ICANN

Moderator: Brenda Brewer
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11:00 am CT

Marika Konings: So hello, everyone. Welcome to Meeting 78 already of the CWG Stewardship. As per usual the attendance from the Adobe Connect, I'd just like to ask if there's anyone that's on audio only you can make yourself known now. Not hearing anyone, I'll hand it over to your chair for today, which is Lise.

Lise Fuhr: Thank you, Marika. And welcome, everyone. As one of the two cochairs of this working group I will chair this call today. Jonathan is on holiday, the lucky guy, but it's well deserved.

    We've had quite a few developments since Marrakesh. And many people have worked really hard to prepare the implementation. We know at the CCWG is working on the ICANN bylaws and part of this work also of course includes the CWG related bylaws. And actually we have a couple of issues that we need to discuss today.

    Just before this call I sent you two questions from the legal advisors. I'm sorry for the short notice but everything is really moving fast now and we have to discuss these today. Furthermore, we have DT-O, that's the design team

regarding the PTI budget working on issues related to the budget. And we've had some meetings with the other operational communities regarding the IPR.

Least but not – or last but not least, sorry, we've had an implementation oversight taskforce that has been established and had kickoff after Marrakesh. And this ICANN implementation taskforce consists of the ICANN Implementation Team. We have the two cochairs, Jonathan and me, we have the design team leads, we have the chair, Alissa Cooper from ICG, and one from each operational community, numbering and protocol, participating in this taskforce.

This group is actually meant as serving us as the sounding board for the ICANN implementation staff. And all the decision taken here will also be discussed with the CWG as such.

But we have actually discussed with the implementation team how to move forward in a good way and actually have a timely response to all the document that comes from the implementation team. And we wanted to avoid too long response time. So this group is actually having two tentative meetings per week planned and these are only to be used as necessary. But for the moment I must admit it seems that it is necessary since there's quite a few issues to be dealt with and the timeline is very strict.

All of the meetings are recorded so they're public or everyone can listen in to the recordings. There are notes that are available after each call. And furthermore there will be transcripts from Call Number 3. We didn't have transcripts from Call 1 or 2 but from – we had a call yesterday and forward it will be transcripted.

The email list is also open to follow and actually have us – the emails are sent. But you cannot respond to the email as such. But of course you're always welcome to ask some of the cochairs the DT leads if you have any questions or comments to whatever you hear when you read what's going on on the email list.

Well, with this I'd actually go ahead with the meeting where we have the implementation planning, we have Trang, who's going to give us a staff update, Sharon unfortunately can't do the bylaws drafting presentation so Greg Shatan and I will do that. The budget process is going to be presented by Chuck. CSC charter is hopefully going to be presented by Donna and Trang. And the PTI board structure and overview is going to be Trang and me a joint venture.

Then we will have a short update on IANA IPR. And we'll see what is necessary to discuss under AOB. I'd like to ask if there is any comments or additions to the agenda or questions to what I just told you about the implementation taskforce. I don't see any so I will just go to the next item which is the implementation planning.

And first we have the staff update which is kindly offered to be presented by Trang. Trang.

Trang Nguyen: Thank you, Lise. Looks like we do have a very full agenda today so I will get right on with the update. Thank you. With regards to the work around the RZMS, as a reminder this is the work to remove the NTIA authorization role and parallel testing. So ICANN and VeriSign have completed the necessary code changes to support parallel testing. And we have started the integration testing between our two systems since last Tuesday and everything is going really well so far.

We had planned on a two week period for integration testing between ICANN and VeriSign. And because the test – that testing started last Tuesday the two week period would end on April 5 and so therefore parallel testing is currently being scheduled for April 6.

With regard to the RZMA or the Root Zone Maintainer Agreement, there are a few final items that we're working on finalizing with VeriSign and we're very hopeful that we'll be able to finalize this soon. We have put in here, as you can see, an April 15 date as the new target completion date for the RZMA.

Next slide please. On the topic of PTI, if I could ask someone to navigate to maybe Slide Number 8, the – thank you, yes, the project plan for PTI. We've updated the project plan for PTI to reflect the discussions with the taskforce that Lise mentioned earlier. And we've also updated this project plan to account for a 30-day public comment period which we did not account for previously on our project plan.

So the new timeline that we're looking at is to try to finalize discussions with the taskforce around the PTI formation documents, which are the articles of incorporation, the bylaws and the conflict of interest policy. And then draft these documents in essentially the next month and a half. These documents would then be published for a 30-day public comment period from mid-May through mid-June, which you can see here is reflected with the vertical white lines within the bars. That's the 30-day public comment period.

The ICANN Board would then approve them at the end of June to early July and then incorporation would take place in early July with the 501(c)3 status being filed at the end of July.

The one thing that we want to flag here is that it is possible – it is possible that we will not get the 501(c)3 determination letter by the end of September when the IANA contract expire. But the tax exempt status can be retroactively dated and it would have been filed before the IANA contract expired. It's just that that process takes approximately four months.

Of course it can take, you know, less time or more time, it's just on average that process takes about four months and there is in four months if we file at the end of July so there is a possibility that that status won't be in place by the end of September. But like I mentioned, the day can be retroactively dated.

If we can go back up to the dashboard then and move to the next item. With regards to the IANA IPR I believe Greg is going to give an update on that so I will skip over.

On RZERC, we have started discussions with the taskforce regarding the RZERC charter. There was some good feedback on this and we will continue to work with the taskforce to get the charter drafted.

With regards to the CSC, we will be working with Donna on some of the clarification that's needed regarding the CSC charter as well as to ensure that the ccNSO and the GNSO have what they need to do the work that they need to do around this. And we'll go a little bit more into the CSC in our update later.

Escalation processes, we have not yet started discussions with the taskforce on these but they are on the list of items to be discussed with the taskforce.

Next slide please. Bylaws, I think there's going to be a bylaws update right after my update too so we'll skip over that as well. So I will stop there, Lise, in terms of implementation updates and take any comments or questions.

