

ICANN

**Moderator: Brenda Brewer
December 10, 2015
12:00 pm CT**

Coordinator: The recordings are started.

Greg Shatan: Thank you operator. Welcome to whatever number (DTIPR) call this happens to be; Number 5 on Thursday, 10th of December at 1800 UTC. Thank you all for joining. As discussed before the recording started, the primary workspace for this call will be the Google doc. A copy of its up in the Adobe window but better if we switch over.

And I think that the first place I'd like to start is with the new text that has been contributed by Andrew and which for some reason is not showing up in what's been put into the window perhaps because it's still in suggest mode. So all the more reason to go to the Adobe or rather to the Google doc if we could.

So is there anybody who does not have access to the Google doc? I'll take silence as meaning everyone does have access. So maybe we should go over there. And I'd actually like to turn the mic over to Andrew to discuss briefly what he's put in here.

Hopefully you've had a chance to read it. So we don't need to go through this verbatim but just, you know, conceptually and any high points and particularly any points where you feel, you know, we need to have discussion or where this is, you know, language that, you know, needs a little improvement as I think you've noted at the very end of the section. Andrew.

Andrew Sullivan: Okay. Thanks. So the basic idea here is to say we've got a domain name. It's important. It's going to have to have a single registrant and there are two phases; one right at the time of transition and we know that there's going to be a single IANA operator at the time of transition because that's what everybody said.

So we can put off till a later time the arrangements that would permit multiple IANA operators to work at the same time, you know, with using the same domain name. So we've got a couple of consequences therefore.

We put some timers in here that say, you know, you got to make arrangements for how that would possibly happen within some time. I think I guessed a year but like I don't particularly care if we say a year or what all. It's just like we need to propose a time.

And then - and the idea is that we're not going to change anything about the way iana.org works in any substantive way. But we don't want to, you know, we don't want to limit sort of normal maintenance or anything like that.

The maybe controversial bit is right at the end and it - what do we do in the event that things break? So suppose for instance that this all goes terribly pear shaped and before everything has been worked out, we have a dispute and one of the - one of the communities decides to separate and there's a lot of dispute about how this works.

Then there are two principles and they're in tension with one another, right. The first one is you're not allowed to like mess anything up. You like continue to do those kinds of things. As long as you've got this iana.org control, you've got to continue to provide the sort of necessary service within there. So that's the operational stability bit.

But on the other hand, if there is a serious dispute, you're not allowed to keep a fourth copy of the registry if you're the incumbent IFO. You have to - you have to stop publishing when the community tells you. And it isn't of course clear what criteria we would use for a stop - for community tells you and that kind of thing.

It seems to me that the point of this since we've decided we're not decisional, we're just setting up principles; this seems to be the principle that we need to specify. So that's all I would say and you can read the text yourself.

Milton Mueller: Andrew, (what are the) text did you put that last principle into?

Andrew Sullivan: It's in nine. It's Number 9 and it's basically 9A is the operational stability thing and 9B is the no conflicting registries one.

Milton Mueller: It's Roman Numeral 9?

Greg Shatan: It's at the very end of the document. Literally if you go all the way down to the Google doc. I've also pasted the particular language into the chat a little bit run on.

Andrew Sullivan: I just stuck the whole section at the very end of the document because...

Milton Mueller: Okay. I see that and it's just not actually...

Andrew Sullivan: Oh, yes.

Milton Mueller: ...numbered in my - in what I'm looking at.

Andrew Sullivan: (All right).

Milton Mueller: It's - there's no nine.

Andrew Sullivan: Well I'm sorry about that. They were numbered items.

Greg Shatan: What are you looking at Milton because I'm looking at the Google doc and it's numbered nine.

Milton Mueller: Well, the proposed principle there's a section that's not Roman Numeral numbered. It is...

Greg Shatan: Correct.

Milton Mueller: ...Arabic numbered if you - yeah.

Greg Shatan: Yes. (Right).

Milton Mueller: So I was trying to clarify whether you're talking about numbers in Arabic or Roman numeral and that's okay. I see where nine is. No problem. Let's move on.

Greg Shatan: For now it's 9-9. I've given it a Roman numeral.

Milton Mueller: Okay.

Greg Shatan: Section 9, Subsection 9. Nine squared. So it seems to me, you know, that while - that this is I think a well-drafted section. It might make sense to break it up into two, you know, general sections. One is kind of current events and second would be, you know, separation related. But we don't have to do that.

