

CCWG ACCT "Review of Draft Bylaws" Meeting (12 April @ 12:00 UTC)

Attendees:

Members: Alan Greenberg, Athina Fragkouli, Becky Burr, Cheryl Langdon-Orr, Izumi Okutani, Jorge Villa, Julie Wolman, Leon Sanchez, Lyman Chapin, Mathieu Weill, Olga Cavalli, Pär Brumark, Roelof Meijer, Samantha Eisner, Sebastien Bachollet, Suzanne Radell, Thomas Rickert, Tijani Ben Jemaa (18)

Participants: Aarti Bhavana, Alberto Soto, Andrew Sullivan, Avri Doria, Barrack Otieno, Brett Schaefer, Bruce Tonkin, Cherine Chalaby, Chris Disspain, David McAuley, Edward Morris, Farzaneh Badii, Finn Petersen, Gary Hunt, George Sadowsky, Greg Shatan, James Gannon, Jorge Cancio, Kavouss Arasteh, Keith Drazek, Lito Ibarra, Malcolm Hutton, Mark Carvell, Markus Kummer, Megan Richards, Mike Chartier, Niels ten Oever, Olivier Crepin-Leblond, Olivier Muron, Pedro Silva, Phil Buckingham, Rafael Perez Galindo, Rinalia Abdul Rahim, Ron da Silva, Rory Conaty, Sabine Meyer, Simon Jansson, Suzanne Woolf, Tatiana Tropina, Thomas Schneider, Vridson Acosta, Wisdom Donkor (41)

Legal Counsel: Holly Gregory, Ingrid Mittermaier, Michael Clark, Rosemary Fei, Steven Chiodini (5)

Observers and Guests: Elise Lindeberg, John Jeffrey, Taylor Bentley

Staff: Alice Jansen, Bernie Turcotte, Brenda Brewer, Grace Abuhamad, Karen Mulberry, Marika Konings, Nigel Hickson, Tarak Kamel, Theresa Swinehart, Yuko Green

Apologies: Steve DelBianco, Martin Boyle

Please let Brenda know if your name has been left off the list (attendees or apologies).

Transcript

- [Transcript CCWG ACCT_12 April.doc](#)
- [Transcript CCWG ACCT_12 April.pdf](#)

Recording

- The Adobe Connect recording is available here: <https://icann.adobeconnect.com/p7rdp317ku8/>
- The audio recording is available here: <http://audio.icann.org/accountability/ccwg-accountability-bylaws-12apr16-en.mp3>

Agenda

1. Opening Remarks
2. Second reading of question responses agreed on previous call
3. Resolution of remaining questions
4. Next Steps
5. AOB

Notes

These high-level notes are designed to help you navigate through content of the call and do not substitute in any way the transcript.

1. Opening Remarks (LS)

Phone only - Sebastien Bachollet, KArasteh. GShatan

2. Second reading of question responses agreed on previous call

- TBenJemaa - point to be added regarding 6 month delay in IRP. Lawyers should draft the appropriate language in the Bylaws to allow for the IRP process not completing in the 6 month window.

3. Resolution of remaining questions

- Clarification - do we need to define Root Zone - ASullivan - no need to. AGreenberg no issue with defining but need a confirmation that it will not interfere with ICANN contracting at the higher levels. MW the CCWG would prefer to not define but would request that the lawyers that this will not create significant risk if we do not.
- Q29A - nomcom board member removal is beyond the scope of the carve-out. BSchaefer - against for a number of reasons including that the GAC does not participate in the naming of nomcom candidates, also CCWG draft is silent on this and doing this would grant additional power to GAC. AG report is not silent on this as it says that the EC removes NC directors and the GAC is part of the EC. TBenJemaa it is included in report properly - no issue with recommendation as is. RMeijer supports AG and TBJ. JGannon - does not support GAC participating at this point from a procedural POV given they do not select. MW there is not a significant number opposing – recommendation in slides is supported.
- Q29B - All DPs in the EC participate in any EC decision to remove NC nominated director - no objection - recommendation in slides is supported.
- Q7 Interim Board Consulting with community - Lawyers suggest using same procedure as a rejection process - No objection - recommendation in slides is supported.
- AQ7 - EC chairs Council - "the role of the EC Chair's Council remain as ministerial as possible". HGregory full transparency of the EC decisions and of

the EC chair's council will ensure things always match up. David McAuley (RySG): should the ec chairs council be named in indemnification language?