Lise Fuhr: Thank you, Trang. I can see Alissa has her hand up. Alissa, go ahead.

Alissa Cooper: Thanks. Thanks, Trang, for the update. I just had a question on the interim PTI board, which was listed on Slide 8 or whatever slide had the PTI details on it. Is that meant to be the – yes – the ICANN Board appoints interim PTI Board. Will the ICANN Board appoint all five people to the interim board and then they will be replaced at some point? Can you talk about that a little bit?

Trang Nguyen: Hi, Alissa. Yeah, I just noticed that. And we'll fix the wording on that. What that is meant to do is the ICANN Board would appoint the ICANN PTI Board members so that's what meant to be reflected there.

Alissa Cooper: Okay. Okay. But they won't be considered interim like those would be the people who would expect to serve for the first term of the PTI?

Trang Nguyen: Correct. Correct.

Alissa Cooper: Okay. Okay.

Trang Nguyen: Correct.

Alissa Cooper: And is it expected that the NomComm selected members would also be appointed at that time?

Trang Nguyen: No, they would not be appointed in time for that. And so that's why there will be some consideration as to how to select the interim independent PTI Board

members and that's a discussion that we had – we had with the taskforce. In fact that was discussed on the very first taskforce call. And we do have a couple slides – I think there's an agenda item later on for us to go into a little bit more detail on that.

Alissa Cooper: Okay thanks. Sorry, I missed the first call so, thanks.

Trang Nguyen: No problem. Thanks.

Lise Fuhr: Yes, Trang is absolutely right that to be discussed under PTI Board and structure so – but I understand your question, Alissa, and it's true that this is quite a confusing text, but I'm glad it's going to be changed.

                    Any other questions or comments to Trang regarding the update? Alissa, is that a new hand or an old hand?

Alissa Cooper: No, I'll put it down.

Lise Fuhr: Okay. If not, we'll move on to the next subject which is actually the bylaws drafting. And a couple of us just got off a call with the bylaws coordination group. And together with the CCWG and the legal advisors and ICANN legal. And we had a – quite a few discussions on one of the issues that's going to be discussed under the budget process with Chuck. And I think we should take it there.

                    I sent out two questions to you. I don't know if we can pull them on the screen, the questions I sent out before this call. But before we go into these questions, which are on the screen now, I'd like to mention that the legal advisors from Sidley and Adler were very pleased with the cooperation between the legal advisors from both companies and ICANN Legal. And they

think they're progressing in a timely fashion. And it's – they think they will be ready to actually send something for review on – to the CCWG and also for this group for tomorrow as far as I was concerned.

And, Greg, you have been participating in some of these calls. I was only on the call today so maybe you can give us an update also on the work before we go into the two specific questions. Greg.

Greg Shatan: Sure. Be happy to. I don't have a lot to add. I think, you know, as probably you all know there was a very intense work period last week in the – in Los Angeles. Our lawyers, ICANN Legal, several other folks, were there to deal with both the CWG and CCWG bylaws. Things are turning around rapidly.

Probably within 24 hours of our call today we will have further or revised draft of the CWG bylaws. Now unfortunately this call, you know, timing is such that couldn't come any faster so – but in any case we'll obviously – it would be good for that to be on our list for a little while before we discuss it and not have it, you know, delivered immediately before the call.

I think that a lot of, you know, implementation level questions have come up. I think there have been, you know, sometimes when – it's been I think a good coordination process as well. A few times when, you know, those of us who participated heavily in the CWG were able to kind of bring back to the bylaws drafting group some of the underpinnings of the wording to help clarify things.

Just one of the – as everyone knows when you implement there's a lot of interpolation and even some extrapolation from what's written. And if you don't necessarily have the sense of the spirit of what was written you can come to conclusions that might, you know, be a little off target. So I think that

can happen in complete good faith. So I think that there were, you know, some minor examples of that sort of happening. And I think we were able to resolve them all.

And I think that, you know, the discussion we're going to have about DT-O was important. We did start discussing that. But clearly we need to have our mandate clear so that it can be dealt with as an implementation level issue and not something to be, you know, re-debated in – on other calls.

So I think, you know, aside from that overall, you know, we need to look at the overall timeline seems to be being hued to, which is important because if the bylaw timeline breaks there's a lot of knock-on effects from that. So we move forward. Thanks.

Lise Fuhr: Thank you, Greg. And regarding the two questions I sent out to you the first question is actually regarding majority – simple majority or super majority votes. Allan, you have your hand up. You want to say something before we discuss this? Allan, go ahead.

Allan MacGillivray: No, I just had a comment on the questions so if you're not ready for that I'll (unintelligible).

Lise Fuhr: Okay, I'll just give a quick presentation and then you can bring on your comments. Thank you.

Sorry, I'm talking to my silence. I was muted. Oh that is so beautiful. I had a very smart presentation with myself. Great. No one lost audio, it's just me who forgot to unmute or actually muted instead of unmuting.

Well the question one is actually about the simple majority or super majority. And it arises because we actually put in in our question – our response chart that we thought it should be a simple majority if there was – if there was a change to the IANA functions contract.

And the legal advisors are actually recommending that we put in a simple majority vote instead. And this is like if we have a special change in – because the IANA function contract is not something we should change on a regular basis. It's more something that should be done very few times hopefully. That's why it's recommending a simple majority.

Regarding Question 19 or Question Number 2, it's more about the number of days it needs to go before ICANN is actually acting on a recommendation and there is the recommendation for the 30 days. So the client committee consisting of Maarten Simon, Greg Shatan, Jonathan Robinson, who is on vacation and has not responded to this, but the three of us is actually recommending to follow the recommendation from the legal advisors.

So unless there is any objections that's what we are planning to answer the legal advisors today. But I know, Allan, you had a question so, Allan MacGillivray, so go ahead.

Allan MacGillivray: Thank you, Lise. Can you hear me?

Lise Fuhr: You are very…

((Crosstalk))

Lise Fuhr: Can you speak up a little bit?

Allan MacGillivray: How is this, any better?

