

ICANN

**Moderator: Brenda Brewer
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12:00 pm CT**

Chuck Gomes: This is Chuck Gomes and this is the CWG Design Team O meeting on the 23rd of March. Welcome to each of you. Is there anyone who is on the call but not in Adobe Connect? Okay. Not hearing from anyone or seeing any indications otherwise. We can do the roll call by the Adobe Connect like is the standard procedure, not that this group is too big.

I apologize if my proposed agenda is a little bit more detailed than normal. But part of that was for my own sanity to make sure I was on top of everything. And also I thought it might be helpful for us if we had everything right in front of us, or most everything in front of us. So we'll facilitate our discussion. We don't have to go back and look at e-mails as much as might otherwise.

Let me ask, first of all. Any suggested changes to the agenda?

Woman: No. All good.

Chuck Gomes: Okay. Then let's plug right in. The first item has to do with our financial objectives. And, Grace, thank you very much for pulling together what we

talked about in our last call. And that's what's shown in agenda item 1A. They are the texts that Grace provided. Paul was the only one, I think, that responded to that.

And so in item B, then, or what I think -- and, Paul, correct me if I didn't capture your edits correctly, but I tried to anyway -- suggested edits there. And I won't read either one of those for you. But what I would like us to do first of all is to talk about Paul's suggested edits and the overall text that Grace provided and then also consider other edits or suggestions by anyone else.

In item C, then, I added a couple of comments there. One of the things that - Paul that you did was to use the word independence. As I recall, in our last call we saw some problems with the word independence because the funding of PTI really can't be independent of ICANN because ICANN funds it. And so that's kind of why we used other words.

And the second point was a comment made on the list by Xavier that I thought was useful in that we may not want to, if we put anything in the bylaws, refer to a specific solution like bank accounts and so forth.

So with those things said, let me open it up for discussion. Cheryl, you're first.

Cheryl Langdon-Orr: Oh, thanks. Just a blanket statement from me at the beginning -- Cheryl, for the record. That's not my blanket statement, Chuck. That was me forgetting to identify myself for the transcript.

I would like to make sure that wherever humanly possible, what we do to create advice for CWG to consider should not, and I repeat, not result in a bylaw change specifically. I think we're going to get out of sync with our very tight schedule that we need to do for implementation anyway. And I honestly

believe that we should be able to do all of this effectively as implementation as opposed by bylaw. If we have to revert to anything to bylaw, it should be minimum, generic and (unintelligible) touch.

Thank you.

Chuck Gomes: Thanks, Cheryl. Alan?

Alan Greenberg: Thank you. A couple of specific things. I understand we cannot be independent of ICANN, but we want to be independent of -- and I'm not trying to give you working for a statement here -- independent of problems in ICANN or independent - isolation is perhaps a better word. Isolation from budgetary issues within ICANN.

I would really avoid the word separation. Separation is a loaded word in our context. The use of the term separation even in different meaning than the one that is within the CWG report proper. I think it was connotations which are probably inappropriate. And I strongly up the concept of not being prescriptive at this level. I'm saying things like different bank accounts.

Now, clearly, should ICANN got bankrupt or whatever and there is money being held in escrow, PTI may have to open up a bank account. But it's not clear in the steady state situation that we necessarily need that as a solution. So I think we want to be prescriptive as to the targets but not the implementation.

Thank you.

Chuck Gomes: Thanks, Alan. Paul you're up.

Paul Kane: So thanks, everyone. So first of all, let me just say I'm not (unintelligible) to any of the language that I have posed. I just wanted to - Chuck gave us a little bit of homework and I had a bit of time last night or whatever night it was. And I thought, oh, I'll just do something.

So I'm pretty happy with Xavier's suggestion not to be prescriptive in terms of bank account. It's almost like saying, which bank. That was not my intent. My intent was basically to ensure that there are dedicated financial resources attributable to PTI to ensure a stable operation of PTI for multiple years.

The concept of - I do not understand U.S. corporate governance or Californian corporate governance. I do understand British corporate governance. If a company is in a time of distress and a board sanctioned action during the time of distress to carve away funds for a specific purpose, that could be deemed to be a criminal act. So the concept of having it pre-defined within the bylaw, in other words, a time of good health within the constitution -- I'll use our English chaps -- within the constitution of the company is considered to be good practice.

So I don't think -- I'm just trying to see the number -- 1b is intended to be language for a bylaw. The intent of 1b is really just to facilitate discussion as to how we can ensure that PTI has dedicated financial resources sufficient to undertake its task for a number of years.

The bylaw language, if there is to be bylaw language, is definitely vague and definitely leaves it to the discretion of the ICANN board as how best to achieve an arms-length mechanism. Again, we cannot be prescriptive - a board cannot be prescriptive if it's trying to ring-fence funds knowing that the company could become financially distressed. We do not know that at this

juncture. We are just trying to ensure that the PTI has sufficient resources to be able to fulfill its task independent from the normal ICANN operation.

So I was really just trying to help the discussion, but I'm certainly not trying to be prescriptive. But having a dedicated bank account is one such approach. But you can do that by having a budget within ICANN mechanism, a reserve budget. But budget is a notional value rather than hard cash. And I thought from our last call, the intent was to have hard cash assigned to PTI so that those directors of PTI actually have the resources to deliver the excellent service that we are seeking.

Thanks.

Chuck Gomes: Thank you, Paul. Probably the way I formulated the agenda caused a little bit of confusion. I don't think anybody was and not even me was suggesting that the financial objectives would be included in the bylaws. But I appreciate your clarification.

Now one thing I'd like to suggest we do, let's come back to whether we need anything in the bylaws or not. I think we're in agreement that it would be high level, if anything. Okay. But let's come back to that and focus right now on trying to finalize the wording of the financial objectives. And Alan and Paul both have indicated the problem with the word "separation." So that's one of the things we want to fix.

But before we start looking at tweaking the language, however we decided to, Alan, it's your turn.

Alan Greenberg: Thank you very much. I think Paul has summarized it pretty well. And I agree with him strongly. If, for instance, we were to - the ICANN board were to

know what's going to be put into bankruptcy tomorrow and quickly secretes \$5 million away for IANA when transferred to somewhere, that clearly could be reversed by a bankruptcy course. Whether it's criminal action or not, I don't know. But certainly would not be viewed well.

Although you just said let's not talk about bylaws, that would be the only rationale I would see for having something in the bylaws; that is, make it a bylaw responsibility of the board to ensure that there are funds segregated so that they're available should there be some financial problem in ICANN. And having it in the bylaws, in fact, protects the board from doing that, protects the board when they do that and can't be accused of trying to secrete money from a bankruptcy proceeding.