HGregory should be covered but lawyers will check. CCWG welcomes the full transparency provisions. AG are the MEMBERS of the EC corporation the SO/ACs or the chairs? HGregory SO/ACs.. KArasteh against the use of Council. HGregory no strong feeling either way - secretariat would be fine.

GShatan - ICANN uses secretariat in many places but is not what is described here. Disagree with KA - no reason to stay away from Council - MW the

concept of the "council" is approved and the name is not critical and can be solved on the list.

- AQ14 - Section 1.1 (d) previous agreements - RFei - Issues were raised by ICANN legal which the CCWG lawyers agreed with. Re renewals Strategic Plan and Operating Plan are covered but cannot be grandfathered. MW the CCWG would like to see this in writing and want to avoid mission creep. ASullivan - Including by reference agreements which are not even yet written or docs which could be modified. We need to nail down what text will be included by reference - uncertain how to do this.. supported by JGannon. MW - we should include this point in our response to lawyers. HGregory there is a way to include that the plans cannot be changed without public consult and support. As to putting things in writing we do not have time. MW understand the timing issue. Could we arrange a specific call on this topic with all lawyers and community members that are interested in this topic. We cannot conclude on this topic until we feel more comfortable with the potential issues. HGregory we are available to answer questions. KArasteh - UN procedure supporting AS point. Will continue discussion and coordination with CWG.
- Q33 AQ5 - Mediation and community IRP - BBurr mediation in community IRP. In standard IRP a mediation type process gets automatically engaged. In a community IRP its more complicated. Parked for now - BBurr to discuss with lawyers.
- AQ12 - Mission vs Regulation - TR waiting on response from lawyers regarding BBurr proposed text - no movement since yesterday.
- AQ16 - Global Internet Community - take this offline and discuss on the list and close on the list (please see AS email).

4. Next Steps

- We will publish questions we have answered to lawyers.
- We will publish recommendation of answers as soon as they become available.
- We should aim to close our discussion in the next 24 hours.

5. AOB

- None

Documents

- Slides: [PowerPoint](#) | [PDF](#)
- [Answers from April 11 MW-BT- 2nd reading.pdf](#)

Adobe Chat

Brenda Brewer: (4/12/2016 06:15) Hello all and welcome to the CCWG Accountability Review of Draft Bylaws Meeting on 12 April 2016 @ 12:00 UTC! Please note that chat sessions are being archived and follow the ICANN Expected Standards of Behavior: <http://www.icann.org/en/news/in-focus/accountability/expected-standards>

Olga Cavalli - GAC Argentina: (06:44) Hi Tijani

Olga Cavalli - GAC Argentina: (06:44) HI Brenda

Brenda Brewer: (06:44) Hi Olga!

Olga Cavalli - GAC Argentina: (06:45) Dear Brenda do you know for how long this call is scheduled?

Brenda Brewer: (06:45) Scheduled for two hours, but should not need full time to my understanding.

Olga Cavalli - GAC Argentina: (06:46) thanks!

Bernard Turcotte Staff Support: (06:55) Good day all

Olga Cavalli - GAC Argentina: (06:55) Hi Bernie

Bernard Turcotte Staff Support: (06:57) Reminder to everyone to mute you mike if you are not speaking - thank you

cherine chalaby: (06:58) Hi everyone

Rosemary Fei (Adler Colvin): (06:59) Good morning, everyone.

Gary Hunt - UK Government: (06:59) Good afternoon from london!

Pär Brumark (GAC Niue): (06:59) Good Afternoon everybody!

David McAuley (RySG): (07:00) Good morning all

Mathieu Weill, ccNSO, co-chair: (07:00) Hello everyone

Becky Burr: (07:00) hello all

Thomas Rickert, CCWG Co-chair: (07:01) Hello all!

Lito Ibarra: (07:01) hello

Megan Richards: (07:01) Thomas is your microphone on ? someone is speaking German

Sabine Meyer (GAC - Germany): (07:01) Is that the Norwegians we're hearing?

