

ICANN

Moderator: Maryam Bakoshi
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11:00 am CT

Maryam Bakoshi Good morning, good afternoon, good evening. This is the NPOC charter review. On 15th of May, 2017. On the call today we have Olevie Kouami, Joan Kerr, Poncelet Ileleji, Raoul Plommer. From staff we have Benedetta Rossi, Ken Bour, and myself, Maryam Bakoshi. I would like to remind all participants to please state your name before speaking for transcription purposes.

The aim of this meeting is to review the doc - the NPOC Charter review document that was produced by Ken. The latest version 3.0. This came about from the comments Sam and a few of the excom members in (impeded) into the last charter. So we're going to be discussing 3.0. We'll try to resolve any comments and hopefully move along with the review. Over to you Ken.

Ken Bour: Hello this is Ken. Is someone chairing the meeting?

Maryam Bakoshi Hi Ken. It can be Joan but we are hoping that you'll go through the charter with us and hopefully resolve the comments that were in there together with the excom.

Ken Bour: In the space of one hour there's - I don't see how we could go through all of the provisions and all of the comments and resolve them. I - maybe you could reconstitute for me what the general purpose of this session is? Are all the members of the NPOC who are on the call - have they had a chance to read this charter and are there particular issues that we have to deal with in any sort of order or priority?

Maryam Bakoshi Joan, I'll hand over to you, thank you.

Joan Kerr: All right Maryam. If I - sure thing. Hi Ken, thank you for your question. So one of the issues that we had with the charter, yes members have gone through the charter and we're still reviewing it. But one of the outstanding issues that one of our members -- Sam Lanfranco who's not on the call -- he had taken the charter and created a separate document -- because he doesn't use Google Docs -- so we had to go through those comments and agree to them and then work on the charter.

So that's - we were going to go through and see what we agree or disagree with those. His initial review, we'll have to probably do this again. But that was what - instead of one document we ended up with two and now they're fused together. So if you could go through it maybe not as intensely as we should but go through what we can agree with and disagree and then we can work on it again.

I think that's what happens, that was the background. And if you could just sort of walk us through it so that we can get this done. Thanks.

Ken Bour: Okay. This is Ken again. All right, well, we'll - do my best. So we'll start at the top in section 1.1. Which is really just the reference to the ICANN bylaws. Let me just see here. Yes, I'm not familiar with Google - I'm looking

at Google Docs here. Maybe I should work with my PDF. This is not - goodness.

Okay. I see a note - yes the notes are in a weird place. Okay, she's putting up the PDF. But we're not going to have enough real estate here to - unless we get rid of the notes or something. Let me go back here. Well I remember the word - in 1.1 one question that I ended up making in the margin comments is I think somebody changed the word users to organizations. It may have been Sam, I'm not 100% sure.

And I raised a question as to whether the NPOC represents only organizations or also users in the general sense in which we usually mean it. So an organization would also be a user in a generic sense. Anyway, I've made that comment so it's up to you guys to decide whether the NPOC only represents organizations or it represents users in the general sense including organizations.

So I don't know if we're supposed to pause here and then you guys have discussion. Honestly I do not think that's going to work. And I didn't so - maybe I can just point out the issues and then we can just keep moving on. I'm really not 100% sure how you want to do this.

Martin Silva: Hello, can you hear me? Hello? Hello? This Martin can you hear me?

Joan Kerr: Go ahead Martin.

Martin Silva: Can you hear me?

Joan Kerr: We can hear you. Martin, please go ahead.

Martin Silva: Oh. Yes. I have just a quick note to Ken. If you used the generic sense of users in that way everybody in ICANN would be users. Companies, states, they all use internet. It's definitely organizations, if not we're going to have a semantic problem with the non-commercial users constituency. They (inside) the non-commercials they call the group I think there is definitely a decision that users are not organizations.

So I think we have to use that definition regardless of what we may prefer. Just to be very, very clear in the (tie) that you need to be - not that you need to be definitely we represent (organizations') concerns. So therefore you need to get organizations to have these sort of concerns. At least that's how it was originally defined.

I do believe that any new member should be accepted as such. But the definition we have to make it very clear that organizations are not users. It would be a conflict I think both politically and also with the charter of the NCUC.

Joan Kerr: I agree as well Ken. That that is our focus. So that's all. I think everyone is agreeing to that it is what we've always done. So yes, I think the word users is a - way too broad. It doesn't define us. I mean we're in a situation where we need to define ourselves. So.

Ken Bour: This is Ken again...

((Crosstalk))

Ken Bour: ...okay, so all right. So that's one change Sam made to the document that I did not follow. And I made in the margin comment to that effect.

Joan Kerr: Yes.

Ken Bour: And I've heard some feedback that says you want to maintain a scope that only includes organizations and not users in the generic sense.

Joan Kerr: Yes.