So that would be the only reason that some language - again, that's the kind of thing I would ask our lawyers: Is that going to help or not? If so, I'm sure there is a (unintelligible) that can do it.

Thank you.

Chuck Gomes: Thanks, Alan. When I said not focus on the bylaws right at the moment, let me be clear. We have to focus on that in today's meeting. I just thought, let's first focus on the working of the objectives and we're going to come back to whether we need something in the bylaws or not. Because if we do decide to recommend slight in the bylaws, we're going to have to do that very quickly.

There are attorneys in L.A. as we speak drafting bylaws and, in particular, today they're working on bylaws for the CWG recommendations. So I promised (Becky Burr) who's there monitoring what's going on for the CCWG that I would give her - communicate with her if we, out of this meeting today,

even though it's not just our decision, are leaning in that direction. So we will come back to that.

So let's right now, if it's okay with everyone, let's see if we can fix the wording of the financial objectives as far as a recommendation from this group to the full CWG. So if each of you would focus on the wording. Let's look at Grace's wording, okay? I think it's already been clearly suggested that we may not want to use the word separation. So let's come up with some alternatives there and see if there are any other suggested edits we would make.

I don't think we need to spend a lot of time in getting this necessarily foolproof, but as long as we're comfort with it as something that we would put forward to the CWG as far as financial objectives for PTI.

So, Cheryl, thank you. Go ahead.

Cheryl Langdon-Orr: Thanks, Chuck. Cheryl for the record. Just on reading of Grace's terms, I am highly influenced by my listening to her last call (unintelligible). I was paying attention, guys. I think picking up on Xavier's points were in that call where in 1A towards the end of the sentence, it talks about sufficient funds budgeted for and available to ensure. I think that is where language possibly should be strengthened towards terminology like allocated, et cetera, et cetera.

Budgeted and available - the "and available" part is still a little soft for my comfort. I think it needs to be allocated. And I did put some -- right off the top of my head -- language in the chat earlier. So maybe people with much more word (spitting) skills can sort of just address some of those terminologies to make me feel more comfortable. As you know, Chuck, that is vitally important.

Chuck Gomes: Yes. Cheryl, this is Chuck. I don't want you to be uncomfortable.

Now let me ask a logistical question here. Grace, is it possible to edit that statement of objectives in 1A live on the screen, or is there an easier way to do it? Or do you just want to capture it offline? It's helpful, I think, if everybody can see in the edits we consider so that we can be clear that we're all on the same page. Grace, is that possible to edit on the screen?

Grace Abuhamad: Yes, Chuck. What I'm doing right now is editing in the notes and I'm putting in red sort of the new terms.

Chuck Gomes: Oh, good. That's okay. That's fine.

Grace Abuhamad: Does that work?

Chuck Gomes: Yes. That's okay for me. So Cheryl, let's see if we have the suggestions you just made. And I'll let you comment on that. Or Grace, if you need Cheryl to clarify further, please speak up. So let's take a look at what's on the right there for the financial objectives.

Grace Abuhamad: What I've done so far is I've replaced the word "separation" in the fourth line or however you see it. And I've replaced that with "financial isolation." You had financial independence. We talked about the word. I put in "isolation" for now.

And then the other thing that I've done is towards the end in red, you'll see I've put "allocated to." We can delete the "budgeted for and available," too. But I haven't received any indication that you'd want that right away, so I haven't done that yet.

Chuck Gomes: Thanks. That's very much appreciated, Grace. Just looking at that -- and I'll come to you in a second, Paul, and Cheryl. This is Chuck speaking. So the - at the end there. Let's see, "and available to be allocated to" or do we want to say just not available to but "allocated to." It seems to be we may want to be more definitive. But let me let the others jump in here.

Okay. Paul, you've put your hand down. So maybe your point was addressed.

Cheryl, go ahead.

Cheryl Langdon-Orr: Coming off mute. Thanks, Chuck. Cheryl for the record. Yes. I'm happy with that proposed change at the end, that it's just go with "allocated." The earlier part "financial isolation, sufficient financial isolation." This is more an Alan skill set than a Cheryl skill set.

I just don't think the term "financial" adds anything there. If anything, it muddies it. So I would go with something along the lines of "sufficiently isolated." We could even pop "allocated" in there. But certainly "sufficiently isolated." Don't care what term it is. But I just don't think - "financial isolation" is kind of muddy where what we want is the firm's budgeted for, available and allocated, or should I say, allocated and available?

Thanks.

Chuck Gomes: Okay. Thanks, Cheryl. This is Chuck. So you can see the change that was made. Would "from" be better than "of" as far as "sufficiently isolated from the IANA function's PTI?" Or no, you've got "from" later. Never mind. Grace, I'm thinking out loud and I see it doesn't work. Isolated context as

"sufficiently isolated." The "of" went well when we had the word isolation. It doesn't fit quite so well. So somebody can help me there.

Let me let Alan go ahead.

Alan Greenberg: Yes. In terms of that word, I think it's "sufficient isolation of the IANA functions from." So I think "sufficient isolation" works. I suspect this is a case where we're not going to find a word that connotes the right thing. I think this is important enough to devote a sentence to it and say that we want isolation such that in the event of ICANN financial problems, IANA, PTI, whatever, can continue operating in isolation from those problems.

I don't think a single word of "allocated" or something like that is going to connote the - have the right connotation. So I think we're going to actually have to say it.

Chuck Gomes: Thanks, Alan. This is Chuck. So are you suggesting we add another sentence? Notice that there is some of what you're saying, I think, as the sentence goes on to avoid any kind of negative impact of the IANA functions budget as a result of changes to ICANN's budget. And maybe that's not strong enough. And maybe what you're saying covers it better.

Why don't you think about maybe some specific wording additional to what we've done? Let's here from Paul.

Alan Greenberg: May I continue? I have a strong version to try wordsmith on the fly.

Chuck Gomes: Good.

Alan Greenberg: But I really think it's important that we capture. We're looking at the unpredictable event that we want isolation from. So it really has to be - okay. I'm at a loss now for words. But I think we're going to have to be relatively specific. Thank you.

Chuck Gomes: Okay. Thanks, Alan. Chuck, again. Keep that in mind and think about specific we can be while we hear what Paul has to say. Okay?

Paul Kane: Thank you, Chuck. I think this is a very useful conversation. But I think we are all sort of dancing around the same issue. Maybe our time is not best spent trying to wordsmith on the fly.