Sabine Meyer (GAC - Germany): (07:02) :D

Thomas Rickert, CCWG Co-chair: (07:02) No, Megan. I am all by myself.

Thomas Rickert, CCWG Co-chair: (07:02) ...in my room that is.

Suzanne Radell (US GAC): (07:02) Hello everyone

Sabine Meyer (GAC - Germany): (07:02) So am I. Also: hello everyone.

Mathieu Weill, ccNSO, co-chair: (07:02) We're here with you Thomas

Megan Richards: (07:02) no Thomas - you are with all of us :-)

Athina Fragkouli (ASO): (07:02) hello all

Thomas Rickert, CCWG Co-chair: (07:02) :-)

Thomas Rickert, CCWG Co-chair: (07:02) I was waiting for that feedback :-)

Tatiana Tropina: (07:03) Hi all!

Sabine Meyer (GAC - Germany): (07:03)crickets....

Phil Buckingham: (07:03) good morning

Farzaneh Badiei: (07:05) hi

Leon Sanchez (Co-Chair, ALAC): (07:05) Hi Farzaneh! Welcome!

Farzaneh Badiei: (07:06) Thanks Leon :)

Bruce Tonkin: (07:08) Good evening all

Rosemary Fei (Adler Colvin): (07:10) Mathieu, you suddenly got extremely hard to hear

Rosemary Fei (Adler Colvin): (07:10) You're better now

Niels ten Oever: (07:10) very well

David McAuley (RySG): (07:10) i can hear ok

James Gannon: (07:11) Hi All

Bruce Tonkin: (07:11) We can hear you clearly Mathieu

Andrew Sullivan: (07:12) if we need to define that, we're in deep trouble

Bruce Tonkin: (07:12) We could always use Wikipedia

Bruce Tonkin: (07:13) "{mp to: navigation, search The DNS root zone is the top-level DNS zone in the hierarchical namespace of the Domain Name System (DNS) of the Internet."

Suzanne Woolf: (07:13) Please, no. Can we make the reference to ICANN's contractual relationship with TLD operators for its role? and not the supposed nature of the DNS?

Avri Doria: (07:13) Does one normally need to define the named objects in the world in contracts?

Chris Disspain: (07:13) from a legal point of view if you don't define then you leave the definition to others in the future when you are 'fighting a battle' to interpret the bylaws...not saying it's an issue but important to be aware

Becky Burr: (07:13) the Mission is limited. If it is not in the Mission, ICANN cannot do it.

James Gannon: (07:14) Quiet

Avri Doria: (07:14) very low volume

James Gannon: (07:14) Better

Farzaneh Badiie: (07:14) no, I don't think we should use Wikipedia definition! Wikipedia is not a credible source compared to other sources !

Bruce Tonkin: (07:14) Kepp talking ANdrew - we can hear you if you speak loudly

Edward Morris: (07:15) Agree with Andrew

Andrew Sullivan: (07:15) mobile app doesn't work :-) this is a technical matter. we can refer to RFCs I suppose, but I think this is risky

Andrew Sullivan: (07:15) what Suz said is better

Suzanne Woolf: (07:16) @andrew thanks just suggesting clarity about the basis of ICANN's contracting authority further down the tree.

Bruce Tonkin: (07:16) Or try RFC 1591

Bruce Tonkin: (07:16) In the Domain Name System (DNS) naming of computers there is a hierarchy of names. The root of system is unnamed. There are a set of what are called "top-level domain names" (TLDs).

Suzanne Woolf: (07:16) Happy to participate in an effort to find the way through

Suzanne Woolf: (07:17) But nec'y to include technical understanding as well as legal, please.

Andrew Sullivan: (07:17) The IETF defines this. not ICANN

James Gannon: (07:18) Agree with Andrew on that, its an area we need to be carefulw ith

Megan Richards: (07:18) is this something that will stand the test of time ?

Becky Burr: (07:18) Does IETTF have a standard definition?

Suzanne Woolf: (07:18) all-- I don't think defining "the root zone" is the right path here, but I think there is one.