Lise Fuhr: Yeah, better.

Allan MacGillivray: I just wanted to make a minor point (unintelligible) ccNSO, in most cases and certainly in this case (unintelligible) to the ccNSO Council because the ccNSO itself of more than 150 members. So certainly super majority of the ccNSO would be very impractical. So the reference should be to ccNSO Council. Thanks.

Lise Fuhr: Thank you, Allan. That is noted. Alan Greenberg.

Alan Greenberg: Thank you. That should be the same for the GNSO also I believe. I don't think the GNSO itself even has a method of voting.

Lise Fuhr: Okay. We will put those in the answer to the advisors. Chuck, go ahead.

Chuck Gomes: I'm not – this is Chuck. I'm not understanding what Alan Greenberg just said, that the GNSO doesn't have a method of voting. A motion can be made and the Council votes on it. So, Alan, could you clarify what you're saying there?

Alan Greenberg: I said exactly what Marika said in the chat. The GNSO proper, the superset, has no methodology for voting. The GNSO Council does.

Chuck Gomes: Oh thanks. This is Chuck. Yeah, okay so yeah, agreed. In fact probably that should be clarified. I mean, the GNSO Council, as the management body, could consult with its constituents and take a vote. But that's a good point. Thanks.

Alan Greenberg: Well presumably the councilors would do that but it's the councilors that vote.

Chuck Gomes: Yeah, got it. Thanks.

Lise Fuhr: Okay. Olivier.

Olivier Crépin-LeBlond: Thanks very much, Lise. Olivier Crépin-LeBlond speaking. And I was going to ask a question regarding this. Was it that we were saying that the GNSO as a whole with its – all its members were supposed to give guidance to the GNSO Council? Or was it that we were looking at just the GNSO council voting with a super majority?

And I think that question then applies also to the ccNSO bearing in mind what Allan MacGillivray had said on having every member of the ccNSO vote and getting a super majority on that sounds like a real hard one. I'd like clarification on this. Because I know that we often make the mistake between GNSO, GNSO Council and all this and we need to be clear on this since this is really something that's pretty important. Thank you.

Lise Fuhr: Thank you, Olivier. While I agree it's very important, it seems to me that both the GNSO and the ccNSO has their own way of actually deciding how they actually get not only to vote but what – on what basis they vote on. So I don't think this will change any of this because in the ccNSO the Council as such is actually having – getting directions from the members and then they vote. So it's – but it's not like a direct voting, it's more taking the temperature of the room. But I don't – Alan Greenberg…

((Crosstalk))

Alan Greenberg: Yeah, let's not get into how these organizations manage their own business. In the GNSO there is no mechanism for the GNSO, the superset, to vote; in the

ccNSO there is a mechanism for the ccNSO as a whole to second guess or to have to ratify what the Council does. In both cases that's their business how they manage their process. But it's quite clear the only bodies we have within the ICANN context that can make a decision and pass it on to someone are the councils.

Lise Fuhr: Thank you, Alan. I don't hear any objections other than I hear that you want us to actually clarify that it's the councils and not the GNSO and the ccNSO as such. Chuck, your hand is up, go ahead.

Chuck Gomes: Thanks, Lise. You've probably just answered my question. I just wanted to make sure when we're deciding on a super majority vote whether we're deciding whether the – a super majority vote of the Council representing their various constituencies. And I think you just answered that.

Lise Fuhr: Yeah, that…

((Crosstalk))

Lise Fuhr: …is my understanding and that we have to clarify that so there is no doubt about it. So, yes. And unless I hear any objections that is – we'll make that clarification and send it to the legal advisors after this call.

   None. Any – oh, Martin Boyle, go ahead.

Martin Boyle: Thanks, Lise. Pure ignorance on my behalf, but I'm assuming that super majority votes are both in the ccNSO and the GNSO are defined and are not necessarily the same between the ccNSO and the GNSO because otherwise if they're not specifically defined then we are going to need to encourage the two

supporting organizations to do the work necessary to define what a super majority means for them. Thank you.

Lise Fuhr: Thank you, Martin. Actually Marika writes, "The GNSO super majority is defined in the ICANN bylaws." And I have actually discussed with Maarten Simon and he was of the opinion that we should leave it to the GNSO and the ccNSO to themselves to define the super majority. But a super majority is defined as 2/3 or 3/4 so – and he had the suggestion that it could be put in the bylaws that if not defined it was a 2/3 until defined otherwise by each group.

Alan Greenberg.

Alan Greenberg: Yeah, thank you. I think we do need to go back to Paul Kane's question and saying are we agreeing with the concept of super majority instead of majority? I would feel more comfortable understanding why the legal counsel suggested it. I always worry that super majority puts a threshold which may be too high to achieve in the case of changes that are necessary. And, you know, super majority from two groups makes that a little bit more daunting. So I'd like to understand the rationale before saying yes, it's fine.

Lise Fuhr: I was of the understanding that – and here I'm not – I haven't asked the legal counsel. And we're a bit in a time constraint here. But the thing is, this is the about the IANA functions contract. And in order not to have it change unless it's absolutely necessary there is this high threshold. And so I can see Greg is having his hand up. He might have followed this more closely than I have. Greg, go ahead.

Greg Shatan: Thanks, Lise. Yes, you know, my understanding is that, you know, we were talking about several limited items here. You know, which, as you say, you know, should have relatively high thresholds, you know, material change to

the IANA functions contract. Will the special IFR recommendations and the SCWG, establishing a SCWG and the recommendations of the SCWG with regard to separation, I think the recommendation was that these have to, you know, should be made by super majority.

You know, recognizing of course that even in the GNSO Council, even a majority vote is not so simple since it's a majority of each of the two houses. And, you know, so that's – can sometimes create interesting issues. You can have unanimity in one house and a split in the other house which can make a – the end result, you know, interesting. But I think nonetheless the idea was that these, you know, specific items are intended to have high approval thresholds. Thanks.

Lise Fuhr: Thank you, Greg. Paul Kane, go ahead.