What we're trying to do, I think, is to ensure that the budget of PTI IANA is effectively assigned and segregated from the ICANN general budget. The budget that ICANN already prepares does already address that to a degree. But I think Cheryl's point, which is valid, which is it's really to make sure that the funds are allocated exclusively to PTI.

So I feel uncomfortable with the term "isolated." I'm sorry to be awkward. Only because we are trying to promote ICANN as the secretariat effectively for managing stuff. If we are trying to leave it out on a limb, which is what isolated could also imply, that's not a helpful thing.

So I'm happy for PTI to be obviously an affiliated associated with ICANN. It's just a budget thing; making sure they have the money to do their job, not only on a rainy day but also to avoid ICANN possibly, which has never - well, it did in the early days but in recent years hasn't exercised undue influence or pressure on the IANA operator for ICANN centric goals.

So I think we need to be careful with the word "isolated" because we want to try and keep the ICANN IANA family, as it were, together, united.

Chuck Gomes: Thanks, Paul. This is Chuck. I think we need to be careful - and we talked about this last week. We need to be careful to distinguish between budget and funding. I think what we're really talking about is funding rather than budget, aren't we?

Paul Kane: Correct. We are talking about funding cash, not budget, which is...

Chuck Gomes: Right. Exactly. That's why I wanted to bring that up. So let's see if we can - again, maybe it's best at this point for us to go - to do the continued drafting after the meeting unless anybody has a quick set of final edits that might solve it. And I'll let you speak up if you do. Otherwise, maybe - I don't care any disagreement in terms of what our intentions are.

Alan, go ahead.

Alan Greenberg: Thank you. Just to reiterate what I put in the chart, in my mind I hate building complex operational structures when chances are they're never going to be needed. So I've in the past objected to PTI for that very reason. But it is what it is, so I'm not talking about that.

But I don't think we need to segregate in a normal operational basis. We need to be able to ensure continuity of IANA operations should there be some problems. For instance, I am presuming that we're going to use normal ICANN's financial staff to handle the daily transactions.

But should ICANN be put into bankruptcy and all those staff be let go, obviously, IANA will have to do something on its own. So the fallback that we have to worry about, not necessarily building complex separation into day-to-day operation. That's my take on it.

Thank you.

Chuck Gomes: Thanks, Alan. This is Chuck, again. Where we need, I think, to finalize some language is in the -- what is it -- the second sentence, whether that means breaking it into two sentences or whatever.

Olivier, you haven't spoken. I'm anticipating that you're going to come up with the perfect solution.

Olivier Crepin-LeBlond: Thank you, Chuck.

Woman: Gee. Wow.

Olivier Crepin-LeBlond: I was going to ask even a further question here based on what Alan has just said. And it struck me. Just the point of clarification. The current IANA employees, or people from ICANN that are working in the IANA department, will be transferred to PTI and have a contract with PTI or not? Because that further muddies the waters, then.

Chuck Gomes: This is Chuck speaking. I don't think we know the answer to that. I think some people are assuming the answer to that, staff, and this created a lot of controversy on Monday morning in Marrakech, propose, I think, somewhat less separation than maybe other people are envisioning.

So what is happening in the implementation oversight task force -- and all of you are aware that's going on. Some of you were involved in that. The - we've asked staff to come back with more details and Trang's aware of this. And they're going to come back with more details of some thinking that they have that would be simpler but still involve the separate -- sorry to use the word. I

don't know what other word to use right now -- the separation that the CWG is looking for.

That's an ongoing effort, Olivier. We don't - I don't think we know that for sure. And until we see some details of what staff has been thinking about, we probably really can't answer that question. So I wasn't very helpful on that. But it is a work on progress.

Olivier Crepin-LeBlond: Chuck, it's Olivier. If I may then add, I'm well aware it's a totally separate issue but it is closely linked to what we can't design ourselves. Because if we do work out the way and say, well, we need to have that budget totally independent or whatever, well, it's not use in having designed all of this if staff is still attached to ICANN and ICANN is put in bankruptcy and it's a receiver that is running all of this.

At that point, all of our wonderful plans of having funds that are independently allocated to PTI falls dead in the water because no one can access those.

Chuck Gomes: Yes.

Olivier Crepin-LeBlond: So we've got to think about that one. And I'll tell you why I'm particularly, I wouldn't concerned, but thinking about it at the moment. A company recently, I think, yesterday announced that it was filing for Chapter 7 bankruptcy in the states and they'd had some intellectual property that they were making available for free to the rest of the world.

And it seems like it's all fallen in that basket now and it's stuck in there. And it's the receiver that will decide on whether - or the judge will decide on

whether that information can then be put on a public domain site or whether it needs to be locked up.

So we've got the same sort of questions we can ask ourselves here as far as the budget side of things is concerned. And I don't have an answer for you. I hope I haven't made things worse.

Chuck Gomes: No. That's okay. We need to have these discussions. So that's okay. This is Chuck speaking. So here's what I'm going to do with regard to agenda item 1. Let's each of us and all of us, if so, and we can decide who comes up with the best solution, after this call work on some wording that we can suggest to the rest of the team with regard to that second sentence in the draft financial objectives. So we'll do that on the list and try to, by our next call, maybe have something. Again, the full working group may want to tweak it after we do it.

But let's see if we can put some thought to it after this meeting and come up with some suggestions. I wish I could say we'll give a big, wonderful stipend to whoever comes up with the best wording, but I don't have those resources. But if each of us would just put some thought to this offline, we'll look at that second sentence.

Certainly, if there are other areas of the wording that anyone wants to suggest added to, that's still okay, too. All right. So let's move on because I think part, if not most of what Olivier is talking about gets into agenda item 2. And this comes into developing a recommendation for ensuring multiyear continuity of IANA services funding.

Paul made, as you can see in item 2AI, a specific suggestion regarding -- and it's already come up in our call today -- here's where we get into the idea of some sort of a bylaw maybe being important. And Alan referred to it as well

to ensure this multiyear continuity of IANA services funding. And I use the term IANA services to include PTI if, in fact, some of the services are provided separately from PTI like the numbering and protocol.

So let's move to that. And let's talk about this. I actually - since we had a registry stakeholder group meeting, I brought this issue up of a possible need for something in the bylaws to guarantee that IANA funding will not be disadvantaged in any way, regardless of what kind of situations may occur with the ICANN budget or ICANN as a corporation and so forth.

So let's talk about that. Let's look at Paul's suggestion, first of all. Each of you saw it on the list and you can see it in front of you if you have that part of agenda item 2 in front of you right now.

And, Paul, do you want to comment on your suggestion first? You're welcome to, if you'd like to.