And as far as the dispute resolution at the end, you know, I think that, you know, the principles make sense. So I don't have really too many comments or any comments on this right now that stick out at me.

Milton Mueller: I just made a suggestion in the document on Number 8. There's an important statement the creation of separate delegations will not itself be part of the transfer. I think there's ambiguity there about whether you're talking about the transfer of the IANA functions operator or the overall IANA transition. And I'm assuming we're talking about the IANA transition. Is that correct?

Andrew Sullivan: (Unintelligible).

Greg Shatan: I think the direct (rep) to the transfer of IANA...

((Crosstalk))

Andrew Sullivan: But I don't care.

Milton Mueller: Well which one are we talking about when you say transfer. Are we talking about the overall IANA transition or are we talking about a future scenario in which iana.org or the IANA functions operators transferred from ICANN to somebody else?

Andrew Sullivan: It is not part of this - of the transfer of this domain name. That isn't what I really had in mind when I said that.

Greg Shatan: So Milton, it's actually neither of the things you're talk - you mentioned but it's actually the transfer - the upcoming transfer of iana.org to the owner as part of the IANA transition.

Milton Mueller: Okay.

Greg Shatan: In other words, for ICANN to be the registrant and the new owner becomes the registrant.

Milton Mueller: So then it would be best to say part of the transfer associated with the IANA transition.

Greg Shatan: Or the transfer of iana.org to the new owner, which is what's used in the language kind of on the third line of that same section.

Milton Mueller: Okay. Great. Okay. I think that's better.

Greg Shatan: Yes. The English language is always good at implication but not often - it doesn't often read as well as it writes where there's implication written into it. Any other comments on this section, Roman IX on iana.org? I think this is relatively stable at this point.

Milton Mueller: Yes.

Andrew Sullivan: So keeping in line with what I hoped this would allow it to do - so this focused specifically on the domain name and how we were going to - how that

was going to be operated around this thing and what the follow on principles are.

I am insufficiently versed in how trademarks work to be able to do something equivalent for the trademark. But it seems to me we could do something analogous to this like here are the exact steps that we think would have to happen and here are where the branches happen.

What was nice about the domain name case was that there's not a lot of room for branching because, you know, you can't really like them to domain name in the same way you can do likeness of the trademarks and so on.

But what I was sort of thinking was that we could use this as a sort of guide for how to narrow down some of the options that we've got in the trademark portion of this document. You know, so that it would be clear here's what it is on sort of day zero and then here's what it is on day zero plus one year or however long that duration. I don't know if that makes any sense.

Greg Shatan: I hear you Andrew. I think, you know, you're getting kind of more down to operational principles as opposed to conceptual or governance type principles. So that it's actually kind of more of a guide to what actually would happen as opposed to requirements for deciding what might happen.

Andrew Sullivan: Yes. Maybe what I'm - maybe what I'm thinking is that there's a number of things that like, you know, you could have governance principles where, you know, something like there are some options that remain open under it.

But as a practical given the kind of thing that we're trying to do, a number of those principles are just never going to, you know, they're never going to be live options.

And so what I was thinking is that (with) the CWG it would be better to take to them only live options because otherwise we'll just have a big discussion about, you know, branches that are never going to be touched.

And what I was - what I was hoping is that we could take back principles that say here are the things that you really have to decide from. And if somebody says oh well, what about this other possibility, we can say yes, we thought about that but that seems to be on this branch over here and we'll never get to that because of some reason.

And so if we have those reasons so we know why the branch - why the branching possibilities are the ones that they - the live ones, I think that would be helpful because that would allow the CWG to make some decisions quickly. I'm just conscious of the fact that, you know, time is passing and some of the other communities are going to get antsy if we can't come back quickly.

Greg Shatan: Thank you Andrew.

Andrew Sullivan: But I don't know whether it will work for the trademark case. That's the problem that I - I don't know how to suggest how to do that.

Greg Shatan: Well, no, I think that once we get past a couple of gating issues, I think the rest of it is actually fairly straightforward. But it's really the gating issues are the ones that we need to get past.

I don't think there are real gating issues with the iana.org because it's, you know, pretty much settled that the owner whoever that may be will be the registrant and that the kind of day-to-day operation will remain with ICANN

as the IFO and then, you know, we've dealt with the separation case. And that's all fairly straightforward.