Paul Kane: Thank you very much. I do not have a strong view on any of this. But Greg has just raised an important – an interesting element in that if one of the groups, namely either the gTLD community or the ccTLD community, are adversely impacted by something that the new IANA is doing, and let's say everyone in the particular impacted group feels aggrieved, that could be stymied by the other group.

I think the balance needs to be rather than just having a super majority, which I'm comfortable with in the broad text. If the impacted party wishes to make changes and the changes only impact the impacted party, then the vote of that impacted party should win the day as it were, if that makes sense. Getting quorum from both sides, if only there is one impacted group, whether it's the Gs or the Cs, will be a phenomenal challenge because the other group probably won't understand the issue.

Lise Fuhr: Thank you, Paul. I actually think we've built something like that into the proposal. I can't recall where it is. But this was a point that's been raised before we and we discussed that if it doesn't concern the other party it shouldn't be blunting the changes.

Is there any other – I don't know, Alan Greenberg, you had the question regarding if we wanted the super majority or not. If I hear Paul, you were only concerned about anyone blocking for the other party. But, Alan, are you…

Alan Greenberg: It's Alan. I'm moderately comfortable about it. What Paul is suggesting is just too basic to try to do at this point. And I find it so unlikely that the needs of the CC community from IANA is going to be that different from the G community. I mean, the services that are provided are pretty much the same. So I don't think it's a real problem. And I think it's far too late to start introducing the concept now that we suddenly distinguish between why we're making changes and have different people vetting it, I think it's just too late for that.

Lise Fuhr: Greg, your hand is up. Is that an old hand or a new one?

Greg Shatan: Old hand, sorry.

Lise Fuhr: Okay. So I don't hear any objections. I hear Alan Greenberg, you were not completely happy about simple majority but you're not against it?

Alan Greenberg: Yeah, I can certainly live with it at this point.

Lise Fuhr: Okay. Good. So with that I'll conclude that the – we will follow the recommendation of the simple majority vote for this. Regarding the next question of the 30 days, any objections, comments or questions in relation to

that? I don't see any. So with that we will go ahead with these two recommendations.

I just – I can see that Trang put in we should be clear that we're talking about only the names part. Yes, it is only the names part. So okay. Apart from that, we will consider how we actually work with the actual bylaws that will be sent out for review.

If they're sent out tomorrow, the 1st of April, and it's not a joke, then there is two weeks to actually review it or not fully two weeks. I know that the CCWG is planning on actually having them review it by the 13th of April. They're having two calls next week on the 5th and 7th of April. And the plan is that ICANN sends out the bylaws for public comment on the 20th of April.

This means that we might consider having an extra meeting next week. I'll talk with Jonathan about this and also what day and time. I can see Greg's hand is up. Greg, go ahead.

Greg Shatan: Just a quick point I made in the chat as well, which is that, you know, are going to be parts of the ICANN PTI contract that have general applicability and are not just limited to names. And, you know, those changes will require approval within, you know, the gTLD and ccTLD groups. So that's – it's not really completely accurate that it will be limited to the names part. I think it would tend to exclude those parts that dealt solely with numbers and protocol parameters and vice versa.

But it would be names plus anything that's – any overall provisions that need to be dealt with. But clearly it's questions what's being put in front of the GNSO and ccNSO for approval, not so much, you know, how they're going to vote on it. Thanks.

Lise Fuhr: Thank you for the clarification, Greg. Okay any other comments or question in relation to this? So Paul Kane, my understanding is that this not business days' notice, this is days because we have to actually move very fast on this.

Okay well then we'll move on to the next issue which is the budget process. Where Chuck will give us a presentation or an update on the work from the DT-O. As you have seen, DT-O has done – actually sent a request to the bylaws drafting group, which we need to discuss. But I think it's a good idea if Chuck give his presentation of the request that's sent to the bylaws drafting group.

Furthermore, the group has sent us with the finance objectives for PTI and also for our comments. And I would also like us to discuss this. But, Chuck, please go ahead and give an update.

Chuck Gomes: Thanks, Lise. Do you want me to start with what's on the screen? This is Chuck. First – or do you want me to start with the action for the bylaws?

Lise Fuhr: Go ahead and start with what's on the screen. Either is fine with me…

Chuck Gomes: Okay.

Lise Fuhr: But I can see…

((Crosstalk))

Lise Fuhr: Yeah, Greg, your hand is up. Is that in relation to the budget or is that an old hand?

Greg Shatan: Hand management is very poor today. That's an old hand.

Lise Fuhr: Okay. Go ahead, Chuck, sorry.

Chuck Gomes: So this is Chuck. And in the DT-O meeting yesterday we finalized DT-O's recommendations with regard to financial objective for PTI. And to give a little bit of background there, we decided quite a few weeks ago that before we start looking at the PTI budget and other things that DT-O is expected to look at regarding IANA budget, that it would be good to agree on the financial objectives for PTI.

                    And the statement you have on the screen in front of you is what we came up with. And basically it's up to the CWG to agree or not agree or edit this statement. But we as a design team are proposing this statement for the financial objectives. Note that there are two in there, financial stability and operational excellence. And each of those are defined further in the paragraph that's in front of you.

                    So if you haven't already read that I encourage you to do a quick read of it right now. And I will be happy to answer any questions and we can entertain edits or whatever. And I'm sure other people from Design Team O would be willing to participate in that discussion. So let me stop there, give everybody a chance to take a look at the statement, see if there's any edits suggested or any questions about the way something is worded. We will be happy to respond.

Cheryl Langdon-Orr: Silence is agreement, Chuck?

Chuck Gomes: Yeah, may be. I wanted to allow plenty of time for people to think about it. A few people responded before this call. This is Chuck again. In support. And so if nobody has – maybe I'll approach it the same way you did, Lise, if there are

no objections we'll assume that the CWG – now we probably should put this out to the full CWG list with I don't know, 48 hours or something to – for people to respond if they have any objections for those that are not on the call because we do have a little smaller group than normal today.