Ken Bour: So we'll press on from there. In the mission I made the changes I believe that he had recommended there, shown in the track changes in the document. I took off the quotation marks around operational concerns. I added -- in 1.2.3 I added -- the processes and policy positions that was recommended. This whole issue of affiliates.

So, you know, I made a recommendation in this version that we avoid the use of the term members. Because that has a - that's already been claimed by the stakeholder group. And so NPOC is a member of the - and each individual organization of the NPOC is a member first of the NCSG. And only then -- according to the NCSG charter -- do people then join or affiliate with a constituency, in this case the NPOC.

So that's the term - so I asked earlier what term do you prefer? Affiliates or associates or some other synonym? And the word affiliates was given back to me, so that's what I chose. I don't think there was any - there might have been a comment Sam made about well, you know, but I think he said he wasn't going to object to it. So that comment has - is still in there. I don't think there's anything else.

Well, in the principles area - I'm working actually right now on another charter. This - in some of the very same things. And I actually streamlined

what would turn out to be 1.3.3. I think there was a concern that do we need to hammer on the expected standards of behavior?

There are some elements here like C and D -- maybe even E to that extent -- that are redundant with the expected standards of behavior. They're sort of pulled out and just highlighted here. I'm working on - in another version of on somebody else's charter I've redone this. I could supply that language, which removes a lot of that redundancy. But I didn't do it in this version. I did it in another one. So I'm working on it today. Let's see.

Going on to committees and structures. I don't think there were any issues here. My problem is - let's see. Officer eligibility. I think Sam made an observation. I'm just having trouble following where the comments line up with the text. So 2.2.3 I see has got a highlight on it. Oh, somebody wants to see it. Affiliate is still okay.

((Crosstalk))

Joan Kerr: what section are you asking for (unintelligible)?

Ken Bour: Yes, I'm a little all mixed up here. I'm - I guess I'm - well I saw a note that popped up on my screen that some - that one of you has - wants to talk about affiliates.

Joan Kerr: No, no, no. I was just asking -- this is me personally -- if we were agreeing to it? Because it was a discussion but I like everything clear. So I just - was just asking (unintelligible) arrangement that's all.

Ken Bour: Yes. So that's a discussion you guys could - can have...

Joan Kerr: Yes.

Ken Bour: ...all I have - all that has happened with this particular version is (Sam L.)'s comments were integrated. Or if I didn't integrate them I made a comment why. And where I'm having a little trouble is finding my comments in the right that relate to the items in the text. In Word everything is - there are little lines that take you right from the text right to the comment. And here I don't see that.

So I see - like here's a note that Sam raised a concern "I'm not happy with this section". But there's no indication to me what section that refers to in this document. I don't - let me go back to the Adobe room here and see if that's any help. Well unfortunately in the Adobe room I don't have control over the document and secondly it doesn't look like it has any of the comments in it.

Joan Kerr: So Ken what would you like to do in order to help us the most? Disregard - and the other thing is too what are some things that you really want to point out to us that we need to make a decision on? So that you can actually have something to work on for us to review it again? Maybe that's the other way to look at it.

Ken Bour: Okay, so I'm panning down through the Google Docs thing looking for issues that - basically I made a comment in every case where Sam had raised a concern. And I -- like I said earlier I either changed -- for example he said why do we use the word dues and fees throughout the document? I changed them all to fees. And so that's now been addressed. And those have all been done, but let me see if there's - I'm trying to find areas of significant...

Joan Kerr: Right.

Ken Bour: ...sort of disagreement or issues where he pointed out something.

Joan Kerr: Right. That's what we need to deal with as well.

Ken Bour: Yes. So one area in 3.3.2 -- you have a role - a position called vice chair. And there were really no positions - there were no duties in the original NPOC - there were really no...

Joan Kerr: Right.

Ken Bour: ...yes. So duties. So I created five of them. They're kind of generic. If there are -- in particular areas -- for example if the vice chair performs the role of managing the policy development process. Or something along those lines. I would just need to know that in order to put that material in there.

And I made that comment. Sam made a position - made a comment - this is an area that he said that the secretary position -- 3.3.3 -- he said this is an excessive load for the secretary position. The bulk of the communication tasks other than for notices of meetings and such should rest with a separate but coordinated communications committee.

And I guess that communications committee is that three - he said 3.3.7. Yes. There is a communications committee. So I don't know how you want to parse out the duties between the secretary and the communications committee. He did not do that or I would have made those changes. But, at this point that's an issue that I think you guys may want to work on.

In the treasurer position he made a comment that it is not a good idea -- in his opinion -- to have the treasurer in charge of fund raising. And so one of the duties is to - that I had marked in here was seek sources of support and so

forth like that. So there's a funding responsibility of the treasurer to make recommendations. And I guess he didn't like that.

So that's an area that you guys will want to take a look at to see if you agree with that and how you want to parse out - again maybe somebody else has to have the responsibility for fund raising. I think he wanted - should be handled by a committee on which the treasurer sits but not the chair. So I'm not sure what committee that is and how you want to go about it. So yes, I made my comment where...