So I think it, you know, since it's all so straightforward, what the - and I don't think there's a same kind of concerns about the nature of the owner of the iana.org domain because, you know, there aren't really any particular legal requirements about how domain name owner needs to act in this scenario. But trademarks carry a lot more baggage in that regard.

So I think those are kind of the two reasons why we kind of have to get through some branches before we can get to kind of the neat kind of, you know, operational, you know, purely operational requirement.

So maybe it's helpful in looking at this document one more time to try to separate out the operational requirements that will exist kind of, you know, regardless of who the owner is and then those that are kind of requirements about the owner itself because, you know, it should be - it should be non-controversial about how the owner needs to act with regard to the trademarks, with regard to the IFOs and with regard to the community.

So hopefully those parts will seem settled. Unfortunately they tend to come after the unsettled parts, which is, you know, the issue of neutrality and, you know, primarily - and how the IFO or how the owner will be set up to kind of, you know, deal with the three communities.

I don't know if it would be helpful for us to take a look at the Sidley document at this point. I don't know if people had a chance to do so between then and now. It does discuss some pros and cons of the trust setup. I don't know if staff maybe you can grab that document and put it into the window.

Grace Abuhamad: Sure (Greg). Can you just clarify what document you're looking for?

Greg Shatan: This is the Sidley memo of - I think it is August 4.

Grace Abuhamad: Yes.

Greg Shatan: Yes. Exactly. The Sidley memo of August 4 and there's a link at the very top of the Google doc to that document. Oh, while we're waiting for the document, in terms of process or process if I'm feeling Canadian, the meeting - the next meeting of the IANA CWG is on Tuesday.

And for that meeting, you know, we need to have a significant discussion, you know, with and in the conference call. So we're going to need to share this document - not the Sidley document but our working document with the CWG, you know, with a decent interval beforehand.

Ideally that would mean close of business tomorrow. I don't know if that's doable but, you know, certainly would be no later than Monday morning. I see Jonathan has his hand up. Jonathan.

Jonathan Robinson: Thanks Greg. Can you just confirm that my audio is clear enough?

Greg Shatan: You're very clear.

Jonathan Robinson: Right. I'm trying to keep up to speed with this. I think that - I think you raise a good point. If you are going to bring something to the CWG, my suggestion - it comes in the form of the document you've already got. But you highlight specific areas of question.

You know, ideally that it comes with four, five, six, whatever the number of key points that you want - that you say this is where we've got to, these are where we feel clear on, these are where we need the group's input on. And I know it's - I sense from you it's tight but ideally that would come out of course ideally today so there's both Friday and Monday to deal with it prior to Tuesday.

And, you know, obviously 24 hours is better than no time but 24 hours is shortly before the group meets. So those are just a couple of practical suggestions. I don't have a whole lot to offer. I saw the points that Andrew made. I do think that's helpful (structured) out.

I haven't got other practical suggestions as to organizing the document at this stage. But like I said, I do think would be very helpful if the CWG can be directed in where the input is required. Thanks Greg.

Greg Shatan: Thank you (Jon). I think that's a very important point. In terms of timing, while today would be ideal, I don't know if that offers us enough time to kind of whack the document around a little bit more.

Maybe we can aim for something like, you know, 1300 UTC tomorrow so that there's at least some time plus the weekend for at least, you know, most people to look at it. You know, basically taking, you know, 24 hours or so from now to make changes.

And understand that this is a draft document. But that should, you know, give people, you know, three plus solid days to look at it and, you know, weekends are just workdays anyway. That sounds rather pathetic. In any case, let's turn to the Sidley document.

And I think we can begin on Page 5 with Scenario 3, an independent trust becomes a registered owner of the IANA IPR. Be it the first two scenarios are moot. And they're the - anything before that is, you know, just table setting for this and the other two moot points.

So I think that while, you know, there's no need to read through this entirely but I think we need to, you know, look at the points here that the trust - the third sentence of the (shapo) text the trust could not merely take possession of the IANA IPR but must also exert control over the quality of services distributed under the IANA IPR and would either need to acquire these capabilities - capability of quality control directly or would need to designate a third party to exercise this oversight of PTI on its behalf.

Presumably under the current transition structure this third party would be ICANN, which together with the multi stakeholder community is already exercising periodic review of the IANA functions by PTI. The trust would also need to make commitments to the multi stakeholder community regarding its own use and disposition of the IANA IPR.