Paul Kane: I don't really need to. I don't need to take up time. It is there. It is designed to be fairly vague, so leaving ICANN board to be able to determine the arm's length mechanism. But it does offer the corporate governance isolation that's necessary in the event of financial stress.

But also it does assure to the staff - I think just picking up on the sessions in the chat room, I am very concerned. I want to make sure that the ICANN - sorry, the PTI staff are happy, that they have assurances that they will get paid at the end of the month. They have the resources necessary to deliver the task. Because if they are just mere ICANN staff on (unintelligible) PTI, the level of insulation is not there in terms of - and certainly U.K. corporate governance.

It is necessary, which is what we agreed that the affiliate body has its own staff and are paid from the affiliate body directly, not from ICANN. And that's what we are - I'm trying to do in the language is to make sure that there is sufficient resource available in the IANA budget to assure PTI staff that they are - they have a stable position and the resources necessary to do the job.

Thanks.

Chuck Gomes: Thanks, Paul. This is Chuck again. Now I'm going to suggest that we not get too specific in terms of how the staff is employed and so forth. I think we're definitely in agreement that PTI needs to be an affiliate. How that actually happens, we've asked staff to look at that. And we've asked for some legal clarification in the task force, the implementation oversight task force, in terms of what staff has been dealing with including some legal clarification in terms of what came up in Marrakech with regard to employee benefits and so forth so that we are clear on all those things.

So what I'd like to suggest is that we focus on some language, possible bylaw language, that would guarantee what we're trying to accomplish here in our financial objectives that we talked about on agenda item #1; that stability that we're wanting to ensure.

So my thinking - let me take my leader hat off on this one and talk from a registry perspective from my own company and the registry stakeholder group. We certainly -- and Paul, I think it's the same for the ccTLDs -- we don't want there to be any chance that the IANA services are degraded in any way because of things happening with ICANN, whatever those might be. So it seems to me - and I have my personal hat on now and a registry hat as well. I don't think we want to leave any opportunity for the IANA services to be impacted by things that are going on in the broader ICANN world. And so

I lean towards having something in the bylaws at a high level that ensures that if it can be crafted as such. So that's my own personal bias and registry bias I that regard.

And I'd like to hear from the rest of you on that. Do you think that can be accomplished without something in the bylaws? Or is a brief statement in the bylaws needed here?

Cheryl Langdon-Orr: Chuck, Cheryl. I didn't quite get my hand up in time.

Chuck Gomes: That's okay. Go ahead.

Cheryl Langdon-Orr: Thanks. It's Cheryl for the record. I would like to think it could be managed without bylaws, but I do understand and my statement was pretty clear at the outset of today's meeting, I think - I do understand trust (unintelligible) concern issues that would come from registry communities (unintelligible). That said, even the bylaws, if the shit has really hit the fan, unless it's clearly defined in the mission, which I believe it is, then it's only going to be as strong as an IRP and that in an already defunct company that has gone to Chapter whatever it is in the U.S. is a sick little puppy anyway.

So I'm more of the let's make sure there is enough operational expenses enclaved and continually accessible for the ongoing operation of IANA services, which I see as implementation that makes certain that a full separation and a transition, in inverted commas and pun intended, to fully independent activity if ICANN goes belly up (unintelligible) in that way.

I'm think about stress test that we've done in this area. All they do is show how greater these things are. We are hopefully talking each case. But even if it

was bylaw bound, if the money is not there and accessible, then the shit's happened, and that's the bad thing.

So I guess I'd want to put my energies into making sure the implementation and the allocation issues are really properly worked out and that includes such opportunity to have the frequent, if not regular review of what budgeted amounts -- and here I do mean budgeted amounts -- were put aside to x years operational expenses of IANA services is reviewed from time to time, is added to when exceptional things come to play. There might be new equipment that needs to go on or whatever. All that stuff has to be built in. Again, all of that's operational.

So if we can come up with a really light touch sentence, which clearly indicates that the mission of doing IANA function services as part of ICANN's mission, if that's not enough, then I'm not quite sure what another sentence in the bylaw is going to do. But if we're going to put another bylaw sentence in, let's make sure it talks about ensuring a requirement for the implementation of effectively ensuring ongoing security for IANA services. Bad language, not English, but I am an Australian.

Thanks.

Chuck Gomes: Thanks, Cheryl. This is Chuck. Olivier, go ahead.

Olivier Crepin-LeBlond: Thanks very much, Chuck. Olivier Crepin-LeBlond speaking. And I'm not a lawyer and especially not a U.S. buyer, so I'm going to ask a very stupid question. Is their bylaw required to define the relationship between a subsidiary and a mothership or a parent company? Or is this defined in rules of procedures? Or how is it defined?

Because do we actually need to officially define that relationship between the two organizations?

Chuck Gomes: Thanks, Olivier. This is Chuck. Before I go to Xavier -- and thanks for joining us, Xavier -- my understanding -- and I'm not a lawyer either. My understanding is that there will need to be an agreement between PTI and ICANN to define that relationship. So whether that's in the - and there are bylaws - there is bylaws drafting on with regard to PTI. So whether it's covered in the ICANN bylaws or bylaws between the two organizations, I don't know the answer. But you're right. It will have to be defined.

Did I steal your thunder, Xavier? I see your hand went down.

Since there are no hands up right now - and let me respond. Chuck is speaking still. Let me respond to some of what Cheryl said. My concern, again, as a registry is that implementation becomes very fluid and leaving something like we're trying to accomplish here to just implementation, that can change from year-to-year and so forth.

And if we rely on the accountability processes to fix it, in the meantime, we want the IANA services to continue without interruption and to be at an excellent service level. So that's why I lean towards Paul's idea of having that magic sentence in the bylaws that guarantees that there will be uninterrupted funding of the IANA services regardless of what things might be going on in ICANN the corporation in a broader sense.

I'm not terribly comfort - and of course, Cheryl you know this from your work on the policy and implementation working group. We talked a lot about this. And implementation is critical. But in this particular case because of the criticalness of the IANA services being uninterrupted and of good quality,

regardless of other factor, I lean towards putting something into the bylaws in that regard, whatever that something might be.

Anyway, others - is there anybody - Cheryl obviously has been clear that she would prefer it not be something in the bylaws. Is there anybody else that doesn't think there should be something in the bylaws or that if we could design it so that it doesn't have to be in bylaws, that would be okay?

Xavier, your turn. Are you on mute? Okay. Xavier's hand went down. Okay. It's back up. Can you - let's see if we can hear you now.

Woman: We've silenced Xavier? That's not good.

Chuck Gomes: No. It's not. We're concerned.

