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        >> BERNARD TURCOTTE: Hello, everyone. This is Bernie.
        It is the top of the hour for guidelines for Good Faith
meeting number 12. We have for participants and Lauri should
join us soon. We'll have our five to carry out the meeting.
Lori sent her excuses ahead of time that she may be a few
minutes late. We'll just be waiting for her.
        Thank you.
        >> LORI SCHULMAN: I'm a bit late. I apologize. I had a
call with my boss. We start next week so we're a bit under the
gun. I forgot I'm being transcribed.
        >> BERNARD TURCOTTE: I made apologies for you earlier. No
problems.
        >> LORI SCHULMAN: Thank you. I usually try to be on time.
        We may as well start the recording, if you would like. We
can get the meeting going.
        Welcome.
        Yvette, you want to say your thing?
        >> YVETTE GUIGNEAUX: Say my thing?
        >> LORI SCHULMAN: You know, I figure since -- I apologize.
Normally the staff member whose leading or facilitating will say
hi, welcome to the meeting, any changes to the SOI. I think I
forgot that we don't do that for this one. I apologize.
        >> YVETTE GUIGNEAUX: If you like, I can do that.
        >> LORI SCHULMAN: That's okay.

>> YVETTE GUIGNEAUX: Up to you. I can certainly do that if you like.

>> LORI SCHULMAN: No problem. We'll keep our tradition going and omit that.

I want to remind people if they have changes to their SOI, please do so. I looked at mine and realize I have to update it because all of my work groups have changed. I'm now on the GNSO Standing Committee on Selections and I'm on Budget Review. I'm on a few other things. I'll make a point of updating it myself in between calls.

Where we are, we had our last call and we went through the comments and it was quite a lengthy comment from -- I think it was the CCNSO relating to some of the guidelines and perhaps Allan had been on the call saying there was a background to the comment because I had made the observation that I felt that the context was a bit confusing for me. The group may not be familiar with the issues, I'm sorry, it was the address organization. Allan had said he would go through the comments and propose changes through the actual language. I see he's not on the call and I hadn't noticed input on the list. That's okay.

To be honest, I hadn't reviewed it either. This morning I gave a presentation to the CCTR chief for those of you that don't know, that's the Consumer Competition Choice and Trust Review Team that's going on now at ICANN and my organization INTA just to do impact study on the cost of the new program to Trademark owners. I was busy preparing statements in terms of our own group. Only to say we didn't get many comments, I have generally been getting offline comments saying people are quite happy with the work, you know, subject to a few -- I think relatively minor changes we're really very much in the home stretch.

What I was going to do, Bernie graciously and per our agreement from the last meeting, he agreed to prepare a chart that discusses all the comments. This will have the issues highlighted and so perhaps we can take a stab at discussing the proposed changes and we can get feedback from Allan who knows most about it from another meeting.

We had discussed everything I think in good detail last week. I want to just go through again and highlight where -- where support is noted I think that's fine.

I'm sorry. I have lost my place.

We did agree that suggestions about having similar guidelines for other work groups including staff accountability would be forwarded. That was something that I agreed to take on. That I have not done yet. I will definitely put on the to-do list.

BC endorsed our comments.

There was a comment from a colleague from India who suggested that we talk about bad faith, not just Good Faith and while we understood the points and the need and reason for balance the work group felt that this particular suggestion went beyond the scope of the working group.

It says beyond the cope which is probably a great Freudian slip, I hope she just said copy which she just said -- and -- that's not -- I'm sorry. That was Sam's comment. About a standard framework is essential.

That was actually support. I confused it with the comment below. I'm sorry. I retract what I just said. He was supportive of the comments and this is noted, but some of the suggestions seem to be going beyond what we would reasonably work on and that would be the same as the national interchange exchange in India, they had concerns that we were only talking about Good Faith, not bad faith and we discussed this in detail within the group last time. We agreed that really what we're talking about is the indemnity and we had to stick with the task at hand, what's Good Faith to trigger the indemnity. Any other work would be out of scope.

The last comments are ones we were thinking about tweaks. (Disconnected from meeting).

>> I can read this alone --

>> There is -- I would prefer the document more clearly indicate that the rational is intended to be useful to prevent malicious or capricious removable of directors. My concerns are generally around specific phrases that have been used and likely connotations that may be a problem and potentially complicated for the ASO.

Four, recommended standard framework and five, the process to be initiated by the SO chair.

Individuals who are representing their communities, individuals who are representing their communities is contrary to the norms of the RIR process. This is the crux of what Allan had pointed out, that the RIRs function differently, have different governance issues and so some of the wording is just not applicable and they are part of the empowered community so what do we need to do to satisfy their concerns.