Brett Schaefer: (07:18) As I posted to the e-mail:

Brett Schaefer: (07:19) I am opposed to this decision on Q29 for several reasons: 1. The GAC does not vote for NOMCOM directors, and should not have a vote in their removal.2. It is inconsistent with how the CCWG draft treats individual SO/ACs with respect to their appointed directors. The SO /ACs voting on NOMCOM directors should have similar exclusive authority over their removal. 3. The CCWG proposal is silent on this matter, we should not be inserting new powers for the GAC into the bylaws when they are not explicitly included in the CCWG draft. I am also opposed procedurally. On the Board removal of directors discussion, we were told that even though legally the EC had to approve the removals, that the CCWG draft was silent of this, so we could not create a new power for the EC that would infringe on Board powers in the current bylaws. Therefor the approval had to be a rubber stamp. Here, the CCWG proposal is silent on whether the GAC should have a vote on removing NOMCOM directors. The current bylaws specifically do not give t

Brett Schaefer: (07:19) The current bylaws specifically do not give the GAC any vote on the approval or removal of NOMCOM directors. But we are told that we must grant them such authority even though there is no legal requirement for it as we know from the power of individual SO/AC to remove their appointed directors. How are these two interpretations consistent? Either we add new powers for the EC on Board decisions to remove directors or we do not add new powers for the GAC on removing NOMCOM directors.

Andrew Sullivan: (07:20) @Becky: it's a result of a not-too-clear RFC. You really don't want to import that problem

jorge cancio (GAC Switzerland): (07:20) It's as simple as that the GAC is part of the EC, this is a EC power, hence the GAC is entitled to participate

Edward Morris: (07:20) I agree with Brett and am most worried about the procedural argument. We need to be consistent.

Lyman Chapin (SSAC): (07:20) As ICANN is not authoritative for any definition of "the root zone" it would be unwise for us to write a definition into ICANN's bylaws.

Pedro Silva - [GAC Brasil]: (07:21) Exactly, Jorge. It is a community power, hence the GAC shall participate on equal terms with other constituencies.

Rafael Perez Galindo (GAC SPAIN): (07:21) +1 Jorge

Becky Burr: (07:21) FWIW, the GAC does not participate in the NomCom - at least that is my understanding

Edward Morris: (07:21) That is correct Becky

Alberto Soto: (07:21) Hello all, sorry I'm late ...

Pedro Silva - [GAC Brasil]: (07:21) The power is given to the community, not to the GAC

Rafael Perez Galindo (GAC SPAIN): (07:22) Suzanne Radell explained it the other day already, since 2008 the GAC does not exercise the right to participate in the NonCom

jorge cancio (GAC Switzerland): (07:22) @Becky: here we discuss EC powers, not NOMCOM designation powers

Avri Doria: (07:22) 'Rubber stamped' is a rather derogatory way to express the specific constraint of a statutory power.

Becky Burr: (07:22) So, does the GAC actually want to participate in recall here? Not sure why it would when it has that ability now and does not exercise it.

Bruce Tonkin: (07:22) Note on hte nominating committee: non-voting liaison appointed by the Governmental Advisory Committee;

Becky Burr: (07:22) and is this just going to create issues in implementation

Becky Burr: (07:23) Bruce - they have that right but have not exercised it for years

Bruce Tonkin: (07:23) SO i read that as the GAC is a participant in the nominating committee but doesn't vote

jorge cancio (GAC Switzerland): (07:23) @Becky: the issue is clear: this is a EC power. The GAC is part of the EC

Becky Burr: (07:24) I hear you Jorge, but asking what this means for implementation realities

Rafael Perez Galindo (GAC SPAIN): (07:24) Becky,you are interpreting the report

Rafael Perez Galindo (GAC SPAIN): (07:24) +1 Alan

Rory Conaty [GAC - Ireland]: (07:24) I think Alan's comments are spot on.

jorge cancio (GAC Switzerland): (07:24) It means that no additional carving out is warranted by the ccwg report

Becky Burr: (07:24) this doesn't have anything to do with the carve out

Pedro Silva - [GAC Brasil]: (07:24) +1 Tijani, +1 Alan

David McAuley (RySG): (07:25) very feint

Keith Drazek: (07:25) Can't hear Roelof

Avri Doria: (07:25) The definiton of the carve out is quite specific about its area of application. We should not be stretching that beyond the definiton in the report.