((Crosstalk))

Joan Kerr: So out...

Ken Bour: ...go ahead.

Joan Kerr: Yes, go ahead. No, the first - your first question regarding the communications chair I agree with you. I think that the communication of the - of NPOC should go through the communications chair. So I do agree with Sam's recommendation. Because I think that the secretary has - that's not their role.

And we've all agreed in other conversations that it is the communications chair that (must) communicate with the members. So that's one thing. The second thing is we don't have a fund raising committee. And I do think that the treasurer would be responsible for those sorts of initiatives. So I don't know how others feel.

Poncelet Ileleji: I felt - I feel that it's necessary with that to be - let's just say we have like everything that has to do with communications should go through the chair of the communications...

((Crosstalk))

Joan Kerr: Right.

Poncelet Ileleji: ...so we set it down.

Joan Kerr: Yes.

Poncelet Ileleji: And then it can (unintelligible) we choose (little bit) fundraising for the membership committee that's chaired by the membership chair. Because - and it's fund raising with the (membership). So I think if we separated the (unintelligible) and then organizations like (unintelligible) would be getting expenses is what is coming in and out of (unintelligible) the fund raising.

So I will suggest that on (the subject of) fundraising it should be led with the membership chair in coordination with the vice chair. (Unintelligible) have generally - what do you call it (lines for the) vice chair. So maybe the vice chair on that one (accepts) responsibility to lead the fundraising drives in conjunction with the membership chair. That will be my suggestion. I hope we can support that so we move ahead on this. Thanks.

Joan Kerr: Hey Ken. So -- we'll go with Poncelet in a second -- but Ken in the past how we've dealt with the vice chair -- and you're right, it wasn't defined before -- and I'll speak for myself anyway -- I was not very, very familiar with the last charters (unintelligible).

Is that the vice chair's position was to -- as Martin pointed out -- I agree with Martin that we should leave the vice chair as an assistant to the chair.

Because what happens is the chair ends up with a lot of duties and the vice chair is there but they can share a lot of the duties. So I really actually agree with that. I don't know how everyone else feels but I think whether we can't - the vice chair is there to help. And also to help with the administration of what need to happen. All the actions that the excom needs to do.

So that's the first thing I think that we should agree on is what are the duties of the vice chair. If we could just discuss that and agree to (vote) that you'll have something to change or add to as you update this document. So everyone, let's discuss the vice chair's duties. Again, since it has been added. Any thoughts? So on the table right now we're talking about the way it was in the past which was to assist the chair. This is the vice chair's position. And what Ken has suggested is on the screen, so. Everybody's typing.

Martin Silva: Yes, Martin here. I am sorry. I don't want to be negative. This is an amazing work and a very big draft. I just feel that we have way too many positions and definitions. I think it's a very complex, like chart. For an organization that's still in its beginnings. I think we are putting way too many things in front of this. For instance, we would be able to fill up with our active members...

Joan Kerr: Yes.

Martin Silva: ...right now the positions we are held in here. And I (disagree) that we make a charter for the future. I like that. I just think that I don't know if we are even qualified right now to decide what we would need eventually in the future.

For instance, having a vice chair, a secretary, a treasury. And then all the chairs of the committee. These are some (unintelligible) they're their own

vice chairs and their own participants. I think that is - the structure is just way too (needlessly) complex for what we are actually (unintelligible).

And to say this is to basically say that there is a lot of things that I would change in the chart. Because the charter is wrong itself. But because if I would be the one that have to enforce the charter, the one that has to make it, you know, real. Make it concrete. Make the things happen that the charter says. I just personally -- as part of the NPOC leadership -- I don't think I can.

I don't think this is - the charter is amazing. I don't think we have the manpower to actually execute the charter. And maybe I would prefer to have this charter as a second base of success. You know, with - in five years we've grown and we needed more positions and we need - we have more work. We can, you know, try to have this charter.

But I just - it's too much, you know, to have (time limits and the) pressure and to have the fundraising work and all of them together with the chair and vice chair and the membership - it's a lot of things. Even having the membership and the communication chair divided is creating a lot of extra work.

It just maybe and I just have the intuition that a much more dynamic and light, flexible would be more in tune with reality of NPOC. I know we started this charter to go (unintelligible). We never got to actually see until just one or two months. Maybe if Klaus was on the call or I think that (Ed) also was one of the people that helped to draft it. Or you can.

Maybe it - we can have a more understanding of what the charter is trying to do. Because it feels somewhat overwhelming I think is the word. I look - I am overwhelmed by the amount of informational structures that it should deal with and on that I have to commend. As a (lawyer) I think the draft is perfect.

The sense of most of the words - of the wording is okay. The - it is - it's robust. Doesn't have (flaws). It doesn't have (lagoons).

