTI or whether the contracts are between directly the PTI and each of the individual employees is completely neutral from a planning standpoint because the activities carried out are the same and the costs carried out are

approximately the same as well. So that's another example of something that's not required to be formulated as part of a planning exercise.

I'll stop there to see if there's any questions. Jonathan, I hope I kept within the 10 minutes that you allotted for that purpose.

((Crosstalk))

Xavier Calvez: ...also Chuck's comment as required.

Jonathan Robinson: Yeah, thank you very much. And I'm sorry to put you under that kind of time pressure. I'm also conscious we should permit Chuck to be able - Chuck, you had some questions you really formulated in particular there's a couple of high level objectives. Paul, you've got a question and then we'll - I'll see if Chuck wants to bring anyone - anything else. Paul?

Paul Kane: Is Chuck going first or me?

Jonathan Robinson: You go ahead.

Paul Kane: Okay sorry, I apologize. Xavier, thank you very much. And thank you very much and I would like to echo and - the desire to make sure that as little as changed is possible. But at the same token reassure the staff that (unintelligible) IANA service - a very good IANA service to the community can be assured of stability. In the early days of ICANN one of the big things was making sure sufficient budget to pay the staff and the operating costs associated with delivering the IANA service.

And as part of the planning can I suggest that maybe a budget allocation say for five years' worth of operating revenues be specifically - because ICANN -

sorry the IANA function is a relatively low cost operation be set aside from the date of transfer just to make sure that both the staff, the community and the resources for the PTI - the new entity - are there and are ring fenced. It's just a planning proposal to you as you formulate going forward.

Jonathan Robinson: Thanks, Paul. That's an interesting idea. Let me go to Chuck and see - Chuck, make sure you get what you want to out of this session or at least prompt whatever else we could discuss in the relatively short time available.

Chuck Gomes: Thanks, Jonathan. And thanks, Xavier, for the good presentation. I'd just like to refer people to Slide 3. It's probably the simplest slide there. But the question I ask when I transmitted this presentation last night was - does anybody see - and we're not going to have time to discuss this today probably but hopefully we will on the list and in our next meeting for the CWG.

But does the - does anybody see any reason why the base case scenario would not meet the objectives and the intentions of the CWG proposal? Now I mentioned this in my message last night, I assume the slide still says "no change" in the middle. That's really not literally true. What that's supposed to say is that there would be minimal operational changes. Obviously we have to have a PTI, we have to have an IFR, a CSC, those are changes, and we understand that.

But the base case would be just very minimal operational changes. In other words in terms of facilities, in terms of support, in terms of management and so forth. Are there any elements of that very minimal case that would not meet the CWG recommendations? And if there are we need people to bring those up. Design Team O, when asked that question yesterday, thought that the base approach should work. And we'll talk more about that in the future. So that's

a question we'd like feedback on in the next couple weeks and certainly by the next meeting.

And note, as Xavier pointed out, that in the budget for PTI and all of the IANA support that will come out as part of the ICANN budget on March 5 for public comment, they're going to provide alternatives in other words, some things that go beyond the base case. So we'll be able to compare the costs and the estimated cost impact on those when we look at the budget as will the whole community. So that's the question I'd like people to focus on.

Are there elements of the base case that we may need alternatives to? In other words, the minimalist approach may not meet the CWG requirements. And I'll stop there, Jonathan. Thanks. Thanks again.

Jonathan Robinson: Thank you, Chuck. I think that's clearly articulated. And unfortunately, well there's two issues really. We don't have time now, we really do need to move on to the next issue. And I'm not sure this has been - that people have had the opportunity to digest this properly. So I'd encourage the group to concentrate on this, recognize where DT-O is apparently heading with this and make sure that input is given in particular if you have any concerns in and around the base case and so on.

So we'll make sure those (unintelligible) list. We will come back to them at the next meeting and try and do something in the interim. And I'll just ask that that line is muted if possible, that line that hung up.

Grace Abuhamad: Yes, Jonathan, we're working on it. We believe it might be Seun's line. Sorry.

Jonathan Robinson: Okay thank you. I think in the interest of time we will hand over now - we will move the agenda on to the next item which deals with the draft of the

CWG specific bylaws. We have Sidley on the call and ready to present an overview and a highlighting of the key points here. So I think without further ado it makes sense to move on to Item 3, hand over to Sharon, assuming it is Sharon who will lead on that or Holly as appropriate. Please let me defer to you - either of you from Sidley, Sharon or Holly.