So I would suggest that we do that. And then by the end of the week if there are no objections it seems fair to me that we would assume that the CWG supports this. Is that all right, Lise?

Lise Fuhr: Yes, Chuck. Sorry, I'm struggling with my mute button today. But, yes, I think 48 hours is perfect for this. Thank you.

Chuck Gomes: So thanks. Thanks. This is Chuck again. And so I would assume, although I don't know this for a fact, that the – this statement should end up – I don't know if it ends up in the contract for PTI with ICANN or it ends up in some place maybe more than one place. It's not a bylaws statement but it should end up in some of the documents that are being worked with regard to implementation so that – which documents those are should be decided as we continue with the documents for implementation. I'll stop there. Looks like Greg has his hand up again.

Greg Shatan: This is a new hand. And, you know, just kind of reflecting the discussion that Lise and I were on just before this on the, you know, implementation side, discussing the three year reserve, which is, you know, related to this. And, you know, how that reserve would be configured if it would just be a portion of the ICANN reserve or if it would be a separate reserve. And given that PTI is a separate entity seems to me should be a separate reserve that's on PTI's books, not ICANN's.

And also whether that should be reflected in the bylaws. And if not where it needs to be reflected. So, you know, we need to consider what we want to appear in the bylaws. You know, if these are, you know, simply operational things that, you know, should be reflected elsewhere. I think, you know, if not in the bylaws then in the contract. It needs to be somewhere where it can't be changed easily because these are fundamental points that we're making.

And, you know, if they're not appropriate for bylaws then they need to be somewhere else like a contract where material changes, you know, require community approval and not in some document that could just be edited by, you know, a small group without anything really coming to light. Thanks.

Chuck Gomes: Thank you, Greg. This is Chuck again. And you're now talking about the second item that we need to talk about. And in the Design Team O meeting last week that occurred on the same day, which I think was Wednesday, that the bylaws negotiating team was meeting in LA to work with CWG bylaws changes, Design Team O came to the conclusion that the – there should be a statement in the bylaws that ensures that there will be multiyear funding of IANA regardless of ICANN's financial situation.

And so because they were working on the bylaws that day we didn't have time to get CWG approval on that position. So we – I, as leader of the DT-O, sent the statement to Becky Burr, who I happen to know was representing the CCWG at those meetings in LA, alerting her to the fact that we were recommending that and stating that it was not yet approved by the full CWG but that we would seek that approval.

So one of the things we need to get approval on right away from the CWG is, is there support for that position that Design Team O recommended? And, Greg, it essentially says what you said except that we definitely recommend

that there be a statement in the bylaws that guarantees that multiyear funding. We have not finished deliberating. We – Design Team O – have not finished deliberating in terms of how that should happen. In other words, we haven't concluded that it should be a reserve fund or however, you know.

We've talked about multiple things in the design team, multiple ways that could happen. And we're working with Xavier and his team in terms of how best to make that happen. But we definitely recommend, and seek approval from the full working group, that there be some – a statement in the bylaws that guarantees this.

Now I do not have an update in terms of what happened with regard to the recommendation that something be put in the bylaws because we didn't try to provide the exact wording of what should go in the bylaws, we left that for the bylaws drafting team.

So let me stop there and go ahead, Lise, take it over.

Lise Fuhr: It was not to actually take the discussion over, it was more to give a brief update on what was discussed on the call just before this one because we didn't really go into the substance, but because it wasn't agreed by the CWG yet and we said that this is going to be discussed on this call, it was decided that Sidley would do a light touch bylaw and draft that in order to be prepared for this.

And I must say I fully agree that you need it actually to go ahead and warn the bylaws drafting group before because we didn't have a call where we could discuss it. So I think this was – should be justified in – by doing so. And it's fine that we discuss it now. So we had – we have discussed this fund before in this group and there has been broadly support. So the discussion is not as

much do we need a fund or not but do we think it needs to be in the bylaws or not.

And that was also what we actually told the group – the bylaws coordination group. So for us now here as CWG we need to decide do we believe it's needed to go into the bylaws or not? And you, as DT-O-, I guess, and you might correct me on this, Chuck, your recommendation is that it goes into the bylaws.

Chuck Gomes: That is correct, Lise. That is the recommendation of DT-O. This is Chuck.

Lise Fuhr: Thank you. I don't know if you want to lead the discussion or I…

((Crosstalk))

Chuck Gomes: I'd be happy to if you want me to. Whatever you prefer.

Lise Fuhr: Yes, let's go ahead. No, that's fine.

Chuck Gomes: All right so, Greg, you're up.

Greg Shatan: Thanks. I agree with the recommendation of the DT-O. And I think that the light touch approach not committing to any particular resolution or solution for it is what's necessary since as – on the one hand, you know, Chuck indicates that there's, you know, ongoing discussions about the best way to ensure the multiyear stability and, you know, casting something as specific as a reserve fund versus one of the other potential is both too premature and ultimately too constraining for the bylaws.

At the same time, we can't kind of pull the bylaws project over to one side while the DT-O deliberations continue. It is on a fast track and much depends on it as I remarked earlier. Staying on that track of – so I think it's – the general principle should be embodied in the bylaws and the solution to maintain the principle can, you know, be decided elsewhere and be memorialized elsewhere. Thanks.

Chuck Gomes: Thanks, Greg. This is Chuck. And that's the position of Design Team O as well. We had no intent of putting into – suggesting that the specific methodology used to ensure the stability of funding over multiple years goes in the bylaws but there should be a requirement in there that there should be multiple year funding guaranteed in the bylaws. How that happens can be dealt with separate from the bylaws. Obviously it's an implementation issue. So does anybody else have a comment on this?

I guess is there anyone that disagrees with the recommendation of DT-O that there should be a high level statement in the bylaws that guarantees multiple year funding, however that's worded. Again, I'm not trying to say how it's worded and I appreciate the fact that Sidley has said they will take a crack at that. But is there anyone that disagrees with that?