Cheryl Langdon-Orr: We want to hear what he says. Chuck, just while I've got the microphone - I apologize for typos - but I kind of put language that maybe would - we could put out to be seen as the intent of what we're trying to get in a minimal bylaws sentence. And then, of course, the time is now to get that across to the legal teams and their enclave to see what they can do.

Chuck Gomes: I'm being quiet is because I'm concentrating on what you wrote. Okay?

Cheryl Langdon-Orr: Well, don't concentrate too hard. It's what I'm writing, which is never good.

Chuck Gomes: Xavier, can you speak now? Speaking but you cannot - that's correct. We cannot hear you. I'm not sure. Have you called in or are you trying to use Adobe staff?

Cheryl Langdon-Orr: Can't we just call him in?

Woman: Yes, we'll go ahead. It looks like his audio isn't connected from our end. So we'll reach out to Xavier and see if we can call him.

Chuck Gomes: Thanks. Cheryl, this is Chuck again, and I like what - the direction you're going there. I'm looking at the start of the last sentence. It...

Cheryl Langdon-Orr: It's the last sentence that I think needs to...

Chuck Gomes: ...be sure that funds are allocated for - whether we put a specific number of years or so, other...

Cheryl Langdon-Orr: Exactly, Chuck. I mean, some of the language that Grace is already putting in modified 1A, for example, could be cherry-pick. But we've got to remember we are not skilled to write bylaws. What we need to do is give our legal teams, plural, our clear intent for what should go in.

Chuck Gomes: So maybe -- this is Chuck speaking while we're waiting for Xavier to get connected -- maybe what we ought to - I really need to today and I'm sorry for the short time frame. I really need to communicate with Becky what this design team is suggesting, even before we get full CWG approval, just because they're working on bylaws drafting right now, okay.

We still need to go back to the full CWG. It's not our call as a design team to make the decision. We can only recommend to the full working group. But because the bylaws have to be done next week for public comment - now because there is public comment, they can still be changed. So we shouldn't think like it's in concrete.

Maybe what we need to do is communicate the financial objectives that we've agreed to in the form they're in now, just because we have to get it done right away before we fix it further, and suggest that the bylaws drafting team try to help us in drafting a sentence that would ensure the stability and financial - and operational excellent that is the objective for PTI and the IANA services as a whole.

Am I making any sense?

Cheryl Langdon-Orr: You're getting random agreement in the chat, Chuck.

Chuck Gomes: I'm looking at that. Yes. Okay.

Cheryl Langdon-Orr: I'll give you a verbal: Hell, yes.

Chuck Gomes: Thank you, Cheryl, and I see the green checkmark, too. So is there anybody that thinks we're going in the wrong direction or would modify it in any way? Please speak up. Any objection to what we're doing?

Grace, go ahead.

Grace Abuhamad: Hi, Chuck. It's not really a comment on whether or not to include the text in the bylaws, but I just wanted to for procedural purposes, we need to make sure that this also goes to the full CWG. We normally. I know that you intend to share it with them eventually. But I think normally under other circumstances, we would share with them and get their approval. The design team doesn't necessarily have that remit to go and act on their own.

So I think the very least we maybe need to send a note to CWG indicating that due to time constraints, this is what the DTO group is suggesting, and they

would like to communicate this to the bylaws drafting team today in order to meet some of the deadlines that have been put in place.

And then also, since the CWG contacts for the bylaws drafting are Jonathan, Lees, Greg, and Martin, they're a client committee, I think they would also need to be kind of the ones communicating that message formally to the bylaws team, just for procedural purposes, making sure we have all the ducks in the row.

Chuck Gomes: Completely agree, although I'm not sure we have time to wait for them to respond, because if they don't respond today - my understanding is that the team in L.A. is actually working on the CWG bylaws issues today. That doesn't mean they can't do something Thursday or Friday on this. But I'd at least like to get them an indication with the qualification that we haven't received approval yet from the client committee or from the broader CWG, but we have communicated with them.

Grace Abuhamad: Right. I think some sort of qualification like that may be sufficient. I know that in terms of the drafting, Sharon Flanagan, who is the CWG's main counsel, she's only going to be in Los Angeles today. So that's why they're focusing on the CWG...

Chuck Gomes: That's another reason why we need to at least get in their hands today with the qualifications that you said. So I'm fully on board what you said, Grace. And I'll ask you to help us to do those communications to the client committee, to the CWG, and then we need to do a - I'm - I can communicate with Becky, and I told her I would but with appropriate qualifications.

So what we need to do right after this call is get those communications out. And I'd be happy to work with you in terms of getting those done in the next - within an hour or shorter after we end this call.

Grace Abuhamad: Great. Thank you. Xavier's hand is back up. I don't know if you can it on your end.

Chuck Gomes: It's not showing up on my end, but if you can speak, Xavier, I welcome you.

Xavier Calvez: Thank you, Chuck. Can you hear me?

Chuck Gomes: Good.

Woman: Ah, the voice of...

Xavier Calvez: Sorry, guys. I don't know why while on Adobe I could not speak, though I actually had my (unintelligible). Anyway, thank you, Grace, for the useful reminder. Agreeing with what you just said as well. I do agree, also, with Cheryl on who should be writing the bylaws.

But I also think that the financial sustainability of the IANA functions, if you think about it from the policy standpoint and a long-term standpoint, it does deserve that this objective is always attempted to be achieved by ICANN and the PTI. And so I'm not sure we should refer to the PTI, but I definitely think that we should have something in the bylaws that requires the organization that operates the IANA functions to ensure the financial sustainability of these IANA functions and ongoing ability to perform those functions on a daily basis.

I'm not sure it should refer to the PTI simply because that becomes an implementation topic, but the concept of ensuring that the IANA services are adequately funded so that they are being operated on the a daily basis sustainability wouldn't make sense to include - and probably in the bylaws. And I think that if we offer that requirement to the team address the bylaws, they will tell us whether they think it makes sense that it's in the bylaws or it should be addressed differently. But I definitely think that the intent makes sense.

To Olivier, yes, there is going to be an agreement between the PTI and ICANN that defines and organizes the relationship between the PTI and ICANN, though this is obviously more operationally oriented type of document that defines the type of relationship relative to those functions, the support, the funding.

Let me stop there and see if there are any reactions.

Chuck Gomes: Thank you, Xavier. This is Chuck. And I welcome reactions from others. I think your contributions are very helpful. I think we all seem to be in agreement. We need a simple statement. Me, personally, I don't think we need to refer to PTI. I'm okay with referring to the IANA services, and that would inherently include PTI if and how PTI is constructed.

So I'm in agreement with you. And I see Cheryl said the same thing. Anybody else have a thought on that?