We go down to the next phrasing after contrary to the norms of RI process and it says review by the entire membership of the SOAC. There are two issues here. The first, there seems to be a recommendation that there is a procedure for each of the types of board removal, and I would agree with that.

Similar concerns apply to page 4, 3 A2D where it states a recommendation for documentation of a community profit for how the decision to remove the ICANN director was reached. Similar

concerns apply to the recommended standard framework which is page 4, 3.B.1 application of such a framework may not make sense in the case of an SOAC if the framework -- if the framework just considers the accountability, transparency and community -- I need to scroll it down a bit more. We'll go to the next page. I can't seem to do that. Won't -- it is only one page. That's why.

>> BERNARD TURCOTTE: The excel cuts you off at a certain point.

>> LORI SCHULMAN: Okay. The bottom line, the framework, while it may make sense for organizations like the GNSO and perhaps ALAC and others, this is clearly from what's being stated not sitting well with the ASO and I'm not really sure how to reconcile this. I understand it, I don't want to have malicious -- the feedback we got about putting any sort of qualifying language in whatsoever was dramatic.

How do we recognize that this is a concern of the ASO and the opposite concern is that it is from other had entities? That's a hard one to tackle.

It sounds like -- I don't know how much they operate but it sounds like they don't have the same bottom-up stakeholder approach or reputational approach that others do.

Bernie, you have any ideas about this -- oh, Avri is raising her hand.

>> AVRI DORIA: I'm willing to let Bernie go first, he could probably speak more authoritatively than me but I have an idea on how they work.

>> BERNARD TURCOTTE: I'm not sure I'm better than Avri, we have been around for a long time.

Similar to the AEPF, the ASO is a hybrid between the AEPF model and a standard SO. A standard SO in ICANN, you've got the CNSO and the GNSO and basically the individual components of that SO more so in the GNSO are, you know, discrete elements of that SO and the structure applies.

The problem with the SO being a hybrid is that it has a contract with ICANN to do the work and its representation is through the ASO. It's the Regional Internet Registries that are the members of the ASO and not users of the address as such. The structure is a little different and that's the core of the concern more than anything else.

I think it is probably a good idea, the way Allan looked at it, he wasn't concerned with all of the comments here, but more ensuring that the way we phrase it for applicability to an SO doesn't go counter to the structure of the ASO.

Does that make sense to you, Avri?

>> AVRI DORIA: First of all, I want to discount the notion that they weren't bottom-up. They're extremely bottom-up,

perhaps even more so than we're used to that each of the IRRs are bottom-up. They cooperate by agreement in a structure called the NRO which is reflected in the ASO. The ASO is kind of the reflection within ICANN of the loose aggregation of these that's are similar to the components of others.

In having that distributed much more driven by bottom-up processes they go through therefore different process to get to their ASO, you know, recommendations and points of view. It is a more torturous route because they have to create it bottom-up in the ARIs unless they have a Committee to do it. I really wanted to speak about the bottom-up nature.

And you could probably add more, those that participate more than me.

>> LORI SCHULMAN: Julf, please, go ahead.

>> JULF HELSINGIUS: Right now I'm -- I just had two rather long meeting and pretty much everyone said what I wanted to say, that the ARIs are flat in organization, it is bottom-up and it is just that we have a problem of mapping the structure to the ICANN structure that's the problem.

>> LORI SCHULMAN: Okay.

Hypothetically, if we talked through this, let's say an ASO posed removal of a board member for any reason, how do we fix this is the basic question.

If the idea I admit I have preconceived notions of how an SO would work with different constituencies and stakeholder groups and the consensus within a particular group and then it has to convince other groups within their hierarchal structure to get on board and eventually it goes to the entire -- in our case -- the JNSO. Basically what I'm hearing is that because the organizations are so flat a decision like that wouldn't necessarily filter up in the same way so it makes process mapping difficult.

How else would you propose to move a member unless there was some documented process? That's where I'm confused. In the chat, the way it is, you go to the RIR which goes to their members, so it would -- it would almost be backwards in a way. Top-down but not really. Going from the top to the bottom to get to the bottom and back up I think if I understand it correctly. In reverse, IRI members would ask if there was raised an issue.

Can you put the if guidelines up? The actually wording of the guidelines? What I'm finding vexing, I'm wondering if it is reasonable to go back to the commenter to ask what they propose on the language, what works on you based on your understanding of how you work.

The question about the malicious removable, I think that's basically been asked and answered.

Avri, I see your hand is up.