I don't have any (unintelligible) against it. I think it's perfect. And if we approve it I think it's going to work. And we can discuss if we have users or organizations I agree we have to use affiliates instead of members. I can even - I can put a fight on the front that we are trying to have a fee - a membership - an application fee. I think that could create problems in the sense of how the non-commercial (unintelligible) have been working so far.

And at all the expectations we are creating with this. And even before it's a main race -- even if it's absolutely incorrect -- we can - I can fight against that. But in a general sense I feel that the charter is home to the NPOC reality. I don't know if I'm the only one needs that. Either way I just - I want you to know my full opinion.

Of course I will approve this charter if everyone agrees on and I think it's a great charter. So I am - is this not (actually pick) on the wording or the drafting. Just in the general (sphere) that I feel is a - just too bulky. Too much. It's over killing in a sort of way.

If it even overwhelms at least me, that I been in NPOC for three years. Involved in the working group, in the GNSO Council. If I was a newcomer I'd have to read this charter, I wouldn't know where to start with. And I think that may be a problem. Otherwise in that I don't have any like we should change this or that. I

I think we should discuss the fee things, the (unintelligible) fee and maybe try to make the excom a little bit more reduced, a little bit more dynamic. Even flexible. Just makes (a sense).

Joan Kerr: It's (Joan) speaking. I actually 100% agree. There - you know, I'm an entrepreneur and I run (unintelligible) as much as possible. And I think we get really bogged down in what does the charter require, what do we have to do?

This committee has to do this. And we end up not doing our work -- which is to communicate with our members -- and to get them involved in the policy process. So we've made the policy the job rather than the actual function of the job which is to communicate. So I actually yes I'd really like to see this cut down. It's like we're running a big organization and we're now running an affiliate of the stakeholder group.

And I think if we can have it - I agree, really, really focused and so that we can get some purposeful action done so that next year we can say to ourselves, wow. You know, as a small team here's what we did, here's how we grew our organization and this is why we did it. I absolutely agree. It's too top heavy.

It's almost like we get tired just reading it or thinking about it. Which you're supposed to. Supposed to be - I don't like when you have to do that. So I do think we have to take a look at it. And I also - the other thing that I do agree with is the membership and the communications being a one committee. And I guess we're calling affiliates now. Because it ends up that there's two sets of communications that goes one. One is inreach and one is outreach.

Like, what's that about? So I'd way, way, way not what we need. We have a specific focus -- which is operational concerns. We don't need to have all of this dogma ruling us. So I don't know. I agree. So where going to go from here it would be the question.

Ken Bour: This is Ken. I'll just pop in here and make a couple of comments. So you guys had a charter that I actually was involved with. I think it was (Deborah Hughes) and maybe some - another person that I was working with back in those days. And indeed even at that time some of these structures were actually in that original charter.

The - and it did take into account what ICANN had called as best - sort of best practices for constituency charters. As you may or may not know the ICANN board pays attention to the charters of all of its structures. And has an approval role and oversight role with respect to how they're constructed, how they're administered.

It doesn't require -- the board doesn't require -- that a constituency have a finance committee, a membership committee, a policy development committee. It doesn't prescribe any particular arrangement of how an executive committee is organized or how many people are on it. You know, it would be - it's more concerned about things like overall fairness and transparency and just that the procedures that you do follow are well documented and are consistent and so forth and so on.

So this particular charter got built by me at the request of NPOC. I guess your chair at the time, or maybe still is your chair. What we recommended was that we take the original charter. And as time goes on we get better and better -- the organization collectively -- gets better and better at building charters and putting in provisions that are good, just good sort of prudent management structures.

And so over time we've developed more and more of that material. And we said hey, we'd be happy to inculcate that into your charter and follow these

sort of best practices that other constituencies in ICANN also have. And by the way those vary between constituency.

I'm working on another constituency charter today and they don't - they're not going to have a policy development committee. They let their chair and their vice chair - they perform all the duties of a policy development committee but they don't have a committee. They just have the chair and vice chair do that work.

So it's - if you say well we don't want a policy development committee. Well, you know, we've got boilerplate that we could give you that would show you that - an arrangement where just the chair and or the vice chair work together and they appoint people to draft policy positions and share them with the members and so forth and so on. Not everyone has a finance committee, not everyone has a membership committee. The business constituency -- well I guess they do, they call it the credentials committee -- but they - that's - it's somebody that has to look at when somebody comes along says I want to be a member. Someone has to look at that membership application and decide.

What if, for example, you make a decision -- and this is an issue that Sam raised -- I was told by Klaus to make it possible for individuals to be members of the NPOC. Not organizations, individuals. So that would be like a consultant maybe or something along those lines. And so I did that. But that appears to be still a controversial issue.