Keith Drazek: (07:25) Totally agree, Avri.

jorge cancio (GAC Switzerland): (07:26) +1 Avri

Rafael Perez Galindo (GAC SPAIN): (07:26) +1 Avri

Keith Drazek: (07:26) But people need to stop using the term carve out where it does not apply.

Becky Burr: (07:26) I think that Alan is correct about what is in the report, and I really don't think anyone can rationally argue that this is covered by the GAC carve out

David McAuley (RySG): (07:26) could not hear it either

Julia Wolman GAC Denmark: (07:26) +1 Avri

Roelof Meijer (SIDN, ccNSO): (07:26) @Mathieu: I repeat my question here in the chat

Megan Richards: (07:26) agree with lawyers interpretation as mentioned by Jorge, Rafael, Avri, Julia etc

Becky Burr: (07:27) that said, I wonder how this will work out given the GAC's non-participation to date. but that is an aside

Mark Carvell GAC UK Government: (07:27) Agree with Jorge and Avri: need to stay with what the report states unequivocally.

Izumi Okutani (ASO): (07:27) Good point Avri I agree

Athina Fragkouli (ASO): (07:27) +1 Avri

Brett Schaefer: (07:27) Quite clearly, this would grant the GAC even another additional power versus the status quo in that it would grant the GAC power to remove individual NOMCOM directors.

Sabine Meyer (GAC - Germany): (07:28) As I understand the reason for non-participation is confidentiality re: the possible candidates, the decision in a recall of a known board member would be considerably different, Becky.

Becky Burr: (07:28) thanks Sabine

Sabine Meyer (GAC - Germany): (07:28) I hope it's actually correct :)

Roelof Meijer (SIDN, ccNSO): (07:28) @Mathieu/@Brett: Brett brought a lot of arguments for his disagreement with 29a. I would like to know if he disagrees with the assessment of the lawyers that: "removal of a single director does not constitute a challenge to the Board's implementation of GAC consensus advice"

Sabine Meyer (GAC - Germany): (07:29) And sorry for mixing up removal/recall.

Bernard Turcotte Staff Support: (07:30) Roelof hand?

Bruce Tonkin: (07:31) Just a thought - in terms of an interim board , I expect that Board members would be appointed over a period of time. WOULD the terms of new Board members take effect at the sme time?

Bruce Tonkin: (07:32) there are big differences usually in the time that different parts of ICNAN take to make a decision regarding Board members - but often periods of a year are not unusual.

Brett Schaefer: (07:32) @Roelof, since the Board can make decisions absent a single director, if it is a singular instance then I don't disagree. But if the Board removed multiple directors individually, then I would disagree.

Brett Schaefer: (07:33) Edit -- decisions, not decisions and instance, not instance

Roelof Meijer (SIDN, ccNSO): (07:34) @Brett: thanks for that clarification

David McAuley (RySG): (07:35) should the EC chairs council be named in indemnification language?

Rosemary Fei (Adler Colvin): (07:36) I believe they are covered

David McAuley (RySG): (07:36) Thanks Mathieu

Brett Schaefer: (07:36) @Roelof, the problem would, of course, be avoided if the EC had to affirmatively approve removals.

David McAuley (RySG): (07:37) Thanks Rosemary

Alan Greenberg: (07:38) EC Chairs group

Jorge Cancio (GAC Switzerland): (07:39) Alan's suggestion makes sense

Megan Richards: (07:39) Kavooss the bylaws have to be consistent with California non-profit corporate law - re Council any other word fine

Alan Greenberg: (07:39) For the record, I am private sector in the sense of not being government, but I am not a business commercial entity.

James Gannon: (07:40) +1 Alan EC CHairs Group

Keith Drazek: (07:40) I like thingamabob!

David McAuley (RySG): (07:40) +1 Keith

James Gannon: (07:40) ECCT =)

Mark Carvell GAC UK Government: (07:40) A "council" can simply denote a formally appointed administrative body - so seems ok to me.

Megan Richards: (07:40) I like anything beginning with EC - makes me think European Commission :-)

James Gannon: (07:40) I think any word works here

Alan Greenberg: (07:41) I sort of like the term "EC Chairs Party". Will we get little hats, horns and balloons?