Sharon Flanagan: Thanks, Jonathan. This is Sharon. Hopefully you can hear me okay, I'm in a hotel so if not let me know.

((Crosstalk))

Sharon Flanagan: We circulated the draft bylaw document a week or two ago. And this is tracking the bylaws matrix that we previously had circulated. In terms of the topics covered it covers the PTI governance, it covers the IANA functions contract, the customer standing committee, the IANA problem resolution process, IFR, special IFR and separation. Those are the broad categories.

What it does not cover, just so people are clear in terms of reviewing, it does cover the accountability topics which the CCWG will be drafting. So if you remember from the bylaws matrix we had allocated certain things to CWG that really CWG has the greatest level of expertise and then other things that are overarching, accountability governance topics which CCWG would take leadership on, things like fundamental bylaws and the community mechanism. So if you look at these and don't see those that is why.

And what we've done here is we've tried to flesh out and add more detail to what was in the bylaws matrix so moving towards the actual provisions that would be incorporated into the ICANN bylaws themselves. And we've noted throughout this lengthy document, 60 pages or so, where we have open points that will require input by CWG.

And, you know, in a sense the proposal in a way was the term sheet, you know, was the summary kind of by necessity. And now as we're drafting the definitive operative provisions you just have to put a little more meat on the bone. And so we've tried to highlight the places where there are just things that need to be fleshed out a little bit more.

And the way this document is set up on the left hand side of the document there's a column that includes the source material so whether it's from the proposal itself or from the matrix, you know, what was the guiding principle for the drafting of the bylaws. And then on the right hand side is a column that contains text of the proposed bylaw provisions themselves. So that's the basic - that's the basic framework for this.

I will just very briefly sort of flip through and highlight some things that are noteworthy in the document. It is a long document and fairly detailed so it will obviously take time to go through it in more detail at some point. But let me just kind of walk through at a high level.

So the first topic, as I mentioned, was PTI governance, starts on Page 3 of the version I'm working off of. And this is where we set out the creation of PTI, the establishment of that entity and then we also, going through onto Page 5, talk about governance of PTI. ICANN will be the sole member and so what rights will it have as sole member and what rights will need to be constrained that it would otherwise have as the sole member of a California nonprofit in order for the accountability mechanisms to work effectively.

So if you go to Page 5 and then all the way along through that you'll see the details of what constraints would we put on that statutory membership rights. And then we have other safeguards, things like on Page 7 things that would

govern the requirement that ICANN remain as the sole member of PTI and that it couldn't transfer that membership or otherwise cease to be the member unless that was required as part of the separation process itself. So that ensures that there's no movement of PTI in a way that's unintended.

And then similarly, on Page 8 of the bylaw document, there are constraints on the ability of ICANN to dispose of the assets of PTI or merge it or turn it into a different type of entity or dissolve it really making sure that we've frozen the entity in the way it's intended to be and that if there were any fundamental changes those changes would need to have some community mechanism to weigh in. So that's the first topic is the governance.

And I will note, you know, these are the bylaw provisions for ICANN. We will - as noted in the prior presentation by Xavier, you know, PTI needs to have its own set of governing documents, its own set of bylaws and articles of incorporation so that's not contemplated within this document.

So the second topic is - and it's on Page 8 of this document - is the IANA functions contract. Of course there will be a contract and that will speak for itself and have legal obligations between ICANN and PTI. But there are certain ways that we would want to constrain the ability of ICANN to terminate or amend that contract without the community having a voice in that.

So this section is largely - not establishing the terms of the contract, that will be done in the contract itself, but governing how ICANN will operate the contract, you know, it will enter into the contract and it will maintain certain fundamental aspects of that contract as they are unless there is a community process that suggests that those provisions would need to be changed.

If you look at Page 10, this is just one example. And this particular example repeats itself throughout. As a type of additional detail we'd be looking to add ultimately you see we've got reference to amendments to the contract or the SOW would be subject to a public comment period. So are we going to say more about that? Are we going to have more detail or will it just be a general reference as it is here? So that's the typical detail decision point.

Another decision point is shown on Page 10 in Number 2 which is that these changes need to be ratified by ccNSO and GNSO councils by a super majority vote. The proposal speaks only over the super majority vote but doesn't get into what level do we really intend so we put 2/3 here in brackets, that was something that's used in other situations so we put it in as just a reference but that's a point that would have to be ultimately decided. So that's Section 2, the contract.