If you want to remove individuals that can certainly be done. There's a lot of elements to this that it sounds to me like you guys need to sit - get a small group together of I don't know four or five people and decide - hammer out sort of what structures you want and what you don't want. I asked all those questions of Klaus and I got answers back. Yes we want a finance committee,

yes we want to collect dues, yes we want individual members, yes we're okay with the word affiliate.

I can already - that's why this charter looks the way it does. Now if you're - if a different group gets together, says oh no, no, no, no, we don't want a membership. Or we want to combine membership with the secretariat role and we would kind of - or communications and so forth and so on. That's all - that all can be done, but that's not the direction I was given when this particular version was crafted. So if you want to go back to the drawing board...

((Crosstalk))

Ken Bour: ...and sort of architect the elements that you want in a charter, then we can help you build it. I'll stop it.

Joan Kerr: Okay, and we've got Poncelet with a question. Thank you Ken. Go ahead Poncelet.

Poncelet Ileleji: (Unintelligible) I think the - what's established after we provide our balance. At the beginning of NPOC when there was (unintelligible) coming up. And I think we always (unintelligible) to have looked at absolute any organization that was joining NPOC through our (unintelligible). What that platform is not much.

What Martin has said and what Joan has said. Maybe you go way too much because when I said it was me and Klaus that were involved. And I think if you go to a - where too much at the time (unintelligible) first step there all (unintelligible) asked them was okay where that's - Klaus how to do roles.

We don't want this rules of this anymore. Or try to remind them. Because most of the charters within IS - ICANN they are sort of similar. As we've writed that is the accountability and some (unintelligible). When I see my colleagues they look at this as too complicated, or it's too big (unintelligible). And we look at the ICANN charters like they are like that, so it's up to us that it's not - it's nothing. We are not rewriting any rules.

It's most of the charters that I've looked at over the years. This NPOC was started. I remember when NPOC was started I look at the NCUC charter at that time in 2011 or so. So I think we should go back and say within ourselves (unintelligible) and for example it's very peculiar. I will see everything is done by communications, fine. If you do not want - and policy.

And so like we said, you've got to then say okay, the vice chair will be doing this, this, and that. Before say it's too complex so. When you look at the others you will know that this is very small. So I will say continue with this and see how best you can streamline so that we can be done with this (unintelligible) around now I think that's the possibility and this was (unintelligible) so. Thank you.

Joan Kerr: So Poncelet are you suggesting that we continue with this structure?

Poncelet Ileleji: I saw we continue with this structure because (unintelligible) speaking, this has gone for too long. If anybody wants that or to delete any of the roles and everything this all has been done. But we - (unintelligible) staff down there, nobody made anything. And then Sam (unintelligible) has been doing this for long.

You know, I am about (unintelligible) to commend him. I was with Klaus and when he shared with me all this and stuff who are the ones to work with Ken

and Benedetta. And nobody made any comments. Then last minute you are now saying oh it's too complex, or it's too this or too that. I know it's not (unintelligible).

So either we're stop this mission now and go back and (pick it) ourselves and say okay let us delete this, let us delete that and then come back the same. That's what I was saying. Until (unintelligible) and so okay, let us meet our (unintelligible) ourselves about (unintelligible) or something. I'll let (unintelligible) comments. Thank you.

Joan Kerr: Thank you for your comments. I guess I thought that this was a (unintelligible) discussion about where do we go from here and what does our charter say to us on how we function. So any thoughts anyone? Martin go ahead please. Martin you still had your hand up, was that a...

((Crosstalk))

Martin Silva: Yes, but it's also - yes, can you hear me?

Joan Kerr: Yes, we can. Yes, we can hear you. Go ahead.

Martin Silva: I agree with Poncelet in the thought that we are very advanced in this charter. And I definitely haven't been in the process so I am just commenting this in the end. If you want to go ahead with this charter I have no problem, go ahead. Let's work with it.

I think working with that charter - that wasn't even closely as good as this one and it worked. So if you want to move ahead just change a few comments and try to (pass this) let's go for it. If it was up to me I would go back to the draw table and to discuss again. I think that the initial process of how we came

with this was a very closed one, it wasn't that open. And that - this is not of course Ken's fault, this super (strict) that I appreciate all the work he has been doing.

And I very - if my proposal sort of brings down a lot of great work he has been doing. But - and if you want to continue this charter will fully support it. And help you and continue doing small specific comments we can improve. In my general opinion I think we could use a different sort of charter. I'm sorry they have...

Poncelet Ileleji: Poncelet Ileleji for the record again. I just want to ask Martin. I also say the process of (unintelligible). We had a call and due to (our presence that was there). And I remember it was about (unintelligible) and Klaus said we are going to work on this (unintelligible) the conversation and we had that call.

So I can't remember whether he was present or we had that call. And that's how Klaus made that process because he had more (experience and objective) before me. And that is how all these implementations coming back. So if want to -- it wasn't open and transparent -- what is wrong is we are taking time (unintelligible) cuts off. Wasted so much time in doing that. I

I'll (unintelligible) ourselves. You know, because I remember most of the time when Sam (unintelligible) I made my comments and I felt you were okay because it was okay. But first wait now for comments or I believe connect that reason and that (unintelligible) out people have nowhere they're supposed to do. It's not (safe).