I actually think this suggestion is not quite right. That a single third party should not be designated because I think each community has to exercise its own oversight. And, you know, there should be a delegation to the numbers community.

I don't know - if the owner is the IETF trust whether it, you know, performs that itself or in essence delegates it to the IETF but that's probably a distinction that's more on paper than in reality. But, you know, Andrew you can comment on that if you'd like.

You know, how - you know, because the services will be provided by the licensee; that is ICANN, the IFO currently. So especially if ICANN...

((Crosstalk))

Greg Shatan: ...you can't really have them as such performing quality control but clearly we have the Customer Standing Committee and the whole process of oversight that CWG is taking such pains to build. Sorry, I interrupted.

Andrew Sullivan: No. So the IETF put together - IOC put together -- and I think he already circulated it; I thought he had anyway -- a sort of mechanism by which we could do this so that the trustees - the IETF trustees remain in place and work exactly the way it does now. So we don't have to modify anything that is official. Right.

We don't have to get consensus on those things. We can put things on the outside so we don't have to change anything. And then the trust - the IETF trust would undertake with the other two communities an agreement about how it would act with respect to their interest and like with a panel proposed and so on that would create this sort of environment.

So you've got like a contractual relationship between the IETF trust and the other community - each of the other communities. And the other communities then can appoint, you know, however they want because that's a problem on the other side of the (unintelligible), you know, in somebody else's black box basically. We would just, you know, treat that - the output of that however it worked.

We sort of anticipate that somehow the names community come through, you know, ICANN organizational pieces although, you know, its Customer

Standing Committee or whatever. I don't care. We'll probably appoint some people. And similarly probably the NRO but, you know, again we don't really care exactly how it works.

And then you've got this body and it sort of instructs the IETF trust and then the - and then the trustees agree to do that, you know, consistent with their duties as owners.

And that was sort of, you know, kind of all there was to it we figured. And probably anything that involved more elaborated changes to the trust essentially automatically puts us in the position instead of creating a new trust.

Greg Shatan: Okay. That's very helpful. If you could re-circulate that document - I'm finding an email from October, which refers back to a archived email from (Jari) in September. But I'm feeling like I saw something more recently than that that was a document. So it would be good I think to look at that.

Andrew Sullivan: September sounds right to me. September sounds right to me. That sounds to me like - I'll dig it out and send it around. But the - like I have just completely described the picture that we have. And so assuming that what we've decided is that some trust is the mechanism that we're going to go, then a first decision point - I'm just keeping in mind what Jonathan said a few minutes ago.

A first decision point for the CWG is is an arrangement like that acceptable or do you need formal representation in the trust? Because depending on the answer to that, it decides for us with path we have to follow. Right?

Greg Shatan: Right. And I - yes. And I think that, you know, that's an important question. And I don't - and so I think, you know, looking at an operational methodology

that essentially, you know, could be, if you will, good enough, then that becomes the way to go or a way to go.

And if it's not good enough, then that, you know, raises an issue. I think that gets to the - one of the key points, which is how does the operational - how do the operational communities and they're, you know, acting both as customers and overseers or (oversighters) of the IFO, you know, interact with the owner.

And to my mind what's most important is that the communities have a method of getting listened to and being able to direct the owner with concerns that they have.

But that the owner still has to - but that - and that - the tension is that that has to be consistent with the owner's role of being essentially the ultimate - ultimately responsible for the IANA brand and everything that gets taken care of and, you know, ultimately is viewed, you know, legally as kind of the ultimate source just as, you know, Ralph Lauren is viewed as the ultimate source of, you know, furniture under the Ralph Lauren brand even if it's made by Ethan Allen or Ikea for that matter. Needs to - it's ultimately legally considered, you know, Ralph Lauren origin furniture, so.

Andrew Sullivan: Right. So the - just for our document - and we don't need to wordsmith this now. We can do that after. But for our document one decision point for the CWG is this thing about direct representation on (unintelligible). Correct?

And then a second one is the understanding and acceptance that if you designate this to the trust, ultimately they're really the owner. And so they have the ownership responsibility, which I think -- I think this is what the Sidley memo said as well -- means that the community can have like a legal agreement and can insist on things and so on, but ultimately whoever the trust

is that owns this IPR particularly in the case of trademarks, they're the ones that are going to have to make the decisions strictly speaking. Is that correct?

