

CCWG/Board Dialogue Meeting (02 September @ 22:00 UTC)

Attendees:

Members: Alan Greenberg, Becky Burr, Cheryl Langdon-Orr, Izumi Okutani, James Bladel, Jonathan Robinson, Jordan Carter, Julie Hammer, Leon Sanchez, Mathieu Weill, Pär Brumark, Robin Gross, Samantha Eisner, Sébastien Bachollet, Steve DelBianco, Suzanne Radell, Thomas Rickert, Tijani Ben Jemaa (18)

Participants: Alissa Cooper, Andrew Sullivan, Anne Aikeman-Scalese, Avri Doria, Carlos Raul Gutierrez, Chris LaHatte, David Einhorn, David McAuley, Farzaneh Badii, Greg Shatan, James Gannon, Jonathan Zuck, Jorge Cancio, Kavouss Arasteh, Keith Drazek, Mark Carvell, Matthew Shears, Nigel Roberts, Olivier Crepin-LeBlond, Paul Szyndler, Phil Buckingham, Philip Corwin, Seun Ojedeji, Simon Jansson, Steve Metalitz, Tom Dale, Tracy Hackshaw (27)

Board Members: Asha Hemrajani, Bruce Tonkin, Cherine Chalaby, Chris Disspain, Erika Mann, Fadi Chehade, Ganzalo Navarro, George Sadowsky, Jonne Soininen, Markus Kummer, Mike Silber, Ram Mohan, Rinalia Abdul Rahim, Steve Crocker, Suzanne Woolf, Thomas Schneider, Wolfgang Kleinwachter (17)

Legal Counsel: Edward McNicholas, Greg Colvin, Holly Gregory, Ingrid Mittermaier, Michael Clark, Rosemary Fei

Guests: Alex Deacon, Alexandra Dans, Amy Stahos, Annaliese Williams, Ariel Liang, Barbara Wanner, Brad White, Cathy Handley, Craig Ng, David Conrad, David Payne, Dev Anand, Elise Gerich, Emily Pimentel, Gordon Chillcott, James Cole, James Baskin, Jamie Hedlund, Jim Prendergast, Joe Catapano, Kate Wallace, Kevin Espinola, Larry Strickling, Marika Konings, Michelle Bright, Miriam Sapiro, Nora Abusitta, Paul Kane, Ron Andruff, Ron da Silva, Saller Costerton, Sam Dickinson, Scott Harlan, Stephen Deerhake, Susanna Bennett, Tarek Kamel, Tyler Compton, Vinciane Koenigsfeld, Xavier Calvez

Staff: Alain Durand, Alice Jansen, Bernie Turcotte, Berry Cobb, Brenda Brewer, Grace Abuhamad, Hillary Jett, Kim Carlson, Laena Rahim, Megan Bishop, Theresa Swinehart

Apologies: Martin Boyle, Alice Munyua

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

Transcript

- [Transcript CCWG_Board Meeting_2 Sept 2015.docx](#)
- [Transcript CCWG_Board Meeting_2 Sept 2015.pdf](#)

Recordings

- The Adobe Connect recording is available here: <https://icann.adobeconnect.com/p1c9h62xu0c/>
- The audio recording is available here: <http://audio.icann.org/gnso/gnso-ccwg-acct-02sep15-en.mp3>

Proposed Agenda

1. Welcome and opening remarks
2. Board presents its comments and suggestions on the overall proposal
3. Walk through sections of the report where necessary
4. Discussion of the transitional phase
5. Outlook, next steps and closing remarks

Notes

CCWG/Board Dialogue Call

2 September at 22:00 UTC

Steve presented **introductory remarks**: <http://mm.icann.org/pipermail/accountability-cross-community/2015-September/005160.html>.