Section 3 is the customer standing committee. That committee, you know, there was a lot of detail already within that charter document. So a lot of the detail that we're talking about in other places is already addressed. What we did is we've got reference to CSC. In the ICANN bylaws you would have the creation of CSC in the ICANN bylaws themselves and that's what this provides for.

And then you would have a charter document that would be appended to the ICANN bylaws. And that charter document is based on the charter document that the design team created and that was part of the CWG proposal with, you know, some additional fleshing out of details as needed but that's conceptually that's how it's set up.

If you look at Page 12 of this document you will composition of CSC. And there's another example there in Section 2, Number 2, another example of just

more details. So there was language in the CWG proposal that said CSC may include an additional member who would be a TLD representative not considering a ccTLD or a gTLD operator.

And the question there is, okay, well who decides, you know, who makes that decision? We put a placeholder in here but that's a decision that has to be made. Similarly Page 13 there's some details on the membership in reference to who gets to appoint and questions about who will decide as between these entities and what happens if new SOs or ACs are created in the future.

So I think the comments largely speak for themselves. And we tried to just flag them as we went along the way. Where we could we put forward some suggested language in brackets really just as a jumping off point. Either it was something - a concept that was used elsewhere that we thought was analogous or, you know, we just, you know, put some placeholder language in. So anything that was a departure we put in brackets and shaded and in general we added a note noting that what we were looking for in terms of guidance. So that's CSC.

If you continue on you will - you'll see the charter document itself as I said, that is based on the charter document that was appended to the proposal. It is not identical and if anyone is interested we can send a redline but it did require some conforming changes just to make it operate within the context of the ICANN bylaws.

And then the next topic, Topic 4 on Page 31, is the IANA problem resolution process. And within the proposal there's reference to a remedial action plan and then also a problem resolution process. We - on that one we felt we needed a little more guidance on how those two things will get created and where they will reside, where do they live for example, the remedial action

plan, will that live in the contract itself, that's kind of what we thought was probably intended. And then the problem resolution process we assume that would be reflected in the ICANN bylaws itself. But that's a question that we have.

And then we go to Page 33, Topic 5, the IFR. Here there were some places where we borrowed some concepts from CSC where we had - and these are really kind of in the weeds details but, you know, how do you establish quorum, things like that. We borrowed some concepts that were fleshed out in the CSC charter and flagged that. But it's, you know, we did want to note that we had kind of added some detail.

And then in IFR there'll be some nuances you'll see on Page 35, some nuances very detailed. This is kind of legal details of timing of the five year cycle, when do you start the clock for the new five years? Do you start it when the process starts? Do you start it when the process ends? So those are some of the additional decisions that will need to be made. So that is IFR.

And then we go to Topic 6 which is the special IFR. And again we in some cases borrowed concepts that were in other areas of the proposal but always - we always flagged if we were doing that and had some questions. You know, for example on Page 48 there is - within the proposal there is a notion that the ccNSO and GNSO will review some of the outputs of either the remedial action procedures or an IANA problem resolution process. And then in some cases will consult with other SOs and ACs.

So there the question is okay so what will that review mean? Are we going to get more detail around what the review would be? And are we going to get more detail about what the consultation process will be? I see a hand - Chris Wilkinson, did you want to ask a question? Okay...

Christopher Wilkinson: Not until you're completed the - your presentation.

Sharon Flanagan: Okay, I'll just keep going then and can stop at the end for questions. Okay so that's - so that's the special IFR. And then lastly, Topic 7 is the separation process itself. And some repeating - you'll see some repeating questions that kind of carries through on Page 52 when the councils need to approve the creation of the SCWG, what's the level of vote that's required, how would that vote be done and we put forward 2/3 of members of each house of the Council.

There isn't - as far as we could tell wasn't - isn't a standard already in the ICANN bylaws for super majority of the councils so we borrowed a bit from other places where there were those concepts. But we need input from the group on that. And again public comment, another example of a repeating notion of what does it mean to do a public comment.

And then we talk on Page 56 we start into the creation of SCWG. And if you read this whole document, and God bless if you do, it's a long document, but if you read it you'll see we're creating CSC, we're creating the IFRT and we're creating SCWG. And so each of those will be a body and it needs, you know, you need to have the composition and the mechanics of how you vote and what's quorum and those are some of the things that we were also noting and flushing out.

And then the last thing is on Page 60 we asked the question - there's a reference on the SCWG a reference to using the guidelines established for cross community working groups and we had just asked about the creation of the guidelines and the procedures. And I think what we heard back is that that is still to be done but isn't yet created.