And take a look at the other aspect, look at the I would subject (unintelligible) and for all NPOC to take a look at the other charters. We are not

(unintelligible) because that's to be check and balances and that's what we have. Thank you.

Joan Kerr: Okay, thank you both. I don't think that Martin was saying it wasn't transparent but it's a good point that we discuss that anyway. So, moving along no objections to moving along with the present charter then? Ken what do you need from us in order to move this along? We've agreed to the affiliates, we've agreed to the organization, was there something that needed some clarity on?

Ken Bour: Well let's - let me - I guess I'll just make a suggestion.

Joan Kerr: Yes.

Ken Bour: Usually when we hold conference calls of this type they're an hour long. Just to put this in perspective when we went through issue for issue, paragraph for paragraph in the BC charter it took 16 months.

Joan Kerr: Right.

Ken Bour: And they are SG, the registrars are going through that process now with Benedetta. And I don't remember how many months it's been now but it's - I - you know, weekly calls for an hour a piece. and I think they've been at it for several months. And I let her comment on that.

But any event it is simply not possible to sort of go through -- as you can already tell -- you talk about one issue and it's hard to develop consensus when you have a group of five people unless everybody's on the same page. And clearly in this group there is some divergence of opinion and that's to be expected. It happens in every group I've ever worked with.

So -- having said all that as a background or a back drop -- you have in front of you now or in your possession a Word document that contains at least one of your member's comments. And many of them have been inculcated or incorporated into the actual text. And that's visible wherever I've done that.

In other cases, you have opinions and comments that say well gee, I don't like this or this doesn't make sense to me and so forth and so on. And he -- Sam -- has - and in every case where he made a comment like that in his other document I added a margin comment in this document -- this Word document -- so that there would be a record of where that comment fits and how it applies directly to the text to which it's related.

Now, we - I just don't think it's reasonable to go through every one of those in a conference call. But if you guys - at least with - maybe with us unless that's the procedure you want to follow. Meaning we want to take several months and go week by week and start at the very top and walk through all of the provisions, all the comments, and then get all the way to the bottom.

The reason this white document was created without all the color coding -- I don't know if any of you saw what we affectionately call the rainbow document -- but the whole point of us creating this version for Klaus was to hopefully reduce the amount of time it would take NPOC to come to a final charter. By putting all of this stuff in and giving it to you as a clean document. Now, it's - it appears -- just listening to some of the comments -- that we've - we shot the arrow and didn't even hit the target. We, you know, it's not even in the ball park.

And so if that's the case then I think you guys - my recommendation would be for the small group of you (however) to get together and -- it be in person or if

not by phone -- and try to carve out the architecture you want for how to run the NPOC. This architecture was based on direction that I was given by Klaus and he indicated to me that he had approval of the executive committee. Now that - things change and I understand that. I'm a big boy, I've been around a long time.

So if you guys want to go back and reconstruct how you want - and you don't have to write the provisions and you don't have to draft the language. I heard other comments that said the language is pretty good here. It's actually workable, it's just that we don't need as many formal elements to it. So like, you know, let's combine committees. And let's combine - like you have a program committee. I was asked to create a program committee. That's another one -- and by the way that's - you're the only constituency that would have a program committee -- so we can go back and either take some of that stuff out or combine things together.

It may not reduce the charter by an order of magnitude, but it may reduce the number of constructs and committees for which you have to go find members to elect people to run and to serve on and to produce documents and deliverables and all of that sort of thing. And once you've done that -- once you said look here's the general architecture we would like to have -- then, you know, we could go back and give you a nice document that would match that structure.

Let me just continue. And in the process...

((Crosstalk))

Martin Silva: I think we're...

Ken Bour: ...yes, I'm sorry, let me just finish that. And in the process of doing that you can read all these comments in here. And you can also decide whether you agree with Sam or you don't agree with Sam. And collectively and in a consensus basis say, yes, you know, we don't want the treasurer to be involved with fund raising. Or we do.

Or, you know, we want the secretary to be head of the membership committee or we don't. Sam says no, the secretary should not be the chair of the membership committee. Or communication committee. Or one of those. I can't - and so forth. And, you know, he said the executive committee should appoint people to handle policy development issues rather than say somebody else. There are all discussable, deliberative kinds of issues.

But they're not the kind of thing that we could do on a call like this unless we were going to systematically do it starting at the top and take one chapter a week until we're done. And that was not what I understood today was to be. So that's why it's been a little bit of a mish mash. I'll stop there. (Jen) are we still connected?

Martin Silva: Yes, can you hear me?

Joan Kerr: Hi Martin. Yes, we can hear you. Go on please.