Andrew Sullivan: (07:41) sorry

Jorge Cancio (GAC Switzerland): (07:41) learning a lot of English here (<http://www.urbandictionary.com/define.php?term=thingamabob>)

Andrew Sullivan: (07:41) accident. dropped my phone :-)

Sabine Meyer (GAC - Germany): (07:41) I prefer thingamajig and now wonder if there's varying regional use...

Andrew Sullivan: (07:42) I think "mumblefratz", perhaps

David McAuley (RySG): (07:42) Good distinction @ Sabine - in either case we might capitalize the T

Alan Greenberg: (07:42) @Sabine, we would then have to debate how to spell it. Thing-a-Ma-Jig?

Lyman Chapin (SSAC): (07:42) Or in keeping with the admonition at the bottom of the slide, "EC Chairs Ministerium"

Tatiana Tropina: (07:42) +1 to Greg.

Alan Greenberg: (07:43) IN ICANN, secretariat is VERY much a staff function, not the principals.

Jorge Cancio (GAC Switzerland): (07:43) although the secretariat is actually the one running the show :P

Jorge Cancio (GAC Switzerland): (07:44) (irony intended)

James Gannon: (07:44) Hmm I will dial in instead

Tatiana Tropina: (07:44) James, dial in, you sound is terrible :)

James Gannon: (07:44) I was saying lets just get 3/4 options from Holly and do a doodle poll. Simple solution

Mark Carvell GAC UK Government: (07:45) Jorge: are you referring to the GAC?

Andrew Sullivan 2: (07:46) No, I think that's quite right

Andrew Sullivan 2: (07:46) Thanks

Becky Burr: (07:48) only the Strat/Ops plan existing today are grandfathered

Becky Burr: (07:49) not just approved - ICANN has been operating under this plan

Andrew Sullivan 2: (07:49) I see that I'm indeed wrong about (F), so thanks for the clue-bat

Becky Burr: (07:50) what is a clue-bat?

Andrew Sullivan 2: (07:50) you hit people with it to give them a clue :)

Becky Burr: (07:50) ahha

Sabine Meyer (GAC - Germany): (07:50) Thought of that as a "clue stick". Learning some unexpected things today :)

Andrew Sullivan 2: (07:51) also clue-stick. I think a clue-bat is slightly bigger

David McAuley (RySG): (07:53) better

Bruce Tonkin: (07:53) Much better Andrew

James Gannon: (07:55) That's exactly my concern the unilateral action

Alan Greenberg: (07:56) Standard practice to refer to a document with a revision number or date.

Mathieu Weill, ccNSO, co-chair: (07:56) ok James, we've got that for our response

Becky Burr: (07:56) just use today's date as opposed to October 1

Becky Burr: (07:56) for strat/ops plan

James Gannon: (07:56) Cool thanks Matthieu

Andrew Sullivan 2: (07:57) It's not just those plans, though, that I'm worried about -- some of these agreements aren't written

Bruce Tonkin: (07:57) There will be a new op plan budget approved around June/July.

Rosemary Fei (Adler Colvin): (07:57) The October 1, 2016, date is in brackets because if you prefer, we could put in an earlier date. Today, perhaps? Your choice.

Andrew Sullivan 2: (07:57) And some of them refer to counterparties that don't exist yet

Samantha Eisner: (07:57) The implementation plan that is being worked through includes opportunities for public review or comment on the various agreements that are referenced, including the ASO SLA, the ICANN-PTI Contract, the RZMA agreement, etc. These are not items that will be subject to unilateral change

Andrew Sullivan 2: (07:57) @Bruce: I know. That's part of why I'm worried :)

Bruce Tonkin: (07:57) For strategy though we could just use the current strategy that can't be changed prior to new bylaws coming into effect.

James Gannon: (07:57) Incorporating by reference documents that are subject to community review I'm ok with, unilateral contracts not so much

Andrew Sullivan 2: (07:58) The ICANN-PTI contract is effectively unilateral, since ICANN is the only member of PTI

James Gannon: (07:58) +1

Rosemary Fei (Adler Colvin): (07:58) You could have different "as of" dates for different documents.

Andrew Sullivan 2: (07:58) And I don't know what to do if these agreements turn out to be inconsistent with one another

Bruce Tonkin: (07:58) What's an example of a unilateral contract James?