So that's the high level walk through of the very detailed document. I think the basic message is there's some detail to be flushed out or decided upon and we're happy to work in any way that is efficient for you all whether it's a group or design teams or what. But we will need a little more guidance to finalize and get some of that detail resolved.

I'll stop there. Thanks, Jonathan.

Jonathan Robinson: Thanks, Sharon. So let me hand over to Christopher for his question and then I'll come back to you with some thoughts on - and see if others want to come in as well and come back with thoughts as to how we move forward. Go ahead, Christopher.

Christopher Wilkinson: Okay thank you very much. I was very interested in Sidley's presentation and I congratulate them on their detailed document which illustrates in great detail where are the gaps and questions remain.

But I must say I was quite surprised by this document. I think it's premature to put so much detail into the bylaws when very little of what we have developed over the - in the CWG has actually been tested in practice. I would go from (unintelligible) version of the bylaws with a general reference to the CWG report as systematic guidance as to how they're to be interpreted and a general provision for review and revision in say two years' time.

But to sort of copy past the CWG report into the bylaws risks freezing not only the good parts but also the mistakes and those that we would change in the future if we could. I also feel that with the note to CWG on nearly every other page, CWG has got a lot of work to do to answer all the questions that Sidley has left open in this document. As I said, I congratulate them on

identifying these questions but to have to answer them all, first of all in terms of the work involved I think that's for the co-chairs to assess.

But in terms of the timeline I think we're biting off too much more than we can chew. I have some other details questions notably regarding the voting composition of certain entities that have been proposed. But my general point, Jonathan, and members of the CWG, this is too much detail too soon. It's premature. And if we cast this much detail in stone in the bylaws at this early stage in the transformation of the ICANN system we will come to regret it. Thank you.

Jonathan Robinson: Thanks, Christopher. That's a thoughtful point. Let me go to Alan and then see if there are - or Sharon, would you like to respond at all maybe before we come back to Alan, would you like to respond with any initial thoughts on that?

Sharon Flanagan: Yeah, I understand the point Chris is making. And it is always hard whenever you try to actually create the - what would be the final version. There's always more detail that needs to get fleshed out. From my perspective as a lawyer we usually try to just wrestle it to the ground and deal with it, although there are a lot of notes - a lot of them could be resolved very simply. I don't think - I don't think the volume should be overly intimidating. I think a design team could probably work through some of this. A lot of the points do repeat.

But I do think it's hard to kind of go in the middle. We've got the term sheet level of the proposal and then there's the full blown bylaws but how do you do something that's in the middle? I'm just not sure how that works.

Jonathan Robinson: Okay, let me come in then and respond briefly here because I think there's two points here. There's what does this does this document imply for the work

of the CWG and then there's even some comments in the chat about whether or not another design team is required.

And Lise and I have talked about this and currently our view is that what we will need to do is - and as you say, Sharon, much of these are detailed points. While there's a lot of them some of them will be answerable I think relatively easily. So we were going to propose to the group that we actually pull together a series of answers with the help of staff and the group reviews those so we keep this in the group as a whole rather than break it off into a subgroup. And we deal with these systematically.

I understood Christopher's other point to be somewhat different though. It's less about the extent of the work and more about a concern whether we're baking into the ICANN bylaws things that we might come to later regret as we experiment with the new world order and all that the CWG's work.

So really that's more a question of whether the bylaws drafting work that you've done here, Sidley, is on some way paired back and makes reference to external documents rather than is hard coded into the bylaws. So two separate points I think, the former I think we can deal with, the volume of work but that's maybe me being optimistic. The latter is more of kind of a technical and other point. So those are the points.

And then if you want to respond, Sharon, go ahead and then I see I've got Alan and then Holly possibly coming in to respond as well in that respect.

Holly Gregory: Yeah, Sharon, this is Holly if I may. Look, bylaw drafting there are different styles and some organizations keep fairly bare-boned bylaws and put a lot of the detail around operational issues in other policies and procedures of the

organization. When we look at the current ICANN bylaws they seem to have gone a little bit the other way, they have a lot of detail in them.

We frankly prefer less detailed bylaws. But that's really a - that's really sort of a style issue to decide on. I do agree that we could certainly pair this back and put significant parts of how things work operationally into policies and procedures. But, again, it really is a style matter. Sharon, do you have anything to - do you agree or have anything to add?