Martin Silva: Yes. I think that I'm hearing some sort of at least concrete position among us. We - I wouldn't pretend to go through the whole charter in only one meeting. Actually we are - I don't know if we have any more time actually to continue this conversation. I do think we could use more time to (redo) the process of the charter.

I haven't been involved since the beginning of the drafting. I'm sorry for that. I also know that -- even though it was transparent in a sense of that -- we did have a few calls. I haven't seen many of us reading and touching the charter from its beginning. There are a lot of things I think we can improve. Like the having so many committees. I don't think (unintelligible).

Maybe I prefer just a bigger excom that can more dynamically lead with this task. At (re) memberships (unintelligible) this is being bound by the excom. And there's a policy committee that they post two central rules. One is they're administrative the other is very policy oriented. I think that works better than (ADO) - having so many departments. We move like a big shot organization - - even an enterprise -- you know, will all those big departments and stuff like that.

I would take more time. I will - I also would let Joan, Raoul, Poncelet, and Sam to take another shot at this structure. Because I think the idea that came was basically from Klaus. And it's not bad, but I cannot (unintelligible) it's not mine, my idea. I don't know how to pull it through. So I would take a few more informal meetings with the excom before we go back to Ken with our RDS.

Joan Kerr: Thank you Martin. That was especially for (unintelligible). Got muted, but muted myself I guess. I - so Ken, I go forward because I guess that's what we need to do. We have some decisions on the organization and the affiliate.

Are we all agreeing on removal of the program committee? If everyone could indicate that. And if you could put version - the next version up and I will commit to working on it in the next couple of weeks. It's - (unintelligible) want to work on it and let's just get it to the next stage then.

Ken Bour: This is Ken speaking. To be honest -- I'm going to be candid -- I don't want to do any more work on this charter until you guys have had a chance to go through it. and decide on what - if I make another version, take the program committee out that's just one of lots of other possible deletions that could be made. It just makes more sense to me to do them all at once, rather than piecemeal.

Unless you are committing yourselves to a process that we've used for the BC and the registrars where we go through -- over a period of months -- we go week, week, week, one hour at a time. And we go through every single paragraph and make a decision about whether it stays or goes. That's the other alternative. You can either do some of that construct on your own, architecturally, or you could take this approach - this sort of laborious approach where you go paragraph by paragraph in committee. And you have those discussions on line and staff takes notes and then we produce new versions as we go along.

We'll have - we were trying to avoid that, by the way. That was the whole purpose of this charter. But it may not be possible to avoid it. I'll stop there.

Joan Kerr: I wouldn't mind going through it weekly Ken if this is possible. Because it commits us to work on it and clarifying things as we go. What does everyone else feel? Thoughts? It - we can make a decision so the first choice is work on our own and give Ken a timeline. Or to - weekly and discuss what the changes.

So just on our own, is that what you're suggesting Martin? Okay. So we have - it's true. We now need to go through the charter. Ken why don't we go through the charter and then advise you what our decision would be let's say in a week from now? Two weeks?

Ken Bour: Okay, yes. That's fine.

Joan Kerr: Does that sound - can we do that guys? Can we commit to that? We go through it alone and then we can make a better informed decision at that time. Okay?

Ken Bour: This is Ken. May I just make one suggestion? Some - I know some of you maybe liked Google Docs. But just having a brief exposure to it, it does - it was not very user-friendly to me. I would suggest that if you just - if you work - please work in Microsoft Word.

And I'm, you know, we can coordinate and work through various comments and so forth and put it together. I mean, I'm just making a suggestion. It's really hard to follow where the comments match up with the text in Google Docs. At least I couldn't follow it.

Joan Kerr: Interesting because I found it to be the opposite.

Ken Bour: Oh, okay. Well, you know, no that's - yes, do whatever's comfortable for yourselves. But - I lost easily 10 minutes here at the beginning of the call just because I couldn't follow where my comments pertained to the text. Because they have to put them in order and you know, I scrolled down four pages to find a comment that related to page one. So, if the comments are sparse then they probably line up pretty good. But it isn't the same where...

((Crosstalk))

Joan Kerr: Right, right.

Ken Bour: ...they actually give the lines and they show you where the notations are. Just - that's just a logistical issue.

Joan Kerr: Right. Well, those are decisions we have to make how we're going to (jade) them. Benedetta is typing. And we definitely don't want - we need you to look at it and say okay, these are your recommendations that (unintelligible) come back, that kind of stuff. So we'll just wait for (Bernadetta) (sic).

And Ken while we're waiting, I just want you to know that, you know, I think for myself anyway this is being overseen by someone else and so we're, you know, we're of do you want this or do you want this. It's not that we disagree, it's I think this is the first time that we're actually looking at - so I'm looking at whole charter. So I spent a lot of time with Sam's comments, documents and commenting on that.