James Gannon: (07:59) ICANN-PTI contract.

James Gannon: (07:59) ICANN is essentially the party on either side of the contract

Bruce Tonkin: (07:59) Ah OK - thanks for the example.

James Gannon: (08:00) The others I may not like but can be more sure of

Rosemary Fei (Adler Colvin): (08:00) PTI will be a subsidiary of, but still a separate legal entity from, ICANN

Rosemary Fei (Adler Colvin): (08:01) The grandfathered documents are 'as of' a specific date. It's a snapshot, it does not change.

Brett Schaefer: (08:01) Yes, but until PTI stands up it is ICANN staff doing the work. Would ICANN legal negotiate the terms of the contract for both ICANN and PTI?

Samantha Eisner: (08:01) @James, ICANN is working closely with the community to develop the SLEs that will be part of the ICANN-PTI contract. These are not terms that ICANN is coming up with on its own. We are also building into the Bylaws protections for how that PTI contract can be amended

Andrew Sullivan 2: (08:01) @Rosemary: I get that. But since PTI is under ICANN's control, it would be possible for the two sides of that agreement to say, "ICANN can impose controls on any name in the DNS for any reason," for instance

David McAuley (RySG): (08:01) yes

jorge cancio (GAC Switzerland): (08:02) yep

Andrew Sullivan 2: (08:02) and that would be incorporated as an officially ok item under this provision

Rosemary Fei (Adler Colvin): (08:02) WE can hear you multiple times. Echo

Andrew Sullivan 2: (08:02) and so on

Athina Fragkouli (ASO): (08:02) ASO may have an opinion on this. It would be safer though to have a concrete proposed text in place before we express an opinion

David McAuley (RySG): (08:02) But not now

Bruce Tonkin: (08:02) One approach that the registrar agreement uses - is that it describes the key terms that must be in an agreement between the registrar and the registrant. The registrar has flexibility in the agreement with the registrant - but the key terms are specified. A similar approach could be used I guess with some agreements referenced in the bylaws.

Mathieu Weill, ccNSO, co-chair: (08:02) sorry for the echo

James Gannon: (08:02) Sam happy to see the bylaws protections around the contract that may allay some of my worries. Not trying to spread FUD just genuine concerns

Samantha Eisner: (08:08) Here's Section 16.3 proposed for the ICANN Bylaws:

James Gannon: (08:10) I recommend people read the email, its quite comprehensive

Tijani BEN JEMAA: (08:11) dropped

Samantha Eisner: (08:11) Apologies, it's far too long to paste here, but what that provision does is set out a commitment that many portions of that agreement will be material and will require consent prior to amendment

James Gannon: (08:13) <http://mm.icann.org/pipermail/accountability-cross-community/2016-April/011958.html>

Rosemary Fei (Adler Colvin): (08:13) Counsel have not yet had an opportunity to go through Andrew's email, but we are appreciative of it, and plan to do so and address the use of terms. However, to the extent terms fall outside the Proposal, i.e., in pre-existing bylaws, we have no ability to edit or clarify those.

Andrew Sullivan 2: (08:14) @Rosemary: yeah, good point

Andrew Sullivan 2: (08:14) I think I noted when I raised this the first time that the problematic cases were all new

Andrew Sullivan 2: (08:14) but I didn't check that last night

Rosemary Fei (Adler Colvin): (08:15) Understood, Andrew. We will look at everything, and address what we can.

Andrew Sullivan 2: (08:15) yep, thanks

Andrew Sullivan 2: (08:16) Thanks all

Andrew Sullivan 2: (08:16) bye

Gary Hunt - UK Government: (08:16) Good afternoon from London!

Sabine Meyer (GAC - Germany): (08:16) good bye

NIGEL HICKSON: (08:16) thanks

Avri Doria: (08:16) bye and thanks for the efficient meetings

Pär Brumark (GAC Niue): (08:16) Thx!

Cheryl Langdon-Orr (CLO): (08:16) bye

Alberto Soto: (08:16) Thanks, bye!

jorge cancio (GAC Switzerland): (08:16) bye and thanks!

Greg Shatan: (08:17) Hello and goodbye!