So it sounds like an immediate action we have. I'm going to say "we" if everybody is okay with that. I'll work with Grace to make sure we get the communications out on this. And we'll use our -- at least the state it's in right now -- our financial objective thing to set the stage for it.

And, again, with all the qualifications that we have, we don't have no authority to do anything, other than make recommendations. And that's perfectly understood and accepted.

We still have -- and I at least want to initiate the discussion on this on this call. We're going to have to continue it on the list and future meetings. But we need to start making more progress in terms of how we multiyear continuity of IANA services funding can be ensured. Paul, in his suggestion, mentioned the idea of a bank account. The idea of escrow has been brought up before. We've talked about reserve services, our use of the reserve fund in some way.

But I think we, as a design team, need to come up with - start narrowing down our options and evaluating those options. And I welcome any suggestions people have in that regard in terms of how we can narrow that down with some recommendations, not necessarily on this call but in the next couple of weeks coming up with some things that will help with regard to implementation.

Any thoughts on that? Alan, please.

Alan Greenberg: If we're looking at the worst case scenario of ICANN not being able to function, whether it's been put into bankruptcy or some other disaster, then unless I'm missing something, the only options are either have given the money already to PTI so PTI can secrete it in its back pocket and have it available or put the money in escrow so that PTI can claim it when it needs it. I don't see any other alternative.

If you're assuming that in the worst case - again, with bankruptcy you cannot take action at or around the time of bankruptcy to hid the money and make

sure it's allocated and available to PTI, you have to have done it before. So it's really a matter of giving it to PTI or putting it somewhere where PTI can claim it. I don't think there is any other alternative that I'm aware of.

Chuck Gomes: Thank you, Alan. This is Chuck. I'm going to pick on Xavier as the ICANN CFO. Xavier, does that make sense that one of those two options maybe the only way to go? Or have you thought of other options that would satisfy that need? And I'm not disagreeing with Alan. Alan may be right. If you can, and you may not be able to -- I can respect that -- if you can comment on that, I would appreciate that because you have financial expertise way beyond the rest of us.

So, Xavier, is it possible for you comment on that, even if it's to say, I can't comment?

Xavier Calvez: Yes, thank you, Chuck. I had already unmuted myself a while back to try to answer that point. I think Alan's point is predicated upon the fact that manning the PTI is also immune from the bankruptcy of ICANN, if that's the case that we're considering, which I'm not sure that would necessarily be the case with the PTI being an affiliate.

So I think there is probably -- and I'm not sufficiently an expert of U.S. law in relationship to bankruptcies to be able to determine whether that's the case or not. And even whether - if ICANN is a corporation would be bankrupt, how does affect one way or the other the PTI being an affiliate?

So I think this is a clarification that we need to have. I know that we referred to an analysis, or at least a set of answers that had been provided by the lawyers on that topic in the past. I don't know how specific and comprehensive that analysis was. And if it's possible to retrieve, then I'm

happy to have a look at it and see if it does address the very point that we're talking about now.

Even if you would have money in the PTI, but the PTI would not be immune from the ICANN bankruptcy, then it's not use to have money in the PTI, if you see what I'm saying. So I think that we need to clarify that point first.

Second, the part that I wanted to think through with you guys is let's remember that PTI is an affiliate of ICANN and gets its funding from ICANN. So the separation or the independence from ICANN is actually possibly counterproductive to its financial sustainability. A reserve fund for the PTI is only giving it more notice. It's not achieving financial sustainability.

ICANN provides financial sustainability by having a budget of revenue that is 20 times the amount of spend on the IANA expenses, which anyone would consider is a huge guarantee, not in the legal sense of the term but in the operational sense of the term.

In my view, the first path is to see how we leverage ICANN's sustainable revenue model in favor of the funding of the IANA operations and IANA functions. How do we leverage the existing reserve fund that ICANN has as an element of financial sustainability? And how do we ensure that the PTI is guaranteed that access in the long term? I think those are the objectives that we can formulate that would achieve the objectives that a financial sustainability for the PTI.

Independence from ICANN, if we strictly applied that vocabulary, is actually shielding PTI from its main source of funding. So we have to be really careful with what we call independence. I think we want to shield the PTI from

negative or adverse event that affect ICANN, but we don't want to shield the PTI from ICANN's funding because that's where it's coming from.

Chuck Gomes: Thanks, Xavier. And that's one of the reasons - this is Chuck. That's one of the reasons why we're avoiding the word independence like we talked about last in our last call like that. So let's let a couple of other jump in and we'll continue this conversation for a little bit more.

Alan?

Alan Greenberg: Thank you very much. I agree with the last part of Xavier said, which is why I had said that we really want to target our descriptions at the unusual case, not the study state case. The study state case is we're not independent of ICANN, certainly for financial funding.

Now in terms of whether an affiliate, a separate not-for-profit somehow linked to ICANN would be isolated from an ICANN bankruptcy, at the time when we discussed this -- and we went into it in some detail -- the opinion of the lawyers -- and I'm not quoting verbatim but it's pretty close -- was that there is no guarantee. Bankruptcy courts at the time would have to make a decision but they believe that probably it would isolate it and be allowed to continue.

Words in the bylaws of ICANN implying that this was a long-term intent -- I'm now adding my opinion, not what the lawyers said because we didn't discuss this -- would probably strengthen that position.

Nothing we're talking about here guarantees the long-term, ongoing viability of IANA in the case of an ICANN being erased off the map. Clearly, at that point some other funding would have to be found. But what we're trying to do

is here provide a cushion so IANA can keep on functioning while that process is going on.

Thank you.

Chuck Gomes: Thanks, Alan. Chuck, again. Paul, you're up.

Paul Kane: I'd just like to agree with Xavier in that nothing is guaranteed. And I would also like to agree with Alan. Indeed, that is the advice we had. The reason for having the bylaws trying to identify and ring-fence funding for the study state ICANN - sorry, IANA services operator is just to make clear the intent but also it does give a degree of protection from receiver/administrator activity.

Just to sort of go back in history, and history is never a good indicator or what happens in the future, but when we were developing the e-IANA System, the automated interface for updating the root server systems for registry operators, ICANN was not willing - ICANN board at the time was not willing to allocate the resources necessary to create the IANA. So the community had a whip around, asked registries for contributions. A significant sum of money was raised. And the e-IANA System came into being.

So I'm having PTI as - we've been using the word independent. What we're trying to get away from is effectively an embodiment within ICANN. As I say, I'm not familiar with California corporate law. But I think we're all going in a positive direction. The main thing is - I hate to mention it, but the bank account idea is a cast iron approach, controlled by the directors of PTI, three which are ICANN staff from recollection, two of which are external parties.

In the event of a court in the U.S. basically stopping expenditure by ICANN, the PTI operator could deem itself to be separate from. If you think Congress

has passed this law that is restricting NTIA, they could restrict ICANN from spending money on certain things, but PTI has a duty to the global registry community, both IP addresses and naming addresses as well as the protocol registry.

And so I would argue that it would be independent and should not be impacted by such an order. But I think we're all on the same page. It's just closing the circle.

Thanks.

Chuck Gomes: Thanks, Paul. This is Chuck. I also am convinced we're on the same page. We just need to be able to word it in a way that others can understand what we're trying to accomplish.

Olivier, you're turn.

Olivier Crepin-LeBlond: Thanks, Chuck. It's Olivier speaking. And I've heard Paul mention the points that we was making. He's made those in the past. I've made those in the past as well. What is the reticence for doing such a thing? Are there negative sides to doing what Paul suggests? Can one see any risks by doing something like this? I just wonder.

Thanks.

Chuck Gomes: Thanks, Olivier. I don't know if anybody wants to respond to that.

Xavier Calvez: Can I try?

Chuck Gomes: Yes.

Xavier Calvez: This is Xavier. Thank you. Before even Olivier's question, I was going to comment on Paul's statement simply because I think, again, getting into the how it is leading to focusing on the technicalities of the potential solution, I'm not clear why we think that a separate bank account guarantees anything, because you can put money in, you can take money out. And the board can do that, instigate or requires the management team to do that.

So I'm not completely clear how that does anything, the bank account. It's just a separate bucket that it doesn't necessarily have attached to it. The bank account on its own does not have attached to it, the governance that defines how the money can be either brought or taken out. So I actually don't see yet how that on its own achieves the purpose.

But I do definitely believe that the bylaw umbrella statement and the contractual requirements that the contract between IANA and PTI for the IANA functions would actually create the obligation from a governance standpoint. And whether you have a separate bank account then or not doesn't matter at all. It's irrelevant in my view.

You can have one bank account for a hundred companies or a hundred bank accounts for one company. That doesn't change anything to the operational protection of the expenses of those companies or that one company. It's the governance, the bylaws, the contractual arrangements that create obligations. But a bank account does not create an obligation on its own.

Maybe I'm simply ignoring or not having in mind elements attached to this bank account that would actually achieve the purpose. But I think if we at least can specify the elements of the objective, then I think we can try to define what are the requirements to put in place in order to achieve the objective of which maybe a bank account helps. But on its own, I actually

don't see how it would help at all. I think it's actually completely neutral for now to the topic.

Again, happy to receive information that I don't have maybe in my thinking right now. Let me stop there. Thank you.

Chuck Gomes: Thanks, Xavier. This is Chuck. I have a follow up question for you. Would your reasoning apply in the same sense with regard to an escrow account?

Xavier Calvez: I think an escrow account would be defined - well, let me rephrase. The catch to an escrow account would be requirements in defined beneficiaries and requirements on how the funds are - why the funds are being escrowed and how the funds can be retrieved and what kind of event can trigger that retrieval. So I think there is certainly a different type of rules attached to an escrow account.

Chuck Gomes: Thank you. Now I'm watching the chat going on. This is Chuck. I guess to play devil's advocate here just to make sure we cover all our bases, does the fact that the PTI board controls funds give us the guarantee that we want? Obviously, somebody has to control the funds. I guess the nice thing about an escrow account seems, like Xavier just said, is if the conditions are spelled out in the agreement.

What I'm hearing a little bit in Xavier's latest response and not being a financial expert or a legal person is that maybe there are some pluses to an escrow approach to doing this.

I don't think we have to - we're going to have to in the next few weeks come up with a specific recommendation or alternative recommendations for this multiyear continuity of funding. But we're not going to resolve that today.

Are there things we could do in the meantime to get the expertise we need to make this decision? Paul, I think we're all in agreement that the escrow terms would have to be clear and specific; that's absolutely a fact.

Xavier Calvez: Chuck, if I may just make an additional comment. I think that the idea of an escrow account is more the result of thinking that an escrow account has a restricted access by a specified person and has a restricted beneficiary, which is defined in the escrow. So I think that it's less about being in escrow because there may be other issues associated with an escrow.

For example, in the case of a bankruptcy, can you still access an escrow or is it frozen? So my point is to try to show that by trying to define the solution, we may actually create more problems without knowing. So I think that we should look at those aspects of bankruptcy, the aspect of trying to ensure that there is access to funds for IANA/PTI in the event of an ICANN bankruptcy or an unwillingness by ICANN's board to fund the short-term activities of ICANN, which is the case that Paul was raising and that, though we don't see the realism of it now, we never know the future. So that's the case we need to be able to address.

I think that if we try to address those risks, a solution may prevent itself that may be other than an escrow or that may be an escrow. But I think we need to be careful to evaluate adequately all the elements of any solution that we raise simply because we may, again, create more problems versus resolving of those that we're trying to resolve.

I think that in that vein, I think there may be other elements that help provide that shielding and that sustainability that may not require specifically an

escrow. I need to evaluate a bit further how the designation of net assets within a non-profit corporation helps also segregating out funds.

I know I'm probably talking a bit gibberish to everyone right now. But there is a defined notion of designated net assets. Net assets is the equivalent for a non-profit of equity in a private organization. So if we can designate net asset for a given purpose, these assets cannot be used for any other purposes.

That achieves two things. It defines what these assets are used for, and it also says that they cannot be used for anything else. So I think that sounds a little bit like an escrow account, if you see what I'm saying. But it's simply a designation that is defined by the board, and that can be defined by the board of ICANN. And if you put that in the fundamental bylaws, then the board of ICANN cannot change that designation without community agreement and input.

So that means that it's safeguarded from the board's sole action, if you see what I'm saying. So I'm just laying that out as an example of another potential solution to look at, to determine whether it achieves the objectives.

Thank you.

Chuck Gomes: Thank you, Xavier. Alan, go ahead.

Alan Greenberg: Thank you. I guess I'm changing my opinion slightly and I'm swayed by a lot of what Xavier just said. I don't think we want to be specific. I think we want to identify the target; that is, we want to maximize the changes that should there be some untoward event in ICANN, whether it's bankruptcy or some other level of failure or inability to provide funding to PTI, IANA, that PTI, IANA can keep on functioning.

Now whether it's an escrow account, whether it's simply giving them the money, whether it's segregating the money, whether it's a trust - a trust is often used to make money available that is not accessible by either party anymore necessarily but will be doled out under certain conditions. I don't think we need to specify that. But we do want to specify what the target is.

Thank you.

Chuck Gomes: Thank you, Alan. That makes sense in terms of what we've been talking about.

Now we're going to have to wrap this up fairly quickly. And there are a couple of things we have to do. I need - Paul, your hand is up. If you could be fairly brief so we can agree on next steps and next meetings before we reach the end of our meeting, which is 7 or 8 minutes away.

Paul, go ahead.

Paul Kane: So I'll be very brief. I think the goal is to make sure that the board of PTI has sole control over the resources necessary to deliver IANA services for multiple years, a high level of stability of service. How it comes about is neither one thing nor the other. I am not a fan of escrow accounts, formal escrow accounts. Notional ones are good, but they don't offer that much protection because the parent body can always seize the assets in the event of a crisis, unless it's in the bylaws.

So anyway, I'm advocating that the board of PTI has control over the funding that is assigned to it in cash by ICANN as the funding body. Thanks. I'll be brief.

Thanks.

Chuck Gomes: Thanks, Paul. I've come to the conclusion that we're not the right people to deal with the details. So I think we're going to have to -- and we'll talk about this in our next meeting and we can talk about it on the list -- we're probably going to have to recommend that a special little task force, or whatever term we want to use, be formed to work on the details to ensure the objective that I think we all are in agreement of. We can talk about that more in our next call and on the list of possible.

One of my problems is I've been holding out that maybe we could make some specific recommendations. I don't think we have the combined expertise that we need and that a special little task force probably needs to be formed to deal with the details in terms of how to make this happen.

I am pleased and I think we've come to agreement that we need something in the bylaws and Xavier and others have reinforced that, that makes this clear and we'll have to have the help from the attorneys and the bylaws drafting team to deal with that.

The next two items in the agenda weren't things that we're going to be able to cover today anyway. Hopefully, we'll get feedback next week for Elise in terms of how she or her team would like to be involved in terms of developing a process for developing and approving the IANA services budget.

And then we agreed last week that the caretaker will work together with the CCWG people on those two separate caretaker budgets so that we're kind of in sync on that. And Xavier has started that discussion with the people that have been on the CCWG and some of us as well. We'll continue that,

The one thing we do need to do in our - right now before we close is decide in terms of our meetings. It seems to me that probably we're going to need a couple of meetings a week for a while. We had a meeting last Thursday at a time that I listed there in item #6. And we have the time today. Are either of those good times to use going forward? Or do we need to do a complete new doodle poll for two meetings a week? Or do some of you think we can get by without two meetings a week?

It's hard for me to believe that right now. But we can always cancel a meeting if we schedule it.

So, Olivier, your checkmark is for what? Doing a new doodle poll? Let me ask it this way: Are either of the times that we've used last week and this week on Thursday or Wednesday a bad time going forward for anybody? Can we pick one of those? They probably don't both work because they're too close together and we need a little time in between. Any comments on that?

Alan, thanks for your comment. Not a new doodle. We're probably going to need a doodle for a second time. Is there one of these times today or Thursday that works better for people?

Cheryl Langdon-Orr: Where I am is fine for me, Chuck, and 8 a.m. is fine for me. So that's great. Go earlier than 4 a.m. or you'll get me even grumpier than usual. But I would prefer not to be 11, 12, 1, 2 or 3, possibly happy to play at 4. I think we probably need beginning and end of week, though, not what we're doing today.

Chuck Gomes: So, Cheryl, if I understood is correctly, the 20:00 UTC is better for you.

Cheryl Langdon-Orr: No. I actually don't care between this time or the one you had last Friday. They are equally good for me. 4 a.m. is my normal start time of my day. So it works okay.

Chuck Gomes: What was the time last Friday?

Cheryl Langdon-Orr: 7 while we're on daylight saving. Then it'll go back to 6.

Chuck Gomes: 6. Okay. But what is it UTC?

Cheryl Langdon-Orr: 20:00 UTC last Friday.

Chuck Gomes: Okay. So 20:00 UTC. All right. Very good. Can we do that maybe - should we look at - let me let staff help on that. And maybe look at either Monday or Tuesday and Thursday or Friday. Is that - does that make sense?

Cheryl Langdon-Orr: That works fine for me, Chuck. Yes, I think we need to be spread either into the week like that.

Chuck Gomes: Okay. Alan, your issue was taken care of, I take it.

All right. Grace, go ahead.

Grace Abuhamad: So we have CWG calls on Thursday. So I would recommend maybe doing a Tuesday, Thursday and that way we could have a call before the CWG call and then a call after the CWG call, but not necessarily on - does that work?

Cheryl Langdon-Orr: That makes sense, Grace, because it's around the CWG calls that a lot of our staff feedback requirements are going to be wrapped.

Chuck Gomes: So, Grace, if you could maybe put something out with regard to that recommendation on the list. And then we'll see if we can get a quick reaction from people, if there are any big objections. And then go ahead and get a couple of calls set up for next week.

Grace Abuhamad: Okay. Great.

Chuck Gomes: Not do a doodle poll. Okay? Now Grace, do you want to stay on the call just a little bit for you and I to decide how we're going to...

Cheryl Langdon-Orr: She sent you an e-mail already, Chuck. She's already sent you an e-mail, Chuck. She doesn't have the screen open.

Chuck Gomes: Okay. Let me look at my e-mail.

Grace Abuhamad: Basically what I sent was I'm unavailable for the sort of the hour immediately after the call. But I can stay on for the next 15 minutes or so if you want to go through some things. But otherwise I set you an e-mail.

Chuck Gomes: I'm looking at the e-mail now.

Grace Abuhamad: I covered maybe what you wanted and that way could get things going for the next hour.

Chuck Gomes: So let's you and I, and, of course, if anybody else wants to stay on, too, you're welcome to. There is nothing secret that we're going to be doing. Yes. Let's you and I stay on a little bit and anybody else who wants to so that we make sure - because I'm going to have to communicate quickly to Becky and we're going to have to communicate quickly to the client committee and the CWG.

Okay. Anything else before we adjourn for everyone else?

Xavier Calvez: Chuck, this is Xavier. I'm fine with Wednesday and Thursday, and I'll try to come at the time that works for everyone. But I'm on vacation actually today until next Tuesday, this coming Tuesday. So just that information.

Chuck Gomes: Thanks. I appreciate that.

Xavier Calvez: Thank you.

Chuck Gomes: All right. Everybody that's jumping off, have a good rest of the way and rest of the week. We will certainly cc you on our communications that Grace and I are going to work on.

Grace Abuhamad: Bye, everyone.

Group: Bye.

END