And again, I suppose, Lise, that we probably ought to give people a chance to object on the list over the next – it's got to be – I hope we can allow 48 hours. But I know that the bylaws drafting is especially critical from a time point of view right now. So first of all is there anyone that objects on this call to the position that there should be a statement in the bylaws in this regard? I'm not seeing any hands raised or any comments. I'm seeing support in the chat.

So the only thing I think we need to do then, Lise, and this can be an action item, is we need to confirm on the list that there's no objections to this so that

we have confirmed support of the full working group. And, again, I don't think we need any more – shouldn't need any more than the end of this week and especially for the bylaws drafting. We know that's very time sensitive.

Lise Fuhr: Chuck…

Chuck Gomes: Go ahead, Lise.

Lise Fuhr: Chuck, yeah, I agree with the 48 hours because I think it's an important issue. I know that they will draft the bylaw anyway so for me the 48 hour is perfect. It's – we need to give it some time. So I'm not as worried about taking a full 48 hours. It's more we need to do it in order to justify if there is any concerns about this. But thank you, Chuck. And like you I see no objections, only support so far.

Chuck Gomes: So, Lise, I think there's just one other thing. And I haven't really sent much information to the full list on this. And that is that the fiscal year '17 draft ICANN budget and operating plan is out for public comment. It's been out since March 5. And Design Team O is looking at that and we have another call tomorrow and may come back and suggest possible comments regarding the budget and operating plan specifically related to PTI because the budget does include funding for PTI.

And so I don't know that we need to – if anybody that's not on Design Team O would like to look at what Design Team O is looking at with regard to the budget I'd be happy to send it to them, just let me know. It's not private. I just sent some notes on the budget to the design team and highlighted areas of the budget that relate to the IANA transition so that they would focus specifically on those.

But the – my anticipation is, is that depending on what Design Team O decides in its call tomorrow and maybe calls next week, if we have any recommendations that the CWG may want to submit some comments we will come back to the full working group in that regard.

Now because we're only meeting every two weeks in the working group, I would probably come back to the list sooner so that we can get some response to people if there is a recommendation from the design team. And I think, Lise, that's all I have unless somebody has questions. And, Xavier, of course I – if I – if the documents I sent to Design Team O and to any others who are interested, if I've misstated anything I know you'll correct me so.

As Xavier noted in the chat…

((Crosstalk))

Chuck Gomes: …the comment period is the end of April so we've got about a month to do anything in that regard. Now that's not very much time because we would have to develop comments and then get approval by the full CWG. So don't think that that's a lot of time. I'm done, Lise.

Lise Fuhr: Thank you, Chuck. And that was very thorough presentation. And thank you for all the work that you've been doing. Next item is actually the CSC charter. And we have Trang and Donna who will talk to this because there's also a lot of work to be done and discuss on this. I don't see Donna on the call but I know Trang is there.

Trang Nguyen: Thank you, Lise. Yes, I did touch base with Donna regarding this update around the CSC and share with her some of the things that I – some of the

updates that I'm going to give. So I did coordinate with Donna on this before the call.

So some of the areas around the CSC that we're working with Donna and also Katrina from the ccNSO side, and Bart, are around clarification on the CSC on some of the CSC charter elements that we needed for implementation purposes.

For example, you know, would GNSO and ccNSO approval of membership be required if a member is recalled or, you know, in the case where a member's term is up and someone new needs to be reappointed would the ccNSO and GNSO have to approve the overall composition that the - of the membership again? You know, so questions like those that aren't necessarily spelled out in the CSC charter that's part of the CWG proposal. But they're items that we need to understand better as part of implementation.

So we're working through some of those, you know, with Donna and we'll bring those back up to this group, you know, for – as a status update once we've actually gone through and talked through all of those items. We're still having discussions with Donna on those items that's up right now.

The other thing that we're working on around the CSC is directly with Donna and Katrina and the members of the GNSO to make sure that they understand what the requirements around the CSC are so that they can do what they need to do get themselves ready to be able to perform what they need to do as part of the CSC processes.

So for example, how are they going to go about approving the overall composition of the CSC? What is the process and procedures around that? Do they have something in place already whereby they can leverage and do that

or do they need to write some new procedures to do that? You know, so that sort of thing. And that's what we're working through with the GNSO and ccNSO.

One of the other things that we're also working through is mapping out some of the geographic diversity and skill sets requirements for CSC members so that we can better facilitate the SOs and ACs appointment processes. There are very specific I think criteria for members of the CSC because that committee does serve a very specific role. So we just want to make sure that the people that are appointed to the CSC are able to fulfill the duties as envisioned.

So that's what we're working on on the CSC.

Lise Fuhr: Thank you, Trang. Any questions or comments? I don't see any. So we move on to the PTI Board and structure overview discussions. Trang, did you have any slides for this one?

Trang Nguyen: We do have a couple of slides for this, Lise. Okay here they are. Would you like me to just kind of run through and summarize what was discussed within the taskforce and then, you know…

Lise Fuhr: Yes.

((Crosstalk))

Trang Nguyen: …color commentary? Okay perfect.

Lise Fuhr: Yes.

Trang Nguyen: All right so as I mentioned earlier, the taskforce has had three calls now. On the very first call which occurred on March 21 we discussed the topic of PTI independent board of directors. Through that discussion it was agreed that the ICANN NomComm will be the appointing body for the PTI independent directors on an ongoing basis. And this includes selection criteria will be defined by the PTI customers.

As you know, the FY'16 NomComm process was kicked off late last year and from a timing perspective it is just not possible to fit in the selection of two new independent PTI directors in the current process not if we're going to be able to leverage the established NomComm process that they have in place.

And so there was a discussion with regards to what would be the approach for the appointment of an interim independent board of directors until the FY'17 NomComm process could be kicked off and those two directors could be appointed via that process.

So it was agreed within the taskforce that Jonathan and Lise could serve as the interim PTI independent board of directors assuming that there are no issues around conflict and independence.

So, Lise, I know you had some questions around this and I hope that this answers some of your questions…

((Crosstalk))

Lise Fuhr: Yes.