>> AVRI DORIA: Yes. I mean, in many cases when we have had these differences and we certainly had them in the creation of the EC and everything else we basically told each of those agreeing to buy your own methods and such develop a process for doing this. If we -- I don't remember the exact wording of the particular recommendation at the moment, but if we're being at all specific about how that happens inside any of the organizations that may be the problem and use a mechanism similar to what we have used with the EC in terms of you figure it out according to your methods and as long as you participate at this point.

>> LORI SCHULMAN: Doesn't this say that?

>> AVRI DORIA: I don't know. That's why -- I don't remember the text at the moment and I haven't gone back.

>> LORI SCHULMAN: Are you on the -- I see you're in the chat. The text is up now -- you mean the text from what you recommended in a prior work group? Do you mean our text? Our text is up now.

>> AVRI DORIA: The whole thing is up but I don't remember which paragraph.

>> LORI SCHULMAN: It is in the second part of the procedures where it says shall have procedures for board removable notices to include reasonable timelines for investigation or equivalent, period of review by the entire membership, that was one of the issues the ASL commented is we don't necessarily work that way, membership wouldn't necessarily review it that way, the flow may be different.

>> AVRI DORIA: Right.

That's kind of what I mean, that we're getting specific in details of talking about membership when each notion is different, and so that's why something that says according to the bottom-up procedures of, you know, fully inclusive of, you know, the participants, fully inclusive of, you know, et cetera, but staying away from requiring all members when the notion -- like the ITF and the IRR, sometimes they both have members and sometimes they have participants and all the participants working under their consensus framework is how they make the decisions and, you know, the IRRs have policy Committees but from the two, three I have looked at now, each one does that a little differently. And that's why I'm saying if we can be less specific.

Sorry.

>> LORI SCHULMAN: That's the problem with the Good Faith requirement though. Without sort of minimum specifics, Good Faith then becomes very difficult to prove just from a legal perspective.

I mean, we agreed we didn't want to be so pro descriptive as to inhibit any specific processes but I recall we agreed there would be some process, even if it was just very broad but I do get what you're saying.

Bernie, I see your hand is up.

>> BERNARD TURCOTTE: Thank you, Lori. I don't of think petition for removable is a problem for an ISO-type organization. Probably is more of a problem in -- where you say period of review by the entire membership, depending on how you define membership may be part of the heart burn that's being concerned and what Avri is talking about.

If we look at 2, reasonable timeframes for investigations by SO and councils or the equivalent, basically it says whatever the structure is, I don't think that will cause a lot of heart burn. Period of review by the entire membership, that may cause some heart burn in the case of the ASO and consistent, transparent voting method for accepting and rejecting a petition, that's up to the ASO to decide. I don't think that will cause any kind of heart burn. Documentation is a community process and how decisions are reached, again it is up to the ASO to decide.

In my mind we probably just have to sit down and really understand and maybe have a chat with the good folks from the ASO about how we could phrase 2B or amend 2B somewhat like 2 it A where we say ASO council or the equivalent. We may be able to work in something in 2B, period of review by the entire membership or equivalent of the SOAC and that may address the core of the concerns that are being brought up.

Thank you.

>> LORI SCHULMAN: Entire membership or equivalent, to me sounds a little weird.

>> BERNARD TURCOTTE: I'm not saying final wording, but something --

>> LORI SCHULMAN: I understand what you're saying. Yeah. To try to get there.

I'm trying to think from a wordsmithing perspective what would be the -- period of review by -- I'm going to brainstorm things and they may be really bad, may be good, I don't know. Period of review by interested parties by the AC, affected parties of the AC, I don't know.

Anyone have any idea, inclusive words that don't necessarily invoke membership in the way that we would see it in the GNSO.

Constituent, that's an interesting one. Review by constituents of the SOAC, constituents may work.

I like constituents.

Does anyone have a feeling about that particular word

constituents? You think we're heading on the right path with that?

Bernie, I see your hand up, is that a new one.

>> BERNARD TURCOTTE: Yes, but I see Julf is typing. Let's see what and he is typing.

I have used constituent when you're trying to stay away from saying members. It is a nice, flexible word which does denote belonging without the formalism of membership and that may actually -- if and subject to, again, discussion and finding something that can work for the ASO which is the objective here. I think it works. You have to figure out something that will work for the ASO.

Thank you.

>> LORI SCHULMAN: So my only thought about that, is if we use constituents there, would that somehow be confused by constituencies, the API, the NCUC, we have constituencies to talk about the arms off of the stakeholder groups. That would be my only hesitation to use constituents here so that we don't confuse them with constituencies, maybe it doesn't matter.