Greg Shatan: Yes. Yes. It is strictly speaking the case yet obviously they can take recommendations and decide whether to take them. And, you know, functionally can be set up so that the likelihood that they would not take a reasoned recommendation that is on its face consistent with their role as an owner should effectively be zero.

Andrew Sullivan: Okay. So those seem to me to be two things that we need to - because if the CWG responds to that by saying well, no, no, no, no, we must be in control of that then we're going to have a deep problem. We're going to have a fundamental problem with the CRISP proposal.

Greg Shatan: Well, I think the question is what is meant by control, which is why the idea of a three headed monster is important because then no one community can take over and kind of do things the way it wants to in ways that would affect all three communities. That I think is probably a red line issue. And it actually probably should be for any other community.

As you say, you didn't know numbers and I presume protocols wouldn't want, you know, CWG just saying, you know, do things this way. And the owner - and the two other operational communities having no power to say no it can't be done that way because that runs counter to our concerns.

Andrew Sullivan: Correct. So I mean this gets back to the neutrality question that we had in our document. And it seems that these are these two meanings of neutral. And so we need then if we're going to have this in the discussion on - next week - have that discussion, then we need to get in there something about, you know,

do you want strong neutrality or weak neutrality is sort of the way I'm thinking about these things, right.

The weak one is just must not be the IFO or any IFO and the stronger one is must not be like dominatable by anyone. And this is probably a spectrum where the question is really like where along this line are you willing to say, you know, no, that's too far?

And with the understanding that the farther along you get to the strong end, the harder it is to do anything except create a new trust. Does that seem like a fair sort of tradeoff question that we can ask the CWG?

Greg Shatan: Yes.

Milton Mueller: I would not characterize it as strong and weak neutrality. I think the neutrality with which numbers and most of us were concerned was the separation of the IANA functions operator from the ownership of the domain and trademark.

You achieve that. What some people - what you're calling so-called strong neutrality is actually potentially less neutral in the sense that it perceives a political balance among the three communities and the overall governance of the IANA.

And the so-call weak neutrality, which I call the actual neutrality is no overall governance of the IANA. Each operational community decides what - who it wants to run its registries. And the trust is simply an executor of those wishes. And so I would prefer to have a more accurate way of characterizing that decision point because I think you could confuse people by calling it strong and weak neutrality.

Greg Shatan: I would look at it...

Andrew Sullivan: We can call it anything. I don't care what we call it. I was just trying to like, you know, point out that we've got these two meaning or anyway we've had some discussion around that and I'm just trying to distinguish specific things so that we can ask questions of (UG) because of exactly the stuff that...

Milton Mueller: I totally agree with that methodology Andrew. I think that instead of this long document of principles, I think it's valuable but I think there should be almost a flowchart or decision chart in which you say okay, first, you know, do you want - what kind of neutrality do you want? What does it mean?

Second, you know, do you want direct participation in governance or do you want to - (unintelligible) trust. Essentially you're making that decision. And then take those steps down the road on a basis, you know, (what) eliminated this possibility. Here's the alternatives. That would be something useful to give to the CWG.

Greg Shatan: I think that's an interesting idea. I don't know if you can flesh that out a little bit Milton on the list or in the document. I think Jonathan has his hand up and then I'll come in as well with a thought on this.

Jonathan Robinson: Thanks Greg. I think it was in response to that kind of flowchart type idea or it certainly seems that there is a hierarchy or a logical order to the sequence of questions. And it may be that the flowchart is a good device to present those in. It certainly helps really illustrate where, you know, if you say no to this, it does mean that.

And so I guess in terms of thinking how one might do that practically is tease out all the key questions of which I don't have a feel for the number of them

yet. And then see how best to present them. And as I say, it may well be that they're a gating factor to the next one, which then lends itself to a flowchart type format. But in either case it seems get the questions out and get them into a structure that works as a decision making process. Thanks.

Greg Shatan: Thank you Jonathan. The way I started to think about this in my own head was - and listening to what Andrew was saying earlier before getting to the concepts and possible misnomers of strong and weak neutrality, was actually thinking about structural neutrality versus functional neutrality.

And what I meant by that is that structural neutrality would require a trust that was structurally unaffiliated with any of the operating communities. And functional neutrality would in essence ignore any structural tie to one of the operational communities.