Trang Nguyen: …independent board of directors.

Lise Fuhr: Yes. No but actually this is a suggestion and it's just put forward to this group so like the other issues that we have discussed we would actually like to hear your thoughts on this. And if there's any objections or comments or – and we would also like to give a 48 hour response time before we actually go ahead with this. And of course this is actually on the basis of there is no issues around conflict of interest and independence. So these are of course key issues in relation to this.

And this is – was meant as an easy solution because of problem with that NomComm is not ready to actually appoint yet and we need to have the two groups to actually define other selection criteria to be defined for the PTI. So are there any questions or comments in relation to this? Even if you don't have any now you're always of course free to use the 48 hour comment period to get back if you find that you have any concerns in this relation.

Seeing none I think we should go on to the next item, Trang.

Trang Nguyen: Thank you, Lise. This next item will be very short. This is with regard to discussion that we had on the second call around a PTI structure and whether or not, you know, just the naming or all three IANA functions should be moved to PTI. And through that discussion it was very apparent that the intend had always been that all three IANA functions would be moved to PTI and so that was the decision that was made within the taskforce on that call.

Lise Fuhr: Yes, and in relation to that I'll just like to hear if there's any objections to what this way of interpreting our proposal because we discussed it with the IANA – with the implementation team and there was consensus among the participants that we thought this was – has always been the idea but we just wanted to make an extra check with this group. Don't see any hands or comments.

So this I will not give a 48 hour period because this was something that we believed was in the proposal from the beginning. So I can just conclude that the group is actually confirming this.

Okay I don't know if there's any other issues in relation to the implementation. Martin Boyle, your hand is up. Martin, go ahead.

Martin Boyle: Thanks, Lise. A question on the slide that's on the screen at the moment. When you say all three IANA functions will be moved to PTI, you're really talking about the provision, the operations being moved to PTI because my understanding was that for protocol parameters and for numbers the contract or the MOU between the parties remains with ICANN. So I just wonder whether the operation of all three functions will be moved to PTI would be a more accurate way of putting that. Thank you.

Lise Fuhr: Thank you, Martin. And I agree this – and thank you for the clarification because it is actually the operational part of it. And it's – the idea was what IANA is doing today as an operational entity is being moved into the PTI whereas the contractual part for the protocols and the numbering space with ICANN. And that's actually what we have been describing in our proposal.

Greg, your hand is up. Greg, go ahead.

Greg Shatan: Yeah, I'm agreeing, you know, this is the intent was to move all three functions to PTI. I think the – to me the language on the slide does not imply that the contractual obligation to numbers and protocols is moving. So I don't know that there's a need for any clarification.

My understanding that, you know, there'll be essentially a subcontract, if you will, between ICANN and PTI so that ICANN can satisfy the terms of those MOUs with the other two communities, if you will. So and we might be splitting hairs at this point so I think, you know, the important point is that as we saw in Marrakesh there was at least some consideration given to moving only the names function in any way shape or form into PTI and essentially, you know, creating a bunch of paper splits among employees and the like.

And it's that concept that we're moving away from. Thanks. Or making sure we're not moving toward.

Lise Fuhr: Thank you, Greg. Well I see no harm in actually making it a little more specific that it's the operations. But it's important to understand that this is – if the operations and we still have the discussions in relation to where the staff is going to be and we're not to open this discussion today, it's just to tell you that it's still outstanding and we have ICANN legal preparing a memo for us in relation to the issue of why it's difficult to move the staff to PTI. So that will be another issue we will discuss in this group at a later stage.

Greg, your hand is still up. Is that an old hand or a new hand?

Greg Shatan: New hand. In the memo about the problems I'm looking forward to also hearing about the solutions they propose so that we can have our plan in place.

Lise Fuhr: Yeah, it was not to open the discussion again, it's just to mention that it's…

Greg Shatan: Yeah.

Lise Fuhr: …going to…

Greg Shatan: Just one of my mantras is that lawyers are in the solutions business unless they want you to think they're in the problems business in which case they will manufacture as many problems as needed to make you think there's not a solution. In most cases there are both. That's just a general and hypothetical comment. And I think that by and large actually the interactions in the bylaws drafting and implementation streams have been very fruitful and solutions-oriented. Thanks.

Lise Fuhr: Thank you for the remark, Greg. Any other comments or questions to this? No? Okay, I'll move on then to the IANA IPR. We have sent out the document that's not the final or it's not the document that we will discuss with this group yet but it was just to give you an idea of where the work is.

                 And I have agreed with Greg that he will give us an overview of the work and, Greg, can you?

Greg Shatan: Thanks. At least my hand is down. Greg Shatan again for the record. Where things stand with the IANA IPR is that following Marrakesh the collaborative coordination group involving, you know, all three communities and ICG, came up with basically a stable sort of heads of agreement or summary of principle terms for the agreements and the related movement of the IPR.

                 And that so far what has happened is that the numbers and protocol parameters communities have turned over that principle terms document to their legal counsel. And we are taking the approach that once we get back comments from both their legal counsels we will turn those kind of marked up versions over to our counsel essentially to advise both on the version itself and on the comments from the other two communities.

And then, you know, be in a position to respond and at that time have a kind of a – probably go back to having a roundtable discussion, you know, maybe initially more of a lawyer led or I should say outside lawyer led discussion to deal with anything that has to be changed from the principle terms document.

And then once that principle terms document is kind of stable and the lawyers are all happy with it I think the communities get one last chance at it, make sure that everything is as expected and then once that's approved we would move to creating the actual documents that are needed, intellectual property assignments and licenses basically. And also any kind of related documentation that's required. Thanks.

Lise Fuhr: Thank you, Greg. Any questions or comments in relation to this? I can only add that we also wanted to give Sidley some time to focus on the bylaws so that was also why we didn't want to send it right away to Sidley but wait for the others and actually use the time after the bylaws drafting has been finalized.