Sharon Flanagan: No, I don't have anything to add there, Holly.

Jonathan Robinson: Well that's helpful and that's quite, I mean, that's quite a - I mean, in some senses it doesn't detract from the detailed work that's got to be done because that's got to be done in any event. And your work, as Christopher recognized, very helpfully clarifies where need for additional detail and/or clarification is required. And then there's a more - I don't want to say philosophical but there is a bigger question about how much of this is actually hard coded into the bylaws and how much of it is referenced out.

Alan, did you have a response or comment on this or were you going somewhere else?

Alan Greenberg: No, well I have two comments. One specific, one general. The general is in the same area. I too was taken somewhat aback about all of the stuff that's proposed to go into the bylaws. And I would have much preferred something that is closer to how the GNSO PDP is defined and that is there's a reference to a PDP manual. And a lot of those - a lot of the details are there.

Now I would have no problem saying that to update the manual requires the same process as a bylaw change. But just to keep the bylaws themselves lean

and not heavily overload them with the details of this particular aspect of ICANN which ultimately is an important but a relatively small aspect of the overall operations. So I would like to see them extracted and put somewhere else just to keep it neat if nothing else. And maybe it's a - it's easier to update than the bylaws themselves; maybe it's exactly the same rules but I would feel much more comfortable with that.

I have a very specific question on Page 52, there's a statement which seems to be contradicting itself saying there is no standard for Council super-majority, now maybe that's referring to the ccNSO Council. Because it then follows with a very explicit standard for the GNSO which is right out of the bylaws. So I'm not quite sure what that sentence is saying.

Sharon Flanagan: Alan, that's right. There's a standard for GNSO super majority but not Council and we weren't sure...

((Crosstalk))

Sharon Flanagan: ...are different.

Alan Greenberg: There are two councils, there's the ccNSO Council and the GNSO Council.

Sharon Flanagan: Right.

Alan Greenberg: So...

Sharon Flanagan: But within - is there a GNSO Council and a GNSO?

Alan Greenberg: There is a GNSO which is the - a body surrounding the GNSO Council. The Council is the only group that from a bylaw perspective takes votes.

Sharon Flanagan: Okay. Yeah, we thought they were two different things. It sounds - and that sounds like that's right. And so it's probably more of a detail. The bylaws - currently the ICANN bylaws define a GNSO super majority but really maybe in effect that's really...

((Crosstalk))

Alan Greenberg: It is in fact the GNSO Council super-majority.

Sharon Flanagan: Okay that's fine. Then that's...

((Crosstalk))

Alan Greenberg: All - it's an interesting drafting issue but any of the references in the bylaws to voting it is always the GNSO Council.

Sharon Flanagan: Okay thank you.

Alan Greenberg: Okay.

Jonathan Robinson: Yes, so just to clarify the intention here is that that kind of detail will be ironed out with the help of staff. And to the extent that there's a relatively easy first pass at resolving some of those questions we will get that work done, that's the view of the chairs. And then come back to the group for - if there some more knotty issues. I think the other point is more complicated and more subtle perhaps at this stage as to what work is shifted out of this document or not.

I'd like to hear a more compelling argument than simply neatness although I'm a great fan of neatness and having a neat and tidy set of bylaws would be great. But it would be good to think about whether that - and we're not going to have time to do it here but it has raised, through Christopher and Alan, a very interesting point here. Greg.

Greg Shatan: Thanks. Greg Shatan. Just briefly first I think this is a great working document. I think that there may be - it may be overloaded and I think that I agree, you know, there are I think better arguments than neatness and I won't advance them here but I think that it's consistent with the views that I see, you know, Holly and Samantha - or Sam - expressing.

But I think, you know, it's more an issue of reallocating certain of these things below kind of the higher levels into ancillary documents which can be somewhat more easily changed while leaving the more overarching regulatory framework or self-regulatory framework of the bylaws intact.

You know, the devil is in the details but the details aren't all in the bylaws. So I think there, you know, the question then is just how to work that out. Staff can be very helpful clearly. Some subteam, you know, IOT bylaws or DT-Bylaws, you know, could be helpful as well especially if people here are feeling underutilized and need a few more things to do for ICANN in their spare time.

So - but overall I think that, you know, at this point we're just talking more about how to take the good work here and put it in the right places and to iron out, you know, little things that, you know, those of us from different backgrounds, different pieces of knowledge can use to shore this up.