I would then focus down at the next level as to whether functionally the entity can be, you know, dominated or manipulated outright steered and commanded by any one community over, you know, the objections and concerns without the input of the other two communities.

So, you know, it seems to me that, you know, maybe in an ideal world structural neutrality would be a good thing but in a practical world what you need to achieve at a minimum in my mind is functional neutrality so that, you know, we end up with, you know, making sure that each of the three communities can be listened to and that it's not being - and that the owner is not being pulled in one direction against, you know, over the other two direction.

And that, you know, since we live in a world of realities and pragmatism, that ensuring functional neutrality would seem to me to be a principle that

probably I hope we could all get behind, you know, even if some of us might think that structural neutrality would be nice to have.

Whether there's anybody who would die in a ditch for structural neutrality is a whole other question. And I for one, you know, don't plan to die in any ditches in the near future. Any thoughts on that? Anybody who thinks that functional neutrality sounds like something that, you know, needs either some - that is disagreeable or has problems as a concept or even as a name for the concept?

Seeing and hearing none, it seems maybe we've actually arrived at something there. You know, I think it's still important to put the concept of structural neutrality in front of the CWG. Some might disagree with that.

But I think in essence if we consider structural neutrality and reject it as a principle then our principles overall are stronger and more clearly thought through than if we just kind of start the game in the second inning so to speak. Sorry for the baseball reference, which I realize is a game that outside of the U.S. and a few other places is a mystery to people. So...

Milton Mueller: So I was okay with narrow and broad neutrality. I think to say that this choice is going to be put before the CWG is kind of an understatement because if you look at Number 1 - Roman Numeral I, principles and requirements, essentially you're asking whether the names community should have an equal say and equal influence and a beneficiary of the trust.

So you're basically saying should we have a what you're calling structural neutrality? And then the second one is what does it mean to be neutral? Then we're asking the same question again only we're calling it narrow and broad. And Number 3 we're saying oh we must be responsive and responsible to the

three communities. So how much influence? Again, we're talking almost the same structural versus functional.

And so in the first, you know, three points of the document we are pounding it home to my take a bit excessively that what is a very simple question, which is do you want structural versus functional neutrality?

And actually we're not articulating the functional neutrality very well except in Roman Numeral - except in Number 2 of Roman Numeral I where we say what does it mean - the narrow alternative owner should now be captured under the sole control of the IANA functions operator but we still are not making it clear that the trust would be required to carry out the wishes of any operational community with respect to who the IFO is.

So I think by taking this - making that the basic decision point for the CWG we can actually simplify this document a lot if we had the time.

Greg Shatan: I - Milton, this is great. I actually agree with you. I think you make a very good point that essentially we're probing repeatedly at really the same binary over and over again. And that, you know, makes the document seem much more complicated than it actually needs to be.

So it probably can be boiled right down to that kind of first decision tree point. And then one you get past that decision tree point, you, you know, some of the design choices are the same; some are different.

But it really all comes down to something that probably could be stated in one binary choice, not in a page and a half of binary - a combination of binary choices and characteristics.

So I think there's definitely a distilling process that could take place in the next 24 hours on this document so that we present people with a crisp, no pun intended, and succinct choice to be made. And then kind of just move on from there either down one course or the other and look at what, you know, choices need to be made there and not kind of belabor the point of that first gating factor over and over again.

So I'm happy to try to do that or happy to see how others...

Andrew Sullivan: I was just about to offer to do the same thing. I have immediately following this call some time. So I could work on it this afternoon if you would like me to.

Greg Shatan: That would be great because immediately following this call I have two other - I have a late lunch followed by another meeting. So that would actually work out quite well. Maybe by the time I come up for air, you know, so the document will have moved a bit and that would actually be very welcome.

Andrew Sullivan: Okay. I will do that. And I will be pretty aggressive with the red pen here.

Greg Shatan: Yes. No, please do because I think we have about 500% more words on this topic than we need. And I think that Milton helped to kind of, you know, clarify, you know, why the first half of the document or first couple of pages of the document, you know, caused more headache than clarity. So I think a good working breakthrough there.

So just as long as you do your changes in suggest mode so we do see it in red pen or whatever your color assigned by Google may be, that would be great.

Andrew Sullivan: That's my plan.

Greg Shatan: Excellent. So I think we have a plan on that. It would be nice to go through the rest of this document quickly by which I mean now that - back to the Sidley document. And so we'll just take a quick look at that if we capture any, you know, serious points there that may have to go into our consideration. So we have about five minutes.