Chris outlined a **CCWG-Accountability Proposal Delivery Framework** (see email here: <http://mm.icann.org/pipermail/accountability-cross-community/2015-September/005161.html>)

1. Develop Fundamental Bylaws and Process for Modification (including ICANN's Mission and Core Values; AOC reviews; Budget and Ops and Strat Plans and process for Fundamental Bylaws)
2. IRP (2013 Standard of Review; commitment to work on IRP)
3. Expand Reconsideration Process

4. Establish new Multistakeholder Enforcement Mechanism (MEM) (challenges against Board action on fundamental Bylaws; binding arbitration process funded by ICANN)
5. Community is involved in developing of Bylaws changes, and budgets, op plans and Strat plans
6. Board Removal/Recall (pre-service letters)
7. Bring AOC reviews into Bylaws
8. Fulfill ICG Contingencies
9. Institutionalize in Bylaws the current practice of Board/GAC consultation requirement used only over consensus advice
10. Identify and commit to a process for defining continuous improvement work how the Board will consider those recommendations

Comments and questions:

- What are some unintended consequences? Capture is a big one.
- How are Board proposals tested or better than the CCWG proposal? The Board doesn't propose a change to governance structure
- Enforceability is not sole reason for membership. There was motivation for legal person and binding outcome as well
- The 10-point proposal covers all elements of the CCWG proposal without the membership model for enforceability. Instead, the Board proposes a Multistakeholder Enforcement Mechanism.
- Kavouss: under existing structure, the community has no power. The Board is trying to maintain this power and using NTIA as an excuse.
- Fadi: The Board is embracing community powers and accepting binding arbitration Board is not rendering judgement on the Membership model.
- Board will move to membership model if not possible to do all the community requirements in current model.
- There is a need for the CCWG to understand what the weaknesses of its proposal are and why the Board proposal is better
- One weakness with the model is that the exact membership hasn't been defined yet within the sole member model
- Anything perceived by the US as an increase in government role will not be accepted.
- The CCWG does not agree and understand why a shift is needed.

Actions and next steps:

1. Board to provide detailed proposals in writing to the CCWG. Would be beneficial if this could come with legal analysis as well as rationale and any prior work on the impact analysis of the Board's implementation proposal.
2. Then, the CCWG will certify a request for its lawyers to review this proposal and check for CCWG and CWG requirements
3. In the CCWG remit to consider what parts of the proposal need to be taken on board while remaining an open process where Board will remain engaged.
4. The lawyers (ICANN, Sidley, Adler, and Jones Day) should start a dialogue to review the Board proposal.

Do we want to schedule any more calls or small group interactions or a F2F? Before the CCWG decides on this, the CCWG needs to understand the Board's comments better.

Public statement for reporters?

- We can acknowledge that there was constructive dialogue
- The CCWG is willing to understand what Board's recommendation is
- We need to make sure the statements today do not overturn or prematurely compromise the CCWG's work to date

The Board will endeavor to get comments into the Public Comment Forum ASAP.

Questions

This is a repository for questions submitted via the chat (labeled <QUESTION>). This list includes unanswered questions and is intended to help facilitator s navigate through questions.

- 1 - Is the Board specifying those types of By-Laws which it feels are the only By-Laws that can be identified as "fundamental"? (Anne Airman-Scalese)
- 2 - The Board's list of points aren't related to any criticism, in law or operation, of the CCWG's proposal. Should we treat them as a re-write, and guess the problems they are trying to tackle? Or is some other approach proposed? (Jordan Carter)
- 3 - I'm supportive of a more critical based approach, as Jordan implied. What problems are we trying to solve with each of these recommendations? (Jonathan Zuck)
- 4 - Could you please clarify whether the proposals being introduced are a way forward - i.e., an interim approach - or intended to implement the recommendations of the 2nd draft report (Becky Burr)
- 5 - We need specific questions from the Board and not general and partial comments. Like public comments we need precise comment oneach item. Does the Board wish to stick to the current model and make some cosmetic changes to the process? (Kavouss Arasteh)
- 6 - Does proposed "Steady State" on IRP reflect the Mission, Commitments, and Core Values proposal from the CCWG? (Becky Burr)
- 7 - Does the Board agree that bylaws should be amended to: 1) limit ICANN's mission; and 2) to require a bottom-up process for new policies? (Steve Del Bianco)
- 8 - What do see as the challenges to the single member model and how does the arbitration recommendation mitigate those challenges while preserving enforceability? (Jonathan Zuck)
- 9 - What is the MS Enforcement Model (MSEM) and how does it differ from the Sole Member model in the CCWG Proposal? (Greg Shatan)
- 10 - Absent membership structure, is Board legally permitted to share authority (and make enforceable) with respect to the community powers? (Becky Burr)
- 11 - Assuming the binding arbitration is enforceable in court, what legal entity would be used by the community to bring that action? (Greg Shatan)
- 12 - For Jordan: In particular it is worth noting that to enforce an arbitration decision, you need legal personality. So we are back to needing a membership model, or the complex unincorporated association model we moved away from due to real and legitimate community concern. (Jonathan Zuck)
- 13 - Without Membership, can the board legally agree to binding arbitration that might generate a decision that goes against the board's? (Steve Del Bianco)
- 14 - The board has expressed a number of concerns over the powers that would be afforded to the community via a membership style model, and the perceived risks of such a system. How does the board reconcile thee concerns with the fact these mechanisms are in use in other corporate governance structures across both US based corporations and indeed other international organisations with complex missions and goals. (James Gannon)