Do all of the SOs have constituency groups?

GNSO does, does ASO -- Julf put in the chat may have voting members and non-voting constituents.

>> Bernard: Trying to word smith this here could be difficult. Probably my suggestion would be let's go back to the ASO documents and I can talk to the ASO folks and come up with some -- with something hopefully that would sort of meet our requirements and meet their realities.

Exactly, Avri, that's what I'm suggesting.

>> LORI SCHULMAN: Exactly.

I feel a little disabled if this is the word here.

I don't want to suggest things without knowing what I'm talking about. This is very -- I just don't know --

>> BERNARD TURCOTTE: Maybe the best thing would be to maybe take an action item. We have gone through the comments, to answer the last comment we have to consider how to address the ASO or just the membership issue in 2 it B and that staff will go and find some of the ASO experts and discuss and post something to the list and then the subgroup could have a go at it.

How does that sound?

>> LORI SCHULMAN: That would be great. Perhaps invite one or two to the call as well.

>> BERNARD TURCOTTE: We'll see if we can do that.

>> LORI SCHULMAN: I would like to hear as well.

>> BERNARD TURCOTTE: Absolutely. Wonderful.

I like Cherl's green check. Thank you.

Anyone else have any other business?

If we don't, I could give you all 29 minutes back in your life.

    A happy face from Cheryl.

    If there is no other business and we have the follow-up items, one is for me to forward suggestions about using these guidelines in the -- I think it was the staff accountability discussions, whatever the report suggested, we'll do that.

    Then for Bernie to reach out to the ASO to see if we can get some leaders involved in it that will help us with some drafting and perhaps sit in on one or two of the calls.

    Bernie, you think that's reasonable to have that done by next week? If not, I'm out of commission the following week, May 23rd. I would not be available again for a meeting until May 30th.

    >> BERNARD TURCOTTE: Let's try our darndest to get input and have someone join us on the call next week. It is a bit of a challenge for me as I'm attending the DNS symposium in Madrid. I'll certainly give it a try.

    >> LORI SCHULMAN: I'm with you.

    Our annual meeting starts a week from Friday and I'm due in Barcelona on Thursday morning.

    Wednesday evening is going to be a crush for me as well. I mean, if you think we've got some time built in, maybe we just aim for the 30th to take the pressure off for both of us.

    >> CHERYL LANGDON-ORR: Why don't we do that.

    >> LORI SCHULMAN: Is that all right with you, Avri, we have the suggestion, we'll talk to people, where -- yes, we can work it on the list, I'll be honest with you, when I reached out to say let's work stuff on the list, it hasn't really happened. Okay, it never has happened. You're right, it never has happened.

    The only time is when we had our last-minute edits to get this on time for the plenary and the second read. Then we got it on gear in the list. Other than that, in between stuff hasn't worked out on the list.

    >> BERNARD TURCOTTE: Lori, if I'm looking at the schedule, our next call would be next week, Wednesday, which we're proposing to cancel, the week of the 22nd, we did not have one.

    After that, the guideline call is May 31st, the Wednesday at 1900, the same time as today.

    >> LORI SCHULMAN: That's why we weren't going to meet.

    I forgot about that.

    There is that conflict, they knocked us out on the box.

    >> BERNARD TURCOTTE: They knocked out of the box because the 29th, it is a U.S. holiday, U.S. memorial day.

    Are we good --

    >> LORI SCHULMAN: (indiscernible).

>> BERNARD TURCOTTE: You end up not having staff supporting.

>> LORI SCHULMAN: I understand, I was just thinking of a stupid joke.

What do we do, guys? There is no way on Wednesday the 23rd that I can make -- I'll still be in the throes of my meetings and what I -- chairing that meeting, being prepared would be virtually impossible for me.

We can aim to have a meeting that week and have somebody else Chair it. I don't have to Chair every meeting. That's another solution.

31st is bad, Avri, it is the plenary.

>> BERNARD TURCOTTE: Which plenary to be clear?

>> LORI SCHULMAN: I thought we had a CCGW plenary that week. Am I wrong.

>> BERNARD TURCOTTE: You are. The plenary is May 24th, the week before.

>> LORI SCHULMAN: Oh. So no problem then. Let's meet the following week.

Which is the last Wednesday in May? Should be the 30th? 31st?

>> BERNARD TURCOTTE: Wednesday, 31st.

>> LORI SCHULMAN: My apologies to the group. I got completely confused.

>> BERNARD TURCOTTE: 31, May, 1900, next meeting. We have our action items.

>> LORI SCHULMAN: Yes.

Bye, guys. This meeting is officially adjourned. Thank you.

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