Greg Shatan: I expect the Sidley person involved will probably be Josh Hofheimer who has been, you know, involved off and on with us but is I don't think involved in the bylaws drafting so – but nonetheless, you know, clearly the overall team at Sidley is up to their eyeballs in bylaws.

Lise Fuhr: Okay. I don't see any questions or comments so I think we should move on. We have AOB where the only object is actually the next meeting on the 14th of April. I don't know or I will get back to this group with – if we need another meeting before the 14th of April.

I don't know if any other – if anyone has any issue to AOB at this stage? Don't see any. Okay. Well…

((Crosstalk))

Lise Fuhr: Hello? Oh, yeah, the hand is up. Okay, is that CW – is that Christopher…

Christopher Wilkinson: Christopher Wilkinson. Thank you, Lise. There's been a bit of (unintelligible) because I lost connection with the conference call but here we are again. This really relates to the previous question. I found the document about the IETF trust extremely interesting and comprehensive. But I think it would merit and benefit from a paragraph – an introductory paragraph about the history and origins of the IETF trust.

For the sake of argument I'm entirely neutral about CWG's choice of destinations for the IANA intellectual property. But I think the community as a whole, and shall I put it, the outsiders to this process should be aware that the IETF trust is more or less a creation of the Internet Society in order to deal with the question of intellectual property of the IETF standards.

The composition of the trustees for the IETF trust and the Internet Society itself shows significant overlap. For the sake of argument I think this is a good thing. But frankly the document itself insofar as it is presenting this relationship to the community as a whole should be rather more transparent and frank about that relationship because the – I would not wish to find that at some later stage there would be any misunderstanding or surprise in that connection.

I would also say that although my knowledge of these (unintelligible) is not globally comprehensive, I don't actually see any real alternative. And if the IANA IPR is to be moved out of the ICANN itself I'm not aware of any other

reasonable alternative with a track record for IPR protection of relevant assets to any other agency.

Finally on the personal basis I thought Page 3 was excellent and I would rather like my own domain names to benefit from all those protections. But that's so off the record. Thank you, Lise.

Greg Shatan: Since Lise has lost audio I'll chime in. This is Greg Shatan. I agree, Christopher, I think that that should be made clear when we introduce this to the larger community. And indeed I think a question that I will have for our attorneys is whether there need to be any changes whatsoever in the documentation of the IETF trust.

I know that there's a great deal of resistance to change but the question is whether there is – whether the scope and purpose of the IETF trust is stated broadly enough to allow them to undertake this task. Not that it would be revolutionary to change the purpose to make it broad enough.

And clearly the IETF trust trustees I think have total identity of interest with the basically the administrative group that takes care of IETF administration. So it's clearly an IETF body. And that's, you know, was kind of discussed and accepted by CWG.

The only alternative essentially would be a purpose built New Co or New Trust created to hold the IPR and to have, you know, a more of a three-legged stool approach to its management. You know, that was considered a not move forward by the CWG. So I think that as you say, you know, it's really the only existing alternative and the joy of creating a purpose-built alternative weighed against the timing and the availability of the IETF trust to, you know, was

clearly judged to be in favor of using what we had as opposed to building something new.

And the intent is, as you can see within the documentation, is to have, you know, appropriate checks and balances from all three communities over, you know, relevant decisions of the trust whilst still respecting both the trust kind of structure and also the structure of – and functions of trademark ownership. And as well as you note checks and balances over, you know, domain name management and related, you know, Whois and zone file management.

So that changes can't be mad unilaterally. So, you know, Chris was referring to the fact that, you know, we mandated that there be a two-person authentication of any, you know, potential change so that somebody can't go in and just say username, password and now transferring this thing to the bottom of the ocean. Thanks.

Christopher Wilkinson: Yeah, Greg, that's – those are good point and I think they're on those very similar lines. I think it would be interesting useful to explain how the trustees of the IETF trust are appointed. Looking over the last two or three years of the trustees the president of ISOC is a permanent member, the secretary of ISOC is a permanent member and senior staff members of the – of ISOC are regular members.

As I said, I have no objection to this. I think it's a useful element of stability. But for the sake of argument even with my hope relatively well informed standing in this, I have no idea how the IETF trustees are appointed.

Lise Fuhr: Okay, and thank you for the comments. This is only an update. We – and actually the document was sent as an information for you. I think you raised some very important points on trying to describe the background for the

choice. And I believe it's a delicate balance between not making a document too long and on the other hand, being descriptive and actually tell the story behind it.

But we will still work with this so it's not the final – it's not the final draft. So the – a more thorough discussion will take place in the CWG at a later stage. So I think we should save some of these discussions until then. Thank you.

Christopher, or no, the hand went down.

Christopher Wilkinson: That was an old hand. I'm trying to get it down.

Lise Fuhr: Okay. Oh that's fine. Thank you. Okay with that I – if there is no more questions for the IPR I think we should move on to actually the closing remarks. I don't know if anyone is having anything for AOB except that we might have an extra meeting scheduled midweek or – not midweek but next week.

For closing remarks I'll just go through the action points where we have for the bylaws drafting we decided to go ahead with the recommendation from the legal advisors. This will be sent. We have 48 hours where we will try and ask for the DT-O request for including the bylaws into – including the funding of PTI and the secured funding of PTI into the bylaws. And this was to be a light touch approach where we don't define the actual bylaws.

We have 48 hours also on the suggestion of having Jonathan Robinson and me on – as interim members of the PTI Board. And I will get back and actually – I confirm if we're going to have a meeting or not next week. I don't know, Grace, or Marika, if I missed anything in this wrapping up? I see Grace is typing. Nothing. That's good.

Well thank you for joining the call. It's been very productive. And we will get back to you as soon as possible regarding the bylaws. And now you actually have almost 25 minutes of time that you can use for whatever you want. Enjoy your evening, afternoon, morning wherever you are. And thank you again for joining. Bye.

Cheryl Langdon-Orr: Thanks, Lise.

((Crosstalk))

Greg Shatan: Thank you all. Thank you, Lise.

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