15 - Without Membership, can the board legally agree to binding arbitration that might generate a decision that goes against the board's Fiduciary Duty to the Corporation? (Steve Del Bianco)
Membership organizations are fairly common. What are the unintended consequences you are referring to specifically? (Greg Shatan)
16 - Does the Board have a legal opinion that the proposal provides actual enforceability? That would appear to go against all of the advice the CCWG has received for months. How can you share authority on matters within fiduciary scope without a membership model? (Becky Burr)
17 - Chris, what do you believe are the features of the membership that are undecided, and this create alleged risks? (Greg Shatan)
18 - Does the Board oppose having the GAC be a voting body in the Sole Member? (Anne Aikman-Scalese)
19 - Is it understood from the comments made so far that the board does not wish to have any actual or real changes but just to maintain the status quo (Kavouss Arasteh)

20 - Given the need for structural reform to create practical accountability is far more important than the IANA transition, how about implementing the reforms and postponing the transition? (Jonathan Zuck)

21 - Can you elaborate on the "political lines" that the Community Proposal crosses, and how the Board's Alternate Proposal addresses these? (James Bladel)

22 - When the MEM proposal indicates consensus of the community, who does that include? (Avri Doria)

23 - Perhaps there is more details in the MSM on how to get around the legal personality. By the way What's Sidney saying about all these? (Seun Ojedeji)

24 - The membership model was not merely chosen for enforceability purposes. It was also chosen so that the member would have the requisite relationship to the Board under law to review and veto budget and strategic plan and also to approve or veto bylaws. . How did you nonetheless conclude this was only about enforceability? (Greg Shatan)

15 - Is ICANN (absent membership model) legally permitted to agree irrevocably and in advance that it will submit to binding arbitration? That seems FAR more radical than what is proposed in the 2nd Draft Proposal. (Becky Burr)

26 - Can the Board please be specific as to the nature and identity of these "unintended consequences" that keep being referred to? (Philip Corwin)

27 - Is the Board saying that it is against the proposed Sole Member structure?!!! (If so, that is not remotely in accordance with "bottom up" policy making. (Anne Aikman-Scalese)

28 - If the community disagrees with the board's position and sends the CCWG report in the current form to the board for approval, will the board veto the CCWGs work as it stands? (James Gannon)

29 - Do you have a legal opinion that a California court will hear the claim of a "non-legal person"? (Greg Shatan)

30 - Fadi, how can you make that commitment - the Board cannot commit to binding arbitration in this manner to the best of our knowledge. (Becky Burr)

31 - How would the "contract" that ICANN will not challenge standing of the non-legal person, be enforced, if courts will not hear a claim from a body that lacks legal personhood? (Greg Shatan)

32 - Can the Board share the legal opinion that a body without a legal personhood can contract as to standing and enforce a contract in court to not challenge standing? (Greg Shatan)

33 - What is the Board proposing for the way forward, what is the timing, and how can we possibly meet the necessary timeline? (Becky Burr)

34 - Why is the Board now saying we are "changing the model"? Isn't that phrase deceptive? Aren't we saying the current model creates the ability to render the community and the Board more accountable? (Anne-Aikman Scalese)