So rather than taking five minutes to try to read 2-1/2 pages of dense legal text together, let's just - each of us look at just - it's really just basically at this point Pages 5, 6 and 7 of the Sidley document. And I think we need to, you know, see if there are, you know, issues here and concerns that need - should be reflected in the document.

And I'm happy to take a first crack at that, you know, later today. You know, whatever our choice is. You know, these are going to be informed there. And then we could at least look at those over the course of tomorrow before we turn this loose to the full CWG. So...

Andrew Sullivan: So one question that I have that I think will be appropriate for the CWG is whether we can put off the charitable issue until after transition. And I would like to suggest that the answer that we propose is yes; that is it's desirable of all of the 501c3 path.

But we know that on day zero there will not be any income associated with this, right, because we can make that true. And therefore we could put that off as not a gating factor on the transition. Does that seem like a reasonable proposal?

Greg Shatan: Just to clarify what you're saying is I guess the - let's just say for the moment the IETF trust is not a 501c3 organization?

Andrew Sullivan: I actually can't remember. I think that we decided not to bother but we could and we just haven't done it because it's - I think actually the trustees have decided to put that in motion on the grounds that it's called out here.

But I think the point is that the only reason to worry about 501c3 is if you think that there's going to be income associated with the trust. And I think that we can say for sure in the first, you know, N months of operation the answer's going to be no because we could specify that, right.

We're transferring two things. Those are the only things that they're allowed to do. And they're going to - we're going to specify a no fee contract for the operation of this and so on. So by definition there's no money involved.

Greg Shatan: Well, one...

((Crosstalk))

Andrew Sullivan: So we can kick that down the road.

Greg Shatan: One concern may be that the transfer of the assets could be considered a taxable event. So...

Andrew Sullivan: Yes. And that...

Greg Shatan: ...that's a problem.

Andrew Sullivan: ...the IETF trust has worried about this in the first place.

Greg Shatan: Yes. And I would - and worried I think with good reason. So I will mention - and your counsel I'm sure knows that this in the last year or so the IRS has put in place a new short form 501c3 application process that if you qualify for it you can get the whole thing done basically on a one page document with very minor attachments and get - be in and out of there within like two to three months. Before that it was...

Andrew Sullivan: Yes.

Greg Shatan: ...much more painful. So...

Andrew Sullivan: That's right. So okay. So we've - I think we've got our answer at least. We cannot suggest to the community that this is a no-function thing. So we - it's one of the things that need to be taken into consideration.

Greg Shatan: Right. But - and I think that, you know, given where we are versus implementation time, there should be ample time for the IETF trust to get 501c3 status, which probably is a good thing overall.

Andrew Sullivan: Yes.

Greg Shatan: And Jonathan has brought up one other point, which I think we need to bring in here. Have you already covered the possibility of the IPR being transferred together with a financial contribution toward its maintenance for a period of X years? You know, as opposed to some sort of income stream. That might do the same.

We did not cover that. We - as a principle we covered the concept that it has to be - there has to be adequate funds to do so but we didn't cover the origin of those funds.

So I think, you know - I see, you know, people are on the way to leaving. But I think we should probably add in that section a - at least a suggested - a suggestion that the IPR should be - should come with a nest egg. Any objections to that? I would certainly not...

Man: None.

Greg Shatan: Yes. I don't see why anybody would object other than ICANN and even then it's not like a king's ransom that we're talking about here.

So it's 1:59. I think we have covered - yes. And Milton, you can, you know, talk about it further but I think it's just to cover whatever costs so the IETF trust doesn't have to cover those costs or whatever trust it is - doesn't have to cover its cost out of other revenue. So that is I think the point.

Now there's the larger point of how it should be made self-sustaining beyond the nest egg unless the nest egg is so large that you can kind of live off the interest. And that's a nest egg we all wish we had.

So why don't we, as we say, over the next 24 hours - Andrew, you'll take a first crack at kind of whittling the beginning to kind of bring it down to the decision - two decision points, whatever we may call them. And then look at them since - after that.

I'll look at the Sidley doc and see what can be put in again in suggest mode so we can consider how those could be action items. And then we'll get this thing ready and go out to the CWG.

So I think with that at 2 o'clock and unless there's any final comments from anyone else, I will call this meeting adjourned and we can stop the recording.

END