So it's - I think that this has been very good for us to sort of discuss. What - where do we need to be and where do we want to go, so. So I think - uh oh. So the questions is how much do we have for the charter? Yes, that's a question. Is there a timeline for you to be working on the charter Ken?

Ken Bour: Well, let's see, how - I am retiring from work. At the end of June.

Joan Kerr: Okay.

Ken Bour: So at that point I will no longer be a consulting with and for ICANN. Benedetta -- who is on the call -- has been doing a lot of charter work. And she's worked with communities to - she actually helped me a little with the BC charter. She took the registrars all by herself.

Then we sort of made this proposition to NPOC as a way to try to make that whole process happen in a shorter timeframe and with less arduous and deliberative activity on the part of the community. You know, I've had this philosophy -- as all the years I've been consulting with ICANN -- that we should do everything we can to make the communities work and volunteer focus on the policy development issues that they are chartered to do. Rather than drafting charters and writing language and perfecting language and all that sort of thing.

So it was in that spirit we made the offer both to the IPC and also to NPOC that said, hey, we've learned from our mistakes in the past and we'd like to avoid those going forward. And so we're trying to do what we can to make it easier for you guys to (want) a charter by proposing all of this material. And you know, now we're learning some new things that well everybody doesn't always agree on what constructs should be in the charter and how it should be architected and so forth. So, you know, it's a work in progress.

Joan Kerr: Yes, well one of our difficulties - sorry, go ahead.

Ken Bour: Yes, no I mean I think what you're planning to do next -- which I think is good -- is to meet together by yourselves and sort of decide strategically how do we want to go about this? Do we want to sit down and give ICANN back a list of our structure sort of that says yes, we're going to have this and we're going to have that? We're not going to have this (da da duh) (sic).

And let us come back with another white document that has a lot of the same language in it. Just it would maybe be a little bit less language and things would be consolidated. So instead of having two different groups do it, you know, it would just be one. We can do that kind of thing to make it easier to administer the constituency. That's one approach.

The other is say, you know what, we're going to keep the charter we've got right here and we're going to start at the top, and we're going to go line by line by line as a committee until we get to the end -- which is the process we were trying to avoid -- but you know, that may be the way you'd prefer to do it. So you kind of have those two strategic directions that you could take it in I think at this point. I would obviously recommend the former.

I think it would better if you could just give us some broad principles upon which to base the charter. That may be different than the ones I was given initially. But that's okay. I mean, we're a - it's a lot faster for me to turn versions around than it is for a group of five or six or seven to do it. And I can do that up until the end of June.

Joan Kerr: Alright, that's up Ken. That's a wrapping. So yes, those are all good suggestions. I guess for me going in the future is I look at the charter -- and I'm not making a decision I'm just making a comment in terms of strategy -- the charter has been very administered as in we have not done what we're required to do which is these policy statements. And so I'm always looking at how do we get that functionality up and running? That's personally what I look at.

But Benedetta what are you typing? There we go. Okay. Okay. Okay, I see. So I think what the committee has said is that for the next couple of weeks we'll go through the document. Maybe then get the document to you and - to you Ken and Benedetta and then we make our decision then. Which one we want to do.

So, all right guys. Let's work - let's as a committee are we agreeing to work on the Google Docs for now and then we'll - we can see where we go from

there let's say in two weeks? Is that fair? Yes, no? My mute is not on, is it?
Hello? Maryam can you hear me?

((Crosstalk))

Ken Bour: Hey Joan, this is Ken...

Martin Silva: Yes, we can hear you.

Ken Bour: ...they were responding to you in the chat. They're basically saying yes.
You've got three yeses.

Joan Kerr: Oh okay. Oh there. There it is, there it is. It was slow to come up. There's
not - okay, great. So that's the plan then. Is that good with you Ken?

Ken Bour: Yes.

Joan Kerr: And we'll touch base - we can touch base intermittently but maybe schedule
something - we'll get our decision to you and make a meeting after that.
Depending on what we find that we can do. Okay?

Ken Bour: Sounds good.

Joan Kerr: All right. Thank you guys. Actually I think this is wonderful that we actually
had a conversation about this as a team. So I want you to know that we do
have a great team. We just really trying to focus on what we need to get done.

Ken Bour: I completely understand. And you know, you're having some changes
institutionally...

Joan Kerr: Yes.

Ken Bour: ...as well and some other things to deal with. I - it's - I know it's complicated.
So we're here to try to help as best we can.

Joan Kerr: Yes, great. Well you have done that. So...

Ken Bour: All right.

Joan Kerr: ...great, thank you everyone. So we will do that then. We'll work on version
3.0 of the charter. Okay?

Ken Bour: Sounds good. All right, bye-bye everyone.

Joan Kerr: Okay, thank you. Bye-bye.

Maryam Bakoshi Thank you everyone. Thank you very much for (unintelligible) on the call.
Byron you may stop the recording and disconnect all lines. Thank you very
much for your time today. Goodbye.

END