35 - The CCWG Proposal sees recourse to courts as a last resort, if the Board does not acquiesce to the action of the Sole Member. How did the Board come to the conclusion that the court was the first resort? (Greg Shatan)

36 - ENFORCEMENT OF WHAT FADI? you have not said that the Board agrees, for example, with the Mission, Commitment, and Core Values statement? (Becky Burr)

37 - What is really wrong with the CCWG proposal? Are we using NTIA as a scapegoat and a reason to reject what the community developed on a bottom-up basis? (Anne Aikman Scalese)

38 - What are the specific gaps identified by the Board or its counsel in the CCWG proposal? (Greg Shatan)

39 - If legal discussion reveals that their proposal can't achieve the requirements, will the Board withdraw them? (Jordan Carter)

40 - Greg Asked, What are the specific gaps identified by the Board or its counsel in the CCWG proposal, and I (farzaneh) am asking how the board has ensured that it will overcome these gaps by its recommended models? (Farzaneh Badii)

NOW CLOSED

Documents Presented

[Bruce Tonkin email.pdf](#)

Chat Transcript

Grace Abuhamad: Hi all -- welcome to the CCWG/Board Dialogue call. When submitting a question, please start with a <QUESTION> and end with a "</QUESTION>". Text outside these quotes will be considered as part of "chat" and will may not be brought to the facilitators attention. Please note that the chat transcript will be posted as part of the public archive for the call.

kavouss Arasteh:Hi Grace

kavouss Arasteh:It is midnight here.

kavouss Arasteh:A very anoying window

Grace Abuhamad:Hi Kavouss

kavouss Arasteh:The chair oir co-chairs are kindly requested to invite speakers to talk slowly, clearly and separate syllabus one from another

kavouss Arasteh:The co chairs should remind the speakers to talk slowly ,clearly and separting syllabus from one to another .

Leon Sanchez (Co-chair ALAC):hello everyone!

Jim Prendergast:are there also dial in numbers for this or is Adobe Connect the only venue? thanks

Mathieu Weill, ccNSO, co-chair:Hello everyone !

Cheryl LangdonOrr:hi all

Simon Jansson:Hello!

Jonne Soininen:Hello everyone!

Bernard Turcotte Staff Support:hello all

Stephen Deerhake:Greetings all.

nigel hickson:Good evneing from Paris

Avri Doria:no voice capabilty. i need full AC audio

Mathieu Weill, ccNSO, co-chair:Hey Nigel, we should have met in the same bar...

Chris LaHatte:Kia ora from New Zealand

Suzanne Radell (GAC):Greetings all

Ram Mohan:greetings

Rosemary Fei (Adler Colvin):Waiting to get into phone line

Gonzalo Navarro:Hello everyone

Leon Sanchez (Co-chair ALAC):Hello Gonzalo!

Avri Doria:oh, i see the rules now. lovely.

cherine chalaby:Hi everyone

Leon Sanchez (Co-chair ALAC):Hello Cherine

Rinalia Abdul Rahim:Hello CCWG.

Leon Sanchez (Co-chair ALAC):Hello Rinalia

Thomas Rickert, CCWG Co-Chair:Hello all!

Ram Mohan:looks like a bit of a queue to get into the conf. call, waiting on the operator

Asha Hemrajani:Good morning all

Leon Sanchez (Co-chair ALAC):Please mind the directions to be able to speak on the upper left corner of your screen

Cheryl LangdonOrr:OK Grace thanks

jorge cancio (GAC Switzerland):Hi all

Steve Crocker:Hello, everyone

Avri Doria:yes a tighty controlled board call.

Jordan Carter (.nz, WP1 rapporteur):Hi all.

Alan Greenberg:Will we also be able to speak over the bridge? I was told listen only.

Greg Shatan:How will we be able to hear loud typing then?

Leon Sanchez (Co-chair ALAC):LOL Greg

Ram Mohan:@Greg LOL

Leon Sanchez (Co-chair ALAC):Also no roosters in this call Greg :(

Philip Corwin:Global greetings to all

Grace Abuhamad:You can speak over the bridge as well Alan. The line wil be unmuted when you raise your hand

Avri Doria:take the humanity out of the AC room. makes it sterile. A control freaks delight.

Mathieu Weill, ccNSO, co-chair:@Greg: as a presenter I can do it

Jordan Carter (.nz, WP1 rapporteur):I'll do my best for some audio entertainment - am stuck at an airport for the whole call.

Chris Disspain:So Alan...leave your hand permanently raised ;-)

Bruce Tonkin:I think I am on the clal - but I can't hear any audio yet.

Jordan Carter (.nz, WP1 rapporteur):there's nothing to hear, Bruce.

Asha Hemrajani:Good morning Bruce, same here

Bruce Tonkin:Ah - I can now hear sound

Rinalia Abdul Rahim:I hear Thomas and his echo.

Asha Hemrajani:Ah just heard Thomas

Alan Greenberg:You should just have heard something. Not sure what it was!

Greg Shatan:Mathieu, merci mille fois (and a shaynem dank)

kavouss Arasteh:Thomas

Ram Mohan:Steve Crocker says he's trying to speak but can't be heard...

Avri Doria:so this is a Board call where we are guests? using te question method.. again lovely.

Brenda Brewer:Steve's line disconnected

Steve Crocker:We seem to be having audio problems. Apologies. I am dialed in but can't be heard yet :)

Alan Greenberg:AVri, my take was that protocol was for those who choose to ask question via text chat.

Greg Shatan:We can also raise our hands and will be able to use audio when called upon.

kavouss Arasteh:Let us not discuss protocol

Avri Doria:why not, we haven't started yet?

kavouss Arasteh:If someone has question he or she could raise hand and once given the signal speaks

Avri Doria:it puts us in our place.

Bruce Tonkin:Same for Board members as well Avri.

Leon Sanchez (Co-chair ALAC):That is correct Kavouss

Bruce Tonkin:We only have Steve Crocker and Chris Disspain, along with Mathieu, Leon and Thomas as presenters so far

Steve DelBianco [GNSO - CSG]:I'll get right on that new Stress Test, Steve!

Greg Shatan:We would have to put our hands up in order to have our laughter heard.

Michele Neylon:lol

Mathieu Weill, ccNSO, co-chair:The AC room has a "laughter" status

Keith Drazek:The Board endorsing the goal of enforceability is a welcome statement.

Cheryl LangdonOrr:thanks Chris

Jonathan Zuck (IPC):Especially Chris

Holly Gregory (Sidley):It sounds like Steve is reading a statement. Is it possible to put it up so we can follow? Audio is very low.

Rosemary Fei (Adler Colvin):<QUESTION> May we have a copy of Steve's text? </QUESTION>

Jordan Carter (.nz, WP1 rapporteur):The pace is OK now, thanks for slowing down Steve.

Jordan Carter (.nz, WP1 rapporteur):It would be good to mail your note around the list.

Chris Disspain:working ont it guys...

Bruce Tonkin:I have just mailed Steve's note to the mailing list.

Keith Drazek:Thanks Bruce

Rosemary Fei (Adler Colvin):Thank you.

kavouss Arasteh:< QUESTION> Could steve kindly give one or two example s of those so-called " unintended consequences"p

Philip Corwin:Thanks Bruce. Received at this end.

Grace Abuhamad:All -- @Rosemary -- here is the link to Steve's text as sent around by Bruce :<http://mm.icann.org/pipermail/accountability-cross-community/2015-September/005160.html>

Anne Aikman-Scalese - IPC Member:Does it sound as though the Board objects to Sole Member seeking injunctive relief and/or having financial reserves for enforcement purposes?

Anne Aikman-Scalese - IPC Member:QUESTION: Is the Board specifying those types of By-Laws which it feels are the only By-Laws that can be identified as "fundamental"? QUESTION

Jordan Carter (.nz, WP1 rapporteur):Once again, there are texts being read - can this one be circulated too?

Steve DelBianco [GNSO - CSG]:and we need to see the pre-2013 Standard of Review.

Becky Burr:is there a text that compares this new proposal to the CCWG proposal?

Steve DelBianco [GNSO - CSG]:but wait, "substantive" basis for review requires a standard of review with substantive teeth. That's what CCWG has attempted to develop

Jordan Carter (.nz, WP1 rapporteur):a dense presetnation of alternatives to the CCWG's proposal from the Board like this isn't going to allow for a meaningful discussion on this call.

kavouss Arasteh:Why these texts were not made available for study my CCWG even few hours vago?

Anne Aikman-Scalese - IPC Member:OK - maybe they are suggesting binding arbitration rather than court enforcement mechanism for Sole Member?

Becky Burr:I am unclear - is this an interim proposal or a proposal for a steady state going forward?

Keith Drazek:I suggest we listen to the Board's fully presentation before jumping to any conclusions or rushing to judgement.

Keith Drazek:full presentation, sorry

Mike Silber:thanks Keith

Becky Burr:Mike - still question for understanding while listening. Is this a proposal for an interim approach or a final approach?

Mike Silber:Steve: <https://www.icann.org/resources/pages/bylaws-2013-04-12-en#IV.3>

Anne Aikman-Scalese - IPC Member:Is Board specifying limited grounds for removal of Directors? "Special community rationale"

Anne Aikman-Scalese - IPC Member:"Opportunity to defend oneself" from removal. Is that consistent with what the CCWG has been discussing?

Anne Aikman-Scalese - IPC Member:QUESTION - Is status of GAC advice to Board and corresponding By-Law a "fundamental by-law" or not a "fundamental By-Law"? QUESTION

Jordan Carter (.nz, WP1 rapporteur):Anne: yes, it is.

Jordan Carter (.nz, WP1 rapporteur):(on the 'opportunity to defend' point.)

Grace Abuhamad:When submitting a question, please start with a <QUESTION> and end with a "</QUESTION>". Text outside these quotes will be considered as part of "chat" and will may not be brought to the facilitators attention. Please note that the chat trancript will be posted as part of the public archive for the call.

Anne Aikman-Scalese - IPC Member:Thanks Jordan!

Bruce Tonkin:I have sent a summary of Chris's points to the mailing list - to help follow. THere is alot of points being made here -= and we don't have a live transcript which makes it hard to follow.

Becky Burr:multi-stakeholder enforcement mechanism intended as alternative to community IRP (I'm listening Mike, just a question)

Bruce Tonkin:Our final view will be posted to the public comment forum - taking into account the outcomes of this call.

Grace Abuhamad:Here is the archived link of Chris' comments that Bruce sent to the CCWG list: <http://mm.icann.org/pipermail/accountability-cross-community/2015-September/005161.html>

jorge cancio (GAC Switzerland):there is in fact a lot of info to digest!

Jonathan Zuck (IPC):one by one

kavouss Arasteh:Any answer or comments to the questions bnneds to be carefully analized by CCWG

Jordan Carter (.nz, WP1 rapporteur):<question>The Board's list of points aren't related to any criticism, in law or operation, of the CCWG's proposal. Should we treat them as a re-write, and guess the problems they are trying to tackle? Or is some other approach proposed?</question>

Grace Abuhamad:Good suggestion @Chris. Working on that now

Anne Aikman-Scalese - IPC Member:great idea Chris!

Alice Jansen:You all have scroll control

Becky Burr:could you please clarify as to whether the proposal from the Board is an interim proposal or a way of fully implementing the recommendations of the 2nd draft report?

Jonathan Zuck (IPC):I'm supportive of a more critical based approach, as Jordan implied. What problems are we trying to solve with each of these recommendations?

tylercompton:I'm so confused, is this instead of the single member thingie?

Avri Doria:tyler, i beleive it is.

Jim Prendergast:Becky and others - remember the rules - "When submitting a question, please start with a <QUESTION> and end with a "</QUESTION>". Text outside these quotes will be considered as part of "chat" and will may not be brought to the facilitators attention.

Jim Prendergast:hate to see good questions get disregarded

Grace Abuhamad:Apologies -- we are fixing this

Jonathan Zuck (IPC):<QUESTION>I'm supportive of a more critical based approach, as Jordan implied. What problems are we trying to solve with each of these recommendations?</QUESTION>

Grace Abuhamad:A few people lost their audio line. Please inform the hosts if you have lost your audio connection

Becky Burr:<QUESTION> Could you please clarify whether the proposals being