So, you know, the fact that all this thinking has been done is all to the good whether certain, you know, lower level issues on which maybe more work needs to be done and flexibility needs to be had over time may end up elsewhere but the fact that we have it to put it elsewhere actually puts us way ahead in many ways of where we would be in implementing things at that level. So thanks very much to our counsel for doing it. Bye.

Jonathan Robinson: Thanks, Greg. Olivier.

Olivier Crépin-LeBlond: Thanks very much, Jonathan. Olivier Crépin-LeBlond speaking. And I would like to support what was said by I think all of the people speaking about the bylaws so far. But in particular the concerns that Christopher Wilkinson had and that I believe were also echoed somehow by Alan Greenberg, the concern being that we are starting to overload the bylaws with so many things, the document itself. If we can have this in an adjunct document it would probably be - I would certainly feel a lot better about this.

Bylaw drafting is not something that should be taken lightly and I'm quite concerned that we are trying to squeeze so many things into this right now at the very last minute out of fear that this is the very last chance that there will ever be in modifying bylaws and in improving ICANN and I think that's the wrong reason. So I'd say we have to take a more measured approach on this. Thank you.

Jonathan Robinson: Okay thanks, Olivier. Now we've got a difficult situation here because we've come to the end of the time I allotted for this meeting. I think we can deal with Item 4 on list. I think we can - between Lise and myself we can provide you with an update and highlight the questions. It certainly seems to me that in reviewing this item two clear points have emerged.

One, we need to work systematically through and provide input as to where Sidley have highlighted questions and issues and inconsistencies. Two, we need to give serious consideration to what elements of this could rightfully exist outside the bylaws. And to the extent that they do how is our work protected, if you like. Because as Olivier in essence points out our work is protected by the fact that it's locked into the bylaws but it does appear unwieldy.

And so that's the challenge that - yeah, and Greg, to your point, the fear is perhaps not the right motivation but it is an attempt to capture all of the relevant issues. And having seen them all captured in such a document it begs the question whether it is appropriate for those to all be in the bylaws.

Let me hand back to Sharon or Holly if - having heard what they've heard there's anything in addition that they would like to say. And then I think we will need to think carefully about how we, I mean, dealing with the former the issues of detail is something which we can make a pass at and come back to the group with the help of staff. Dealing with the latter I don't have an idea right off the top of my head now.

Sidley, would you like to come in with any additional comments or thoughts at this stage?

Holly Gregory: So this is Holly, Jonathan. We could certainly go through this document and make a proposal about what we think could be earmarked to be outside of bylaws and some sort of protected polices that would have some strong threshold for involvement of the community in change. I think that's a fairly simple pass through to go through and sort of markup provisions that could be - could be dropped down.

Sharon, do you agree? I mean, I look at - there are chunks here that you could probably drop into policies.

((Crosstalk))

Sharon Flanagan: Yeah, I don't really have a strong view or really any view as to where these - this detail appears. It's more a question of, as Jonathan said, protecting the framework that, you know, if it's put in a policy the policy can't just be something that can be unilaterally changed. It has to have the binding effect of a bylaw. So if we want to move it out for clarity I think that's fine and probably a good idea. It just needs to be legally treated in a similar way.

Jonathan Robinson: Well I don't think we have the right answers to how we deal with this. I think we highlighted the issue. There is a prospect of you, Sidley, helping us with this but as Sharon points out there, that we'll then need to make sure that in doing that that work if we do it and regardless of how we do it, that it's appropriately protected.

Let's not - let's concentrate our initial work on dealing with the requirements for clarity here where your questions are and then come back to this point. Let's just digest the possibility of it moving outside, give it some more thought and see how we might best handle that.

So I think at that point I'm going to suggest that we bring the call to a close. It does feel a little premature in that we did have to deal with the work on the CCWG but, like I say, I think I feel confident we can write a briefing note to the group on that. So let me just make sure I leave the microphone open for a minute or two in case anyone believes that something else substantial has been missed or needs to be flagged for the group now before we bring things - before we wrap things up.

Okay, well thank you for your attention and input and contribution today. Seems surprising that we have quite such a lot to deal with at this point when we once thought our work was over. But it appears this implementation theme is going to take some work for a while so we'll keep at it and sort these things out. Our next scheduled meeting is in two weeks' time. We'll be coming back to you with some proposed time slots for the meeting and so look forward to meeting with you in two weeks' time and corresponding on the mailing list in the future. And thanks to all who provided content today.

So with that we can stop the recording and call the meeting closed for now.

END