

ICANN

**Moderator: Brenda Brewer
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Coordinator: Excuse me, your recordings have started. You may now proceed.

Jonathan Robinson: Okay it's Jonathan Robinson. Alan I'll all head up the call then. Welcome to the Cross Community Working Group CWC Stewardship Meeting Number 79 believe it or not. It's been a while since we've got together so there is an opportunity to do a little bit of catching up and make sure everyone is up to speed with the latest developments and where we are. So in order to do that I'll make a couple of opening remarks. First of all welcome to those of you who are able to join us. And I see a couple of familiar faces. People would have been with us for quite some time and also a couple of new people on the call so welcome all of you and let's see what we can do.

You'll see the agenda there in front of you. It was circulated previously. There are really a couple of key points we need to deal with. As I've been aware that we have the Implementation Oversight Task Force Meeting and hearing from the implementation staff on a recently regular basis. The group is - this group is receiving email updates but it's important that the group is in sync with anything that's going on and tracking the developments both in terms of the Implementation Oversight Task Force which as you may recall was put in

place in order to have more rapid interaction with implementation staff than bringing this whole group together would permit. And then also there has - there is the existence of the client committee which is really there again as some of you may recall to formalize and direct the instructions of the legal advisors to the group. But it should not act autonomously and so it's the Client Committee did meet with Sidley to bring them up to speed last week. And I'm conscious that we need to make sure that the group is plugged into that as well so the whole efforts of any work from the IOTF group and the Client Committee Group are synchronized with the CWG.

I think those were the main points I wanted to make as sort of introductory remarks. We've also had obviously as you will have seen a lot of email traffic primarily in relation to the root zone. Not quite sure what the RZERC stands for but the oversight or committee to deal with changes to the root zone. And so we'll need to come and look at that and provide you with an update on the work to implement the CSC charter. And finally there on to Item 5 to look at the project costs a little bit of an update on that. So let's go straight on with the implementation update unless anyone has any questions or issues they'd like to raise now. And thank you Yuko, Root Zone Evolution Review Committee. Any questions or comments at this stage before we proceed to Item 2 to deal with implementation update? All right with that I'll hand over to Trang who has been running this project, the implementation work to give you an update and we can take any questions or issues as they arise. Over to you Trang.

Trang Nguyen: Thank you Jonathan. Can you hear me okay?

Jonathan Robinson: Yes thank you. I hear you fine.

Trang Nguyen: Terrific, thank you. Hello everyone. So I will go through a quick update of the various implementation activity you've heard since the last CWG meeting. Thank you Yuko. The first item is the parallel testing. So we are now a little over one month into the 90 day parallel testing period and everything is progressing smoothly. As things continue to progress smoothly we expect that the 90 day period will close successfully on July 5. So that's the end of the 90 day testing period is July 5. I think we started on the 6th of April so it closes on July 5. And we see the 6 there as the carryover.

But hopefully things will continue to progress smoothly. They have so far, so nothing new to report there which is a good thing. With regards to the root zone maintainer agreement we are continuing to have conversations and discussions with VeriSign to finalize that document. We are now hoping that this document will be finalized very soon. I do know that it's going to be the 15th of this month but certainly by the end of this month I think we are very hopeful that it can be completed by then.

With regards to the names SLEs as you know, this is a quiet period for that project as we are collecting data and then also working on building the dashboard to ultimately display the service level targets as well as our performance against those targets. We as you would recall we've deployed some code changes to be able to collect that data earlier this year. And everything is looking fine so far in terms of our ability to collect the required SLEs that have been defined by the CWG. So the what I can report there is things are progress - things smoothly and we are able to collect the data that we've set out to collect. And, you know, so this is - and we will continue to do so through this quiet period.

The agreement that we have with the SLE design team in Marrakesh was that the data collection period would close early July and between early to mid-

July we would then come back to the design team with our proposed service level targets based on the data that we have been able to collect. So things are still progressing smoothly towards that target date. Next slide please.

PTI, there are I would say two main track of work that's going on for PTI. One track is the formation of PTI and then the other track is the ICANN PTI contact. With regards to the formation of PTI we have shared with the IOTF as well as with Sidley a summary of the terms of the PTI formation documents which includes the PTI bylaws, PTI Articles of Incorporation and PTI Conflict of Interest policy. We received feedback on from Sidley on those summaries of terms and we are looking through them and then incorporating them into the draft document that we already have. And we expect that we should be able to share a draft of the proposed documents with the IOTF and with Sidley for review by Friday of this week.

The other track of work as it relates to the ICANN PTI contract there's also been some movement there. We have drafted a summary of all of the section headers for the naming functions contract. And we also expect that we should be able to share that with the IOTF and Sidley also this Friday. In terms of how the contract between PTI and ICANN will be structured we envision that there would be four separate documents. The first document would be a naming function contract between ICANN and PTI that will set out the terms for the performance of the naming function. So that would be the first document.

The second document would be an intercompany services agreement between ICANN and PTI. And that document will set out sort of all the terms relating to the deployment of staff as well as all of the financial arrangements between ICANN and PTI. The third document would be a protocol parameters subcontracting agreement. And that document would essentially allow

ICANN to subcontract the protocol parameters function to PTI. And then the fourth document would be a number function subcontracting agreement. And again very similar to the protocol parameters that agreement would allow ICANN to subcontract a performance with the member in services to PTI.

So those are the four types of documents, contract documents that would exist between ICANN and PTI. And the document that I had talked about earlier is the naming function contract. That's the one that we have a draft of the section headers of the document that will be shared to the IOTF and Sidley this Friday. Next slide please.

RZERC or Root Zone Evolution Review Committee, this is the committee that Jonathan had referenced earlier. And I know Alan is going to give an update on that so I won't go into too much detail on that. And we've shared the charter, draft charter document with the group and I think Alan will talk to that a bit more later in the agenda. The next item is the Customer Standing Committee or CSC. Again we have done a lot of work in this area since the last CWG meeting. And I know Donna is going to be providing an update on all of the work that we've done so I won't spend too much time there.

Escalation process refers to the customer service the IANA customer service escalation process see. We had a couple of areas where we required clarification and we brought those points to the IOTF. And Chuck and the design team that worked on these processes were able to provide us with clarification needed. So now we have all of the information that we need and the next step would be for the IANA Team to move forward with updating the necessary process documentation to reflect those changes that the CWG had proposed. So we're well on track there. Next slide please.

As it relates to the ICANN bylaws all of you know that we are currently in the middle of a 30 day public comment period on the ICANN draft bylaws. So that comment period is expected to close on the 21st of this month. And as you can see there it is expected that there will be a very short turnaround to summarize and analyze the comments and then update the bylaws if necessary so that the ICANN board would adopt them on the 27th of May. I think that is the end of the update that I have for you today so Jonathan I will pause and take any questions or comments.

Jonathan Robinson: Thank you very much Trang. So let me call for any questions, comments or input. Greg your hand is up, go ahead.

Greg Shatan: Thank you, let me gallop in here. Greg Shatan for the record. On the very last or one of the very last things you mentioned the updating of the ICANN bylaws what is the plan and process between the 21st when the comment period closes and the 27th or whenever they kind of - the next of the steps of having it go to the board I guess it is comes up? How is that being handled?

Trang Nguyen: Thank you for the question Greg. And I know that others, I think Matthew had also raised such a question via the bylaws coordination mail list. And (Schwinn) had responded that (Theresa) will be sending out an email a little later today with the details on what would occur between May 21 and May 27. Essentially as you know there will be a summary and analysis of the comment that has been submitted. ICANN staff is certainly expected to do the bulk of that and then in coordination with Sidley would review the comments and update if necessary. Also within - also coordinating with the Bylaws Coordination Group as well. I think at a high level I think that's what we could expect but again more details to be shared later, you know, via (Teresa).

Jonathan Robinson: Thanks Trang. I'd assume you'll back come in with another hand Greg if there's a follow-up point to that. In the meantime we'll go to Olivier.

Olivier Crepin-Leblond: Thanks very much Jonathan, Olivier Crepin-Leblond speaking. When following up on this issue of the public comment period I gather some kind of a summary will be made for the board to be able to look at it. Will this group or will our group able to have access to this and are we expected to be solicited as well on any feedback obviously because there are comments that will be made here and I guess many of us have been following this for a very long time.

Jonathan Robinson: Olivier when you say refer to our group you mean specifically the CWG stewardship?

Olivier Crepin-Leblond: Correct, yes. I mean the CWG the stewardship has been putting this whole proposal, the initial together. The bylaws have been drafted by Sidley and others. And so the question is if there are any significant changes that will be made will our working group be solicited to comment on this or is it just a thing of it's completely out of our hands now and it's really between the board and the community?

Jonathan Robinson: Trang do you have any comment or point on that?

Trang Nguyen: Olivier I'm not certain I understand your question fully. Are you...

Olivier Crepin-Leblond: So Olivier speaking. Will this working group CWG, CWG IANA be asked its input once the board has got all the public comments in? What I'm saying is that if the board receives public comments that makes some - that ask for significant changes to the bylaws as they are currently on our table will they come back to us or is it all completely in the board's hands and

effectively we're just passengers now seeing these, you know, things move forward without any more further input required from the CWG IANA?

Trang Nguyen: So Olivier I - my expectation is that at minimum the if there are comments that come in that would require changes or updating of the draft ICANN bylaws that that would be coordinated with Sidley and also with the Bylaws Coordination Group that's be in - that has been in place since Marrakesh and has worked on the drafting of the document itself. And I know Jonathan and (Lisa) and others from the CWG are represented in that Bylaws Coordination Group and would expected to act as liaison back to the CWG. So I would assume from that perspective there would be coordination, you know, with the CWG if there are any updates necessary to the draft bylaws.

Olivier Crepin-Leblond: Okay thanks.

Jonathan Robinson: Thanks Trang and I guess I'll make one additional comment there that it's really that the primary objective of this group has been to ensure that the bylaws work that follows from primarily driven by the Accountability Group is consistent with the requirements of this group. I mean so I think we have a secondary requirement if you but that's the key thought from my perspective. Go ahead Paul. Paul Kane, come in.

Paul Kane: So thank you very much. Not related to the bylaws specifically you mentioned Trang that the staff of PTI would be effectively on secondment from ICANN. I remember that ICANN were going to prepare for us justifying why secondment rather than direct deployment was favored. I haven't had sight of that paper please but I also support the concept of secondment. I see there's some significant merit in secondment but I think as a matter of process it would be sensible for the CWG members to have sight of the rationale behind secondment and also the money flows so if the money is to go to PTI and PTI

effectively is paying staff albeit the staff on secondment and paying other operational costs rather than coming out of ICANN's budget. But I can't recall seeing the paper that ICANN staff promised to deliver to the CWG but it may be I've slipped up. I don't know. Thanks.

Trang Nguyen: Thank you Paul. Yes we have been working on that paper. It has not yet been shared. We do have a draft of it. There's is one item that we are needing the ICANN HR's Team help with in clarifying so they're working on that. And as soon as we have the answer we can go ahead and finalize the document and then share with the IOT. You know, but it's very close to being done and in fact I'm hoping that we can also release at the same time that we released the PTI formulations document as well as the section headers for the naming functions contract.

Paul Kane: So thank you for the clarification Trang. So just to be clear, the concept of whether staff are (seconded) or directly employed although I personally favor secondment hasn't actually been ratified by the CWG yet because we haven't had the paper?

Trang Nguyen: That's right Paul. I - what had happened is I can recount the steps here a little bit, is we had made the suggestion to the IOTF and had gotten broad support from the IOTF but the request was that ICANN staff share a paper on the details of how to do that with the IOTF first. And then I would assume that once all of the details are shared with the IOTF it would then float to the CWG.

Jonathan Robinson: Thanks Paul. That's a good catch well remembered and thanks for your answer Trang. I suppose I would just pick up one small detail there and others may quibble on this one. But really the purpose of the CWG in its current incarnation and the IOTF to the extent that it seeks to do the same thing is to

ensure that the work by Trang and the team at ICANN on implementation is consistent with the letter and spirit of the proposal. And I think the subtle difference there is we are not required to formally ratify each detail. But what we are required to do is make sure that nothing that is implemented is not - is inconsistent with our work. So it's subtle but I think that it's nevertheless the outcome is the same. We would like to see that paper. We have previously agreed to see that so it's...

Woman: Yes.

((Crosstalk))

Jonathan Robinson: ...a good point and well-remembered.

((Crosstalk))

Jonathan Robinson: Thanks Chuck for your checkmark recognizing that point. I believe and Olivier your hand is up so come back in Olivier.

Olivier Crepin-Leblond: Thank you Jonathan Olivier Crepin-Leblond speaking. And you very eloquently said what I meant. I apologize for my lack of ability to explain those things. But should we notify the board or I guess we as the new that we would indeed wish to see the final result before it be released or so as to make sure that it is still in line?

Jonathan Robinson: Olivier the final results of what the bylaws were or some other piece of implementation work?

Olivier Crepin-Leblond: For - no the bylaws work, the implementation, the whole process if you wish. Since we've got this consultation period if the board introduces any

amendments based on the input that was received the consultation I just want to be sure that whatever the work our working group has taken place and the spirit of what we've done is going to remain in line with what's going to be in the bylaws at the end of the day. If it's possible to completely change the bylaws through a public commenting period which goes against the spirit of this working group then obviously we need to flag this.

Jonathan Robinson: Yes surely I agree we should remain vigilant and be prepared to flag that if that be the case make no mistake. Chuck?

Chuck Gomes: Thanks Jonathan, appreciate it. And can you hear me okay?

Jonathan Robinson: Yes Chuck.

Chuck Gomes: Good. So I've heard a couple people say that we - that the CWG needs to see this proposal in terms of the relationship between the PTI staff and ICANN. But I think it's more than that. In Marrakesh there were some strong concerns expressed publicly about what's being proposed there. Now personally I'm relatively optimistic that it will all come out okay and the CWG will support that. But until we see it we don't really know. And that brings me to my second and related point is that we need to see that relatively soon so that in the interaction and decision-making that needs to happen before we get even to the end of the public comment period can happen because there's only a week after that when the board is going to take action. I don't think it's just enough that the CWG see this. We're going to have to review it and respond and there needs to be time after we do that to deal with any concerns. Thanks.

Jonathan Robinson: Thanks Chuck. So it's clear that there's a feeling that we need to be on top of this and have the opportunity to ensure that it is consistent with what was intended. And like you I was buried in Marrakesh and I'm less so now. But

perhaps that's because I, you know, have had the benefit of regular updates by the IOTF. So this is part of the purpose of this call is to ensure that we synchronize that. Greg?

Greg Shatan: Thanks, Greg Shatan again. Just briefly I agree with Chuck. And while I think the secondment point particularly probably should work as long as it's business as usual the issue is how the secondment deals with the issue of separate ability and potential separation which are more or less the same thing and, you know, whether what sort of endgame is planned for that because the concern is if PPI is unable to be self-sufficient because its employees are not its employees and will not be available to it in the event of separation then the concept of separability has been crippled. I understand the concerns that led to secondment so the question I guess becomes what is the endgame when things change from business as usual to separation time that will preserve PTI as a going concern post separation? Thanks.

Jonathan Robinson: Yes Greg that's an interesting question, others may want to speak to them. And it could take us down quite a significant route, potentially a distraction. I think certainly this was explored in earlier conversations. And one of the points that was raised was that in the event that PTI was performing so badly and that the requirement for, the associate requirement for some form of separation was required it wasn't a given that the same staff would therefore be transferred with the function if and when it we're to move. So I guess it depends on your perspective of separation. I understand here you refer to the prospect of the same subsidiary entity being perhaps moved under some other - becoming a subsidiary or associated entity to another. But it's not the only way in which separation could occur. So whilst I recognize the point I question whether that's absolutely linked.

Greg Shatan: If I could just come back on that.

Jonathan Robinson: Sure.

Greg Shatan: I recognize there are multiple potential separation scenarios depending upon where the problem lies. Clearly if PTI itself is the problem and it's underperforming the likelihood would be the communities would fire PTI as it were and put something else in its place either operated by ICANN or operated by a third party. But one and another scenario could have the problem, you know, being at the ICANN level or it could just be that, you know, people want a change for whatever other reason. But one of the key scenarios is the one where PTI is valued but is itself to be better performing completely independently of ICANN. And that's kind of the reason why PTI exists as a separate entity at all.

So I think that it's not a distraction but rather it's a core requirement that PTI can be spun off as a going concern. And I don't think that means that secondment doesn't work. I think that means that secondment has to be resolved in a way that is appropriate at the time of separation or prior to that, you know, such as, you know, a conversion of those employees to employees of PTI, you know, subject to not treating them like chattel but frankly, you know, spin outs and spinoffs and divestitures occur all the time and, you know, by and large the employees go with the company. So, you know, this is not unusual. This is something that can be solved but it can't wait to be solved. Thank you.

Jonathan Robinson: Thanks Greg. I'll go straight to Avri then.

Avri Doria: Thank you this is Avri speaking. I guess I have a slightly different view on it in that the primary scenario is do these people who quite likely identify as not chattel want to go if we don't secondment them now and if we tell them,

"Sorry we're spitting your jobs out to a separate company and we don't know the answer to that and so but we have heard that there are issues there?" So I think that that is the primary one we have to look at. Whenever there is change in the company the people have the option of staying or not staying. And the company has the ability of incentivizing them to stay or not stay.

So I don't see it as an issue they can be resolved at this point. I think that the spinning out of PTI if that was ever occur is something that would take a full level set of negotiation of all sorts including with the people in terms of whether they wanted to move or to stay. And that's exactly the issue we have to deal with today. So I actually don't see how we can move the problems to the future when what we're really doing is solving it for today. Thanks.

Jonathan Robinson: Thanks Avri. Alan is next in line, Alan Greenberg.

Alan Greenberg: Thank you very much. Avri covered pretty much what I was going to say. We were using the term chattel before, slavery also comes to mind. We can't control what people are going to do sometime in the future. We don't even know if it will be the same people. There's no way we can make commitments that if we transfer them to PTI now then we'll be able to do something with them at some time in the future when we don't even know what that something is.

Today's transition is far more onerous in my mind and there are so many kinds of separation and just, you know, it is not at all clear what separation will mean if and when we ever have to do it because it can be done in a whole bunch of different ways for a bunch of different reasons. And there's no way we can commit to people that will be in place then regardless of whether they're PTI employees or (seconded). So I think today's problems are the ones we have to address. There's no way we can address tomorrow's problems

when we don't even know what the scenario is we're trying to address at this point so I think we really have no choice. Thank you.

Jonathan Robinson: Thanks. It feels to me like this is a useful discussion but really there are two parts to it. One is making sure we understand the motivation and perspective on the secondment which I'm quite sure not all of us do at least in its entirety. That information is outstanding so we need to get that and get that to the group as soon as possible. I think the second is what are the terms and conditions of those secondments and how do they impact on the way in which this group devise the PTI and all that the functions and performances that we expected to be able to undertake from the most basic day to day purposes right through till the eventual separation?

So I suggest to you that we wait and get the motivation document and keep a close eye on the implementation of that, the proposed implementation of that secondment with these topics in mind. And otherwise we're talking a little theoretically. So that seems like this is a useful preparatory discussion but absent those documents we'll have limits as to what we can do. So Greg I see your hand is up but I think that's your previous old hand so all right for you to withdraw that or speak up.

Greg Shatan: It's actually a new hand. I just want to say that at a minimum it should be clear now that ICANN would not interfere with the (secondees) becoming employees of an independent PPI. Any more details obviously can be worked out at that time but that's my concern is avoiding, you know, avoiding a, you know, avoiding some future where the desire of the community is for PTI to become separated and to remain as the IANA provider and the fact that it's employees are employees not of itself but of ICANN and are being loaned out, you know, couldn't be used to make that a very distasteful or even impossible result. So I think that's all that really needs to be solved now is to make sure

that there's a path to employment for the (secondees) and that that path won't be interfered with at the time comes. Obviously, you know, choices can be made by people. That's the point of saying they're not chattel but at the same time if the idea is to keep the band together and put it on the road they shouldn't all of a sudden find out that they're being recalled. Thank you.

Jonathan Robinson: That's a good point. And so I think that's something to look out for. And it's a question of sort of push and pull because it's a question of what - is there anything being done to actually restrict or prohibit that happening that makes it difficult and is there anything that's being done to within PTI that makes it difficult or impossible to facilitate that? So I think you're right. We can keep an eye out for that. And I'll stick to my previous proposal then that we look at both the motivation and the proposed implementation and review that with these points in mind.

So let's move on to Item 3. Sharon from Sidley has kindly joined us to this point in spite of the fact it was relatively short notice. And I'm going to move us on then because this is in and around the legal document and legal issues. And really they form into three categories, first of all the PTI formation documents for which we have received heads have turned. And Sidley has commented on those. And if you have the opportunity to go through that you'll see there are numerous points in which Sidley seeks or suggests that the CWG consider key areas within that. So there's actually quite some work to be done in that.

Second is the ICANN PTI contract for which we have no foundation document at this stage. So there is little we can do but to flag that that's in the pipeline. And the third will be the IANA IPR and we can cover that absent Sidley. So for the moment at least for the purposes of this call for the moment it's really the PTI formation documents. And I wonder if Sharon if there were

sort of remarks you'd like to make on your comments to those heads of terms? As I say I've been through it and picked out there are a number of points where the CWG needs to make some decisions and we almost - we don't - we could work through that now but maybe there are some high level points you'd like to make. And I don't want to unfairly put you on the spot because I know you didn't have much preparation time for this. But if there is anything you'd like to please feel free to come in. Otherwise and in any event if we could pull that document up into the Adobe room that may be helpful. Go ahead Sharon.

Sharon Flanagan: Thanks Jonathan. Unfortunately I don't have any prepared remarks. I've been on calls all morning actually working on a spinoff which sounded quite relevant to what you were just talking about. But I don't, so I don't have any prepared remarks. I think the table speaks for itself. What we tried to do there is we went through the heads of what did you call it Jonathan? We call it term sheet but I can't remember the UK term but the term sheet...

Jonathan Robinson: Heads of agreement or heads of terms.

Sharon Flanagan: Heads of agreement, thank you. So we went through what ICANN legal had put together. We referenced what the CWG proposal said on it if anything. And sometimes, you know, there's detail that goes beyond what the proposal would have covered. And then we had comments where we noted if there was a legal requirement we needed to conform to or we noted if we thought there was a divergence from the terms being proposed as it gets to final proposal. So and hopefully this is the helpful roadmap for ICANN legal as they're drafting to cover some of the things that might not - they might not have contemplated in their original term sheet. So I think otherwise as I said I think it's self-explanatory and happy to go to chat on another call if you want to walk through it in more detail.

Jonathan Robinson: Thanks Sharon. And apologies again for putting you on the spot. But I think that I - my sense is that the group may not have digested this properly. We got quite pulled off on the whole issue of the Root Zone Committee. And so it seems to me like what we need to do is go through this and provide some structured points and questions for the next meeting as we get - that we provide the answers to and ideally start to do that online given that the timeframes on the mailing list because I don't - I'm not - unless anyone has any particular comments on key areas of this I mean for me there were certainly a number of different points that were raised about, you know, it's really - about the ability to appoint or not the directors' key expectations of them various - there's a bunch in that right-hand column which is the Sidley comments. So I could just take you to an example Page 13 Element 8 which is the director terms. And it says CWG to advise if any preference on the length of terms and term limits.

So, you know, and there's a California law requirement in that instance that the terms of four years or less. Now in my view it might be - my personal view on that example might be that they should be three years and be constrained to no more than three consecutive terms. What Sidley also did through this work was highlight as I understand it -- Sharon correct me if I'm wrong -- but I think you in bringing up the ICANN bylaws you essentially highlighted a parallel term in the ICANN bylaws as a point of reference and/or to the extent that that pertained to that particular point.

And so that's also very useful to our reference because you think well the way ICANN treats its board for example is like this. And there were questions for example around the term limits, around whether or not there would be remuneration and so on. And I think we need to just systematically go through the and essentially provide the answers. The most productive way to do that

may be to simply prepare a series of answers and then work those through with the group rather than have them as open questions. Sharon go ahead.

Sharon Flanagan: There's one other point that I wanted to make because it may not be immediately apparent as you're reviewing the document. And that is that there are certain places where we've noted that ICANN as a member would have the right to do X, Y and Z. You know, you might make a choice whether it's ICANN the member or the board of PTI. And you may think, "Well we're not sure we're comfortable if it's just giving - all that power's given to ICANN as the member. But just the thing to keep in mind it's very important that ICANN is constrained within the ICANN bylaws as to what it can do to change the PTI governing documents, to change the PTI contract. And those constraints are supported by the empowered community.

So in some places where you'll see we recommend or we think it is appropriate for ICANN as a member to have the power that is so that when it goes back up to ICANN the community has the ultimate power. So it's a little bit turned on its head and I just wanted to kind of put that reminder out there.

Jonathan Robinson: Thanks Sharon, that's a helpful clarification. Greg?

Greg Shatan: Thanks. Greg Shatan for the record. Well one point that I see that stuck out at me as I reviewed the heads of terms that I didn't see commented on by Sidley is on Page 18 of the Chart Role 15 where the officers in addition to the standard complement of officers for a US nonprofit president secretary treasurer has a chair parenthetical director selected by ICANN, not selected by the board of PTI.

And if this person seems to be listed as an officer of the company and I'm not sure if the term director means a managing director or if this means that this

person is on the board of directors and if this person is the chair of - chairman of the board of the PTI board. And it seems not entirely a foregone conclusion that the chair of the board will be appointed by ICANN although since it has the controlling number of seats it probably ends up with the right to appoint the chair unless we put in the super majority that would require at least one non-ICANN vote to appoint a chair.

But the root issue point is that the - this chair officer is an unusual officer to see, not one I've seen over though I don't spend my time in corporate formation as much as Sharon, (Holly) and those colleagues do but I see my fair share. And I just don't know what the heck this means and how this is supposed to be and why this exists and why it is appointed by ICANN, et cetera. Thanks.

Jonathan Robinson: Okay. Well let's take that as a direct question if Sharon is able to and prepare to try and respond to that and then we'll go into the next point. Go ahead.

Sharon Flanagan: Thanks. Greg I think that's a good point and as always the case with term sheets it's, you know, it's hard to know because things are so abbreviated. But the way we had read that was that ICANN would be selecting the chair to chair the board meetings as among the PTI directors. But it's a good question and I think it does bear clarifying what the intention is why it's put in the officer category and then also just confirming that CWG comfortable that ICANN would be selecting the chair of the board. I think it would - it has the power to do that indirectly by having the seats, you know, to do it by a majority action too on the board but I think it's still something that's a good point we should clarify.

Jonathan Robinson: Yes. So that is a good question. Just a brief follow-up on that. When I read it was - it seemed to me that there was nothing to preclude one of the independent directors chairing the board should ICANN appoint that director to that position. Is that correct?

Sharon Flanagan: That's how I would read it as well Jonathan. But they're making the selection among the five directors. They can decide among the five who should be the chair or the lead director.

Jonathan Robinson: Okay thanks Sharon. All right over to you next Paul, Paul Kane.

Paul Kane: So thank you very much Sharon for joining the call particularly at late notice. I listened to the recent recording of the contract and the ability of the contract or the inability of the contract to be changed (unintelligible) by ICANN without the consent - or the PTI board without the consent effectively of the community. One of the issues that's pretty important to the country code top level domain registry community is the very limited remit that PTI has with respect to ccTLD registries. And I appreciate it can be captured within the contract but there are many cultures outside of the Western culture that look to the formation and founding documents of a corporation to ascertain what that corporation can do particularly where the relationship is parent child. There is a perception. I understand that the contract cannot be easily changed. But there is a perception that the parent child relationship can be changed relatively easily.

And there is current ongoing litigation in the US where certain country codes are being - are under dispute not necessarily for re-delegation but it's more associated with the property issue. So I would very much welcome understanding not necessarily on this call but certainly having a better understanding of why it is not prudent to capture and Annex C 7 and 8 of the

CWG proposals what's contained within there in both the contract and the bylaws to accommodate both the Western mindset and others because this is a very important issue for ccTLDs in terms of ensuring stability of operation for ICANN and just to highlight in the gTLD world ICANN is the authority.

In the ccTLD world it is a local matter, local sovereignty matter and effectively the IANA is advised as to the entries that they should make in the IANA database unless there's been an explicit agreement that authority is handed over to ICANN to fulfill that role. So I think it's very important to use both in the contract but also in the founding documents of PTI. Thanks.

Jonathan Robinson: Sharon did you want to respond to that at all now or is there something - I know we may need to have a specific session within the client committee where we dive into this in a little more detail and make sure that it's clearly understood what Paul's concerns are if they're not sufficiently understood now and how we might respond to those?

Sharon Flanagan: Thanks Jonathan. I agree it may be a separate call. I think the comment I had made on the client committee call on this point is that I think it can go in either place. And I don't have any, you know, firm view as to whether it needs to be one of the other. I think it's appropriate in either document. And if there's a view of CWG that there's greater comfort if it's in the bylaws I think that's okay.

I think we all recognize it has to be documented in one of those two places and it has to be clear when you go up the chain to the ICANN bylaws that those things cannot be unilaterally changed. And notwithstanding the parent child, you know, situation the parent has, you know, a grandparent or whatever if you will but you see that as power too. And so it is not - there is not total authority by ICANN to make changes even though there is the

subsidiary like arrangement. So again I think it can go in either place and I'm happy to discuss further where people feel it's most appropriate.

Jonathan Robinson: Yes and so I think from a - that's my understanding from the Client Committee Call that at sort of - at a fundamental level it was equally strong in both places but it's clear that (Paul) having listened to that has concerns remaining. So my suggestion is that we don't dive into it into much detail now. We note this as an action that further direct discussion needs to take place on this item within a specific portion of the client committee call to see whether either the point is accepted that it needs to be in both or in one particular place and - or whether Paul is satisfied that the previous answer was then sufficient but that we had the conversation not to keep the group out of it but just it's a pretty detailed and fine point that may need some more work.

So Alan I'll come to you in a moment. I just want to make sure we've got any other actions so far while I'll just give Marika an opportunity to capture this point. If - I'll go back to number one in a moment. Alan why don't you come in now because I suspect it was a follow-on point of this and then we may be able to wrap things up in this area. Go ahead.

Alan Greenberg: Thank you. Yes it is follow-on comment to Paul's comment. We have the luxury right now we're creating PTI but we have talked about separation interminably in this group. And sometime in the future it might not be to PTI. We may delegate the IANA function to Jonathan Robinson Incorporated or the Internet Society or US Steel. In all of those cases we're not going to have the luxury of having the formative documents for that entity being at our command and we will have to lock everything into the contract. So I really don't see any difference now. Thank you.

Jonathan Robinson: Okay thanks Alan. I was just putting a note Paul if you could just make sure you can make clear what the annexes were that you're referring to on the previous point also. There you go, Annex C 7 and 8. All right going before we close on this item and the document that you've got in front of you I am not convinced that we as a group will do a full - do the job quickly and thoroughly enough on this document in front of you. My temptation is to delegate it either to one or two volunteers who are prepared to work through it and provide what needs to be - what we really need is the - this column which is the CWG response. And somebody needs to draft that CWG response. Now we either ask for staffs help to do this or seek some volunteers or ask the IOTF to handle it. One way or another I think just throwing it open to the whole group is unlikely to make the progress we need. So any thoughts on or feedback on the practicality of that? Should we ask the Implementation Group to do it which is - leads to the drafting team or are they overworked already or is there anyone who's prepared to make a go at populating that fifth column with this - with the draft CWG responses?

Well absent any volunteers I'm going to certainly suggest that we leave it to - open to the CWG of course to provide comments on any of those. I'm going to ask staff to try to capture those comments and really I'd encourage the group to be sort of solution orientated if you'd like to try to answer the question being asked of the CWG. And I think we will try and progress this within the IOTF as well, the Implementation Oversight Group which is the co-chairs and the drafting and the design team leads.

So we'll try and make some progress but if anyone has any contributions and in particularly if you can highlight where you think CWG answers to those questions are. And I'm going to ask staff to hold the pen on populating a fifth column which is CWG response. Thanks Avri for your support and Matthew. I'm trying to get this moving in the IOTF. So it's just a smaller task oriented

group and we really do need to - there's a sense of time is of the essence here now so thank you (Cheryl) for your checkmark there as well.

All right so I asked Sharon to be. So she was able to give us this half hour which is perfect. We seem to have had you Sharon on for the right time in the right place so thank you very much. And with that we'll probably move the group on to the next item. Well we can deal with the IANA IPR but we don't necessarily need you to be on the line for that. So Greg why don't you just as briefly as you can manage bring us up to speed with where we are on the IANA IPR? And really the outcome of this is I'm doing this for the sake of good order. What we want to do, what the objective here is to pass this IPR document through the client committee on to Sidley for review. And that's the desired outcome of this conversation. And as you'll know with the Client Committee we - the Client Committee doesn't act autonomously. It needs the authority of the CWG to give it that to empower it to make those instructions. But I think before doing that, before seeking that empowerment it's worthwhile Greg just giving you a few minutes update as to where we are and why we need that. So go ahead Greg.

Greg Shatan: Absolutely. Thank you Jonathan. Greg Shatan again for the record. Following Helsinki and not too long after that we established a fairly stable draft of principal terms for the IANA IPR documents and underlying concept as well. This was established in a coordination group that included representatives from the names and protocols - sorry following Marrakesh, not Helsinki. I'm already projecting into the future and Marrakesh and Helsinki are so similar it was confused. So we had it as I say a multi-community group representing the relevant sectors. We, you know, worked together very well and came up with this essentially stable draft. This draft has already been sent by the Numbers and Protocol teams to their respective council for attorney review and comment. We had initially contemplated that it might be a useful process to

wait until their council reverted and then to have our counsel review the marked up draft or marked up drafts from those groups.

Life being what it is those have not yet reverted and rather than wait any longer it seemed prudent to have our draft reviewed by Sidley, our council and likely Josh Hofheimer who has been working with us quite some time to review and comment and give us theirs and then we'll have a - we may have three markups which we'll need to harmonize and reconcile but that's fine too.

So the point here is to have the draft, certify the draft to be shipped off to Sidley along with a couple of follow-on comments as you may have seen that came in the IPR Coordination List and get the comments back so that we keep things moving. Maybe Sidley will come after the other two revert, maybe before, maybe all the same time. The point is just to get the blood flowing on our side and, you know, tech has a, Sidley has a decent chance to - a decent interval to review this while we're in this current situation. Thanks.

Jonathan Robinson: Perfect, thanks Greg. So as I said at the - in the preamble the objective here is to -- and Greg has further developed that is to hand this over to Sidley for review. And we want the Plan Committee to be empowered to do that. Are there any questions, comments on this process or the substance of it and where we intend to go for now? Thanks for your checkmark (Cheryl). Any other comments or points or concerns or questions?

Oh you see Marika anticipated this in the notes which is very helpful, thank you. Our action is to empower the Client Committee to request Sidley to go ahead and review these. Absent any objection we'll take that as an acceptance by the CWG to go ahead and do that. I'm just wondering if there's anything else we need from you in terms of the client committee at the prior point. Clearly when - just sorry rolling back slightly, when the ICANN PTI contract

heads of the terms come out from ICANN we will want Sidley to take a look at those. So I think formally we should empower the Client Committee to hand those across and seek Sidley's input on those as well. So we might as well ask you for that in addition now so that if you have any concerns with that please let us know. And for the sake of good order we should also empower the Client Committee to instruct Sidley to review those heads of terms on the IANA contract as soon as they come out. Thank you Marika and (Cheryl) and for (porting) the notes there.

So moving us on then to the next item which is Item 4 and this is the CSC Charter and the Root Zone Evolution Committee. Let's deal with the CSC first. And if Donna is here I won't steal her thunder at all and just let her take this on right away. So Donna if you are able if you could just set the scene very briefly and establish for the group where we are just so that it forms a relevant update that will be helpful.

Donna Austin: Thanks Jonathan. So honestly I don't understand the context of this but the CSC charter was actually developed as part of the transition proposal so it was signed off as part of that process. You know, we did as a result of the work that Sidley did when I reviewed the transition proposal there was some clarifying asked and we responded to those. Similarly we did those with the bylaws as well and Trang and Yuko's prepared a document that actually captures all of that clarification so we do have a clarifying document I suppose that now sits with the charter. But from my perspective I don't think there's anything outstanding on the CSC charter...we move forward with the one that was in the IANA transition proposal. That's the one that the CSC will work to in the first 12 months of operation. And there will be, you know, 12 months after there've been in operation there is provision to review the charter. I think that's kicked off by the Registry Stakeholder Group and

ccNSO. So Jonathan I don't know if you wanted anything more than that but happy to answer any questions.

Jonathan Robinson: I think that's it Donna but given that all the discussions went around on the root zone charter it wasn't clear to everyone that just from memory that the CSC charter was indeed defined in the document. So I think that's the first important point to have established and second of all of how that - how we're going on about with the implementation which you covered. So really the opportunity is to just to make sure that the group is updated and has the opportunity to ask any questions or make any comments which given the way you've describe it there may not be just to pause for a moment to see if anyone has any questions or comments in this regard.

Okay seeing none -- thanks Donna -- it does mean the group is at least appraised of where we are at and where this is going. So now on to the root zone point which is where you got a draft charter prepared by the implementation staff that was circulating and it sparked off a slew of discussion in and around this topic. It seemed to me that we more or less worked through that through the discussion on the list. But I don't want to presume or preempt that outcome. So are there any comments or points people would like to make on the draft charter as you've seen and the key changes that need to be made? I acknowledge here that the document you see in front of you is the draft pre and or the comments. So it hasn't - it doesn't - it hasn't absorbed the changes. And so I think if key changes are required we need to get a redline edit on the back of those comments and make sure they're sorted out. Alan go ahead with your point first.

Alan Greenberg: Thank you very much. To answer your question specifically I'm not sure what words in the charter are the offensive ones so I'll be quite candid on that. But let me go back a little bit on the history of it. The DTF was charged with the

understanding that the NTIA would no longer have an approval process associated with what IANA does. And that related primarily to the architecture of the root zone which is obviously something critical to us and also operational changes.

Currently the NTIA gets involved in pretty much anything that IANA does that is not routine business. So it ranges from the contents of a report they generate or a new report they want to generate if there were to be any significant system changes including automation type changes, the NTIA has gotten heavily involved in that. And so we were charged with saying the NTIA is not there, who if anyone approves or vets the things that IANA is going to do? This is not measuring it after the fact but essentially prior authorization to do things. The conclusion DTF came to was small regular day to day things, we hire professional staff, they should be able to make reasonable decisions. Major things which could have significant operational impact on the Internet should be reviewed. And we came up with this concept of a committee with, you know, wise people who could then consult other people and the board essentially rubberstamping their recommendations to approve any given change.

The tacit thing in my mind notwithstanding the fact that the CWG was looking at names is we were looking at the NTIA authorization function for IANA, perhaps an incorrect one. It was never really spoken but that was sort of the understanding in my mind. There is once the charter was published and I can't really - I've gone through the emails and I'm not quite sure what triggered it but the focus was on is the - this what we're now calling the RZERC going to pass judgment on operational changes associated with the other communities? And we're largely talking about software changes or system changes that may be caused by because of the need to upgrade systems or may be caused by some new function that they have to perform that caught

- that requires some large amount of development. In my mind I don't really care how it's done. We have several choices. We can either say that the RZERC is only there formally for names related things and if there are operational changes associated with the other communities they - the other communities may choose to simply say, "We trust IANA. If it breaks we'll get them afterwards." Or they may choose to put some level of function of prior authorization in place.

In one of the emails it was said that the other two proposals included such a prior authorization function. I personally can't find it but maybe it's there. If the other communities are happy with either having either in the belief that they do have some related function to prior authorize such changes or they don't care whether they're authorized or not and presuming the NTIA doesn't care either then we don't have a problem.

So I have no real problem saying that what RZERC does is only names community related, is names function related. I don't actually see any words in a cursory review of the charter which implies anything else so I'm not sure what has to be changed. I'm certainly happy to have someone else point out the offensive words. In fact because we call it the RZERC root zone it is really focused on the root zone. In my mind it was going to do something else but maybe that's moot. So the real question is are the other operational communities happy with us not getting involved based on the comments on the list? It would sound so? Is the NTIA happy? I have no clue. And so I'm happy to say the RZERC and the function is purely names related and who IANA goes to if anyone for systems type changes associated with the other communities I guess is up to IANA.

Jonathan Robinson: Thanks Alan. I certainly picked up a couple of key points in those threads one of which (Denise) has also touched on in the chat was this point of

authority, where the authority lay. And if you look at the purpose, the very first line it says review and provide input. It doesn't say old authority. And so it seems to me that that point is at least as far as I can see largely mute. It is - it's clear where the authority lies but it's also clear that this is a group specifically designed to provide expert, technical expert and technical input and review of any key changes proposed or indeed to propose changes should they be relevant. So that was the one point I was certainly aware of was the one of the authority.

The second was the involvement or not of other communities. Now it seems to make sense to me that at least there is an invitation to those outside of the names community to participate here but again the as you say in the charter itself the wording seems to me to be pretty clear that this is about the root zone and dealing with therefore names related functions notwithstanding your prior perceptions. So those seem to me to be the key things. It's scope, i.e., names and participation of the others of other communities.

And I guess it feels to me like we should communicate that. And then there's Avri's whereas she highlights in the chat that isn't the trust of the other communities in - within ICANN. And let's be clear that, you know, that the numbers and protocols communities contract directly with ICANN. The fact that ICANN chooses to fulfill the functions it is providing to those groups via PTI which is a key change I think since Marrakesh. It wasn't clear in Marrakesh that all functions, previous IANA functions would continue to be performed in PTI notwithstanding ICANN's contractual relationship with the other operating communities and PTI's direct fulfillment of the names function. So I am not sure that we haven't gone around in a full circle and come back to where we were and having explored the issues that we're in a satisfactory place. But Alan or others please come in if that's not the case.

Alan Greenberg: Yes thank you Jonathan. In terms of the authority the CWG reports makes it very clear. The authority is with the ICANN board. And the authority was vested with the ICANN board on our recommendation. This is a group that at one point we were considering it logically a subcommittee of the board. This is a group that advises the board on whether to rubber stamp. And I - largely it is - should be a rubber stamp unless the board thinks this committee has shirked it's responsibility.

There is a rationale and you sort of implied it in what you were saying. The other communities contract with ICANN. ICANN wants - if ICANN wants to be in a position where it has a high level of confidence that IANA is not going to do something which will get ICANN in trouble because essentially if IANA does something which messes things up it's ICANN is going to be one of the organizations that suffer because it is the contractor for the other communities.

So it is quite reasonable for ICANN on its own volition to say it wants the RZERC to look at any substantive changes that are made in the other communities as well. And if indeed we want that to happen the wording in the charter probably has to be slightly altered to make that really clear. But that's really a contractual issue between ICANN and IANA, not necessarily between the communities and ICANN.

Jonathan Robinson: Thanks Alan. And I think that's consistent with the point that Matthew Shears has made in the chat which is really that - and maybe the way to deal with it is twofold. I mean Matthew's made the point that in our understanding the contracts or MOUs are not yet finalized between the other operating communities and ICANN and so they may choose or wish to refer to this Root Zone Evolution Review Committee. It strikes me that there's a couple of points here.

Alan Greenberg: Jonathan may I come in for a moment because I didn't answer your second question?

Jonathan Robinson: Go ahead, sorry.

Alan Greenberg: Yes. There's absolutely no doubt in my mind that the RZERC has to invite and it specified people from the other communities because the other communities are implicitly tied in. You know, the root zone is architected by the IETF, you know, not our - not the technical part but the logical description of it. And clearly we need, you know, parameters, we need IETF people involved in this process. We want people from the root zone operators. There's no doubt in my mind that all of the other communities have to be there as part of the consultative group. That's moot even if we're only looking at names functions. So that I believe is quite clear. They could refuse to participate although I can't imagine that happening. Thank you.

Jonathan Robinson: All right well here's a practical way forward that I suggest. We've effectively had the release of this document to the group, substantial email discussion, now in effect a first reading in front of the group. It strikes me that we need to do two things. One we need to actually actively review and propose any changes to this document to give our direct feedback back to the implementation staff. And two it's probably will do no harm for us to communicate this charter the composition, the proposed composition of the group and the position to the other operating communities and make sure that they are aware that it's going on and just simply reiterate its existence and its function as defined by the charter and see if we get any other feedback or points.

But that strikes me that - as the way forward. Give this a final rework for any comments or input and we could even - we could communicate it as a draft.

But nevertheless give it a final review, give it, sorry a second reading and at the next CWG meeting and either before or after that communicate it through the other operating communities and make sure that that's - and I have no doubt people are aware this is going on. But just it may be useful that the chairs simply flag it and indicate that perceived limited scope but also the desire to have input and participation. And if then there's a choice to do something other than this that is the prerogative of those groups, those communities. But at least they know what's available here. How does that sound? Have I charted a sensible way forward? Alan is that a new hand?

Alan Greenberg: Yes that is a new hand. I think the issue that you raised and I picked up on is something that I don't think we want to ignore but I'm not quite sure who to talk to about it. In - the email thread was whether the operational communities need this or not. And the thing that came out here is today is rather - is ICANN as the contract who will be subcontracting the work for the other communities does ICANN need this function for the other - for the work to be done by other communities? And I don't know the answer to that and I'm not quite sure who to ask. I was hoping David Conrad was on this call and he may well be one the right one to involve in that and I'd be glad to do that if this group says so.

Jonathan Robinson: I think David may have just joined. I don't know...

Alan Greenberg: Oh.

Jonathan Robinson: ...if he heard that and if he would care to respond. David I would invite you to if you did hear what Alan was saying but you may not have picked up on all of it and you - of course you may not have had the benefit of all the prior discussion.

David Conrad: Can you hear me?

Alan Greenberg: Yes we can.

David Conrad: Apologies, I just got out of another meeting and just like five seconds ago was able to connect the Adobe so I would have to ask that the question be repeated.

Alan Greenberg: I can try to do that Jonathan if you'd like.

Jonathan Robinson: Please go ahead Alan.

Alan Greenberg: Yes David the discussion on the list was really do the other operational communities want this group to intervene on their behalf to verify, you know, system changes. And I'm look - I think the main issue is software changes that might be necessary in the future to support the other operational communities either re-doing software or adding some new capability that isn't there today.

And it dawns on me as we were speaking and something that Jonathan brought up that since ICANN is the contractor ICANN is - has agreements with the other communities and will subcontract with PTI does ICANN want to be able to vet operational changes associated with the other communities just to protect itself that if indeed we need to submit operational changes with the root zone to this committee for verification and approval by the board does ICANN want any operational changes for the other communities to be similarly vetted?

David Conrad: So I obviously can't speak for ICANN.

Alan Greenberg: No, well...

David Conrad: ...but yes just saying. So my understanding of, you know, the original discussions on the RZERC concept was that, you know, it was intended to be the place that would provide that advice to ICANN's board about, you know, significant architectural changes to the systems that are involved with the unique system of identifiers that the IANA functions operates with. So the - my guess would be that, you know, if there was a body that's made up of, you know, the community members who are impacted by the potential changes that the board would probably prefer to have, you know, the input before making the decision from those potentially impacted parties to make sure that everyone is happy. You know, I would also imagine that the board, you know, would review that input, the recommendations that are provided by that Advisory Committee not in the traditional sense of an AC but, you know, the people who are providing the recommendations and advice and make a decision based on, you know, the information they have at hand. So in that sense I would probably say that, you know, the board would probably like to have that capability, have that resource to provide the input on but, you know, is - would ICANN incorporate - I can't actually say.

Alan Greenberg: Yes. Because the alternative in my mind is that for things associated with the other communities -- software, systems -- stuff like that if they don't go to the RZERC then IANA is simply free to make the changes themselves and we trust them as professionals to do the right job.

David Conrad: True I guess in the sense that IANA wouldn't spontaneously decide to do these things on their own. But my guess is that, you know, the board would want to have sort of external vetting of the changes of the nature that would sort of be relevant to an RZERC or RZERC like body.

Alan Greenberg: Yes.

David Conrad: You know, an example for outside of the naming world would be, you know, if the IETF completes the standardization of the RPPI stuff IANA and the numbering community wishes to use IANA as directed by the IAB a number of years back as the trust anchor for the RPPI hierarchy. Deploying that would have, you know, would be a nontrivial exercise in many ways, you know, conceptually similar to deploying DNS SEC at the root. You'd probably want the same level of care and consideration that was done in the development of DN SEC in the deployment of within the IANA for the RPI hierarchal tree. You know, whether or not that actually happens is, you know, not relevant for this discussion.

Alan Greenberg: No.

David Conrad: But conceptually that's the model. You know, whether it's RZERC or it's something like RZERC and not specifically for a numbering related stuff under the direction of the numbering community, you know, either way I just think that whoever makes the decision which I gather will be ICANN's board about the PTI implementing that functionality I'm fairly certain, you know, if I was on the board I'd want sort of an external vetting myself.

Alan Greenberg: Of course if we say this is the formal function of the RZERC we probably should rename it something more general than root zone which is going to be rating - waving a red flag at those people who have been upset on the mailing list till now. I'm not sure I want to fight that battle.

Jonathan Robinson: Okay. But I mean...

David Conrad: Yes I mean...

((Crosstalk))

Jonathan Robinson: Sorry David go ahead.

David Conrad: No I was just going to say yes that's why I said, you know, if it's not RZERC, you know, at some future point if and when this becomes relevant which, you know, it's not - I'm not - it ever actually would become relevant but, you know, if it did then it should be possible to spin up a body that is similar to RZERC or the RZERC could be re-chartered to deal with other than the names as well.

Alan Greenberg: It sounds like that's an issue between ICANN and PTI in the contract for what it does and how it does it.

David Conrad: Potentially. I mean the - sort of the oddness I guess would be that, you know, the RZERC is defined within, you know, the proposal and I gather within the bylaws or something like that. But and the way it was structured at least within the proposal was that it does sort of suggest that it was intended for names even though, you know, reading the wording would suggest that it actually was supposed to also do stuff beyond names. Just its location within the proposal suggests it's with the name. So, you know, whether or not ICANN could spin up something, you know, the board could ask for input from another - from a third party. You know, of course it's possible you don't have to go through a structure like RZERC. You could go to each of the impacted parties directly and say, you know, do you recommend this? So it - whether or not RZERC does it I think is sort of unclear in my mind but I think the functionality that the RZERC is providing for the names would probably be applicable elsewhere.

Jonathan Robinson: So here's a suggestion for you both and others. I think there's a couple of points here. First of all I need to come back to the timing for the scripts feedback on the charter which is which is more urgent than I had recollected and so that's a separate point. As far as this is concerned I don't think we can resolve there are sufficiently strong feelings and divergent opinions around this issue of formal inclusion or not of the - I mean it's these other than names. It's clear that we as a group have the - had the authority and have the opportunity to ensure that the oversight of the implementation of the implementation is consistent with our proposal.

So here's what I suggest we do. We focus on making sure that the RZERC through the charter and through the bylaws is fit for purpose for oversight of naming related issues but moreover that it's sufficiently inclusive that should other communities voluntarily wish to participate in it it will naturally provide them with that forum to do so so we don't make it exclusive but we stick within our remits. And I think in so doing we might provide a natural but not presumptive solution. And that's what I would suggest to you we try and do. And I think we may be able to walk that line. And the first step of that is of course to communicate to revise the charter and then to communicate that that's - that's the way it is to be. Now when we were given this...

Alan Greenberg: Jonathan I don't (unintelligible) any revision for that. There those communities are already included.

Jonathan Robinson: I happen to agree with you Alan but I happen to agree with you.

Alan Greenberg: Okay, sorry.

Jonathan Robinson: Yes, so I'm not suggesting it needs any revision. I'm just making sure that the group has had the opportunity to provide any suggested modifications. So

we were asked originally to provide input I think by around the 12th of May and we sought to extend that to the 17th. And so we are in a sense already on the deadline. So I think what I'd like to do is impose on this group a deadline of the 17th for comments and changes to this proposed charter. I think we've discussed it pretty thoroughly. And so the two actions are for the group to provide input to any changes in wording or substance to the charter by no later than the 17th and second to authorize the chairs to communicate or remind the other communities, the other operating communities of the function purpose of this RZERC the fact that they are naturally invited to participate. And I think I'll just leave it at that. Any reservations or concerns with that approach?

Good. Well we'll proceed along those lines and hopefully we can walk the line between the different concerns that have been expressed. I going to move us on then two Item 5 which is the brief update on the project cost support team. Now this issue you may recall is this is about the fact that the IANA Stewardship Group, this group and the accountability group individually and collectively incurred through the course of their work both through the direct needs and indirect needs for travel, staff, legal and so on significant, significant costs. This was the cause of consternation at various levels in the community but ultimately at the board finance committee level. And the board finance committee initiated a series of initially informal and then more structured conversations with both the co-chairs of the two groups and the SO and AC leadership for want of a better expression.

And out of this was born in agreement really with the SO AC chairs and vice chairs there, so AC leadership to form this PCFT, the Project Cost Support Team whose primary job it seems to be is to both report on and assist with the controlling of costs.

We have seen (Lisa) and myself as co-chairs of this group a preliminary report from that group. It's not clear whether that's to be shared broadly or not so we will share that as soon as possible all that the right - the relevant draft of it. And second we discussed this with the co-chairs of the CCWG and we have some feedback on that. So together we are going to provide some feedback back to the authors of the PCST document and I guess indirectly to the board finance committee and seek to improve or develop the way in which this is working.

The primary concern and I think it's not going too far to say that the primary concern is that this process appears to expect a degree of control over costs on the part of the co-chairs without clear mechanics and processes for doing so. So the intent is understood and fully appreciated. The mechanics of how to achieve it are less clear. And so that's really is a sort of work in progress. But (Lisa) and I in our preparation for this call felt we should update you with that. Any comments or questions on this point? Alan go ahead.

Alan Greenberg: Yes thank you. When this whole idea came up I think those of us and I think it was largely the chairs of the ACs and SOs in conjunction with the co-chairs that were being consulted by the Board Finance Committee people who hosted a number of calls. And certainly I and a number of other people made it exceedingly clear that saying the co-chairs had to control the costs without any mechanisms to do it was something that was just not going to fly. And this is very much a culture change in ICANN and how these kind of groups are run.

There was an acknowledgment from (Shureen) and from a number of other people including Steve Crocker that yes this is a very large departure from where we are before. Co-chairs of these kinds of groups or chairs normally cannot simply make ad hoc decisions and tell the working group what to do.

And they acknowledge that that would have to change but we seem to have forgotten that as we've gone along with the implementation of this team.

And I think we have - I think it's our responsibility to wake senior people up in ICANN, essentially the board and point out that fine that they've now implemented the mechanics but how are we going to make it work? And that has not been addressed certainly not in any venue I've been in. And I think it can't be ignored because otherwise it puts an unfair, the co-chairs of the groups in a rather unfair position where their communities have not agreed to what they're now supposed to be doing. So I...

Jonathan Robinson: Yes I...

Alan Greenberg: ...I think we've got to bounce it back to them.

Jonathan Robinson: I think that's exactly the concern. And I think that will almost certainly be reflected in a letter from the co-chairs back to or in communication back to the co-chairs, to the authors of this report. So yes Alan I agree with you. I mean essentially this is - this challenge between marrying a historic role as a facilitator chair to a more of a kind a management role. And that's the mechanics of how to do that are not yet clear. I mean we've got some ideas, all of us I'm sure but yes. So I don't think we want to go into a lot of detail now but your concern is my and probably our concern. And so that will need more work to do it but that's what I wanted to give the group and update on or (Lisa) and I we wanted to give the group an update on that.

So I don't think I have any closing remarks particularly. I mean you've seen the scope of the agenda. This - it was very important I we felt to link up the work of the IOTF, the client committee and this group and make sure that they weren't sort of diverging and there wasn't too much autonomy going on in

separate groups that weren't necessarily empowered to have that. And so it feels like this has been useful from a communication point of view so hopefully those of you that have participated have felt that and those that listen to the audio and/or transcript will feel the same.

So I think with that we can - I'll just pause to see if there are any other remarks, questions or comments and thanks for your support on that objective and achieving that objective Olivier. If there are any other thoughts, comments or questions I'll pause to hear those. If not we'll be bringing the meeting to a close. Okay great well thank you everyone. Thanks for participating. We'll be in touch about the next meeting. And please keep a close eye on the mailing list and for working and developing the various documents. Remember there's a tight deadline for this other charter. It's just a few days from now. Thanks again and we'll be working with one another again soon I'm sure.

Woman: Thanks Jonathan. Thanks everyone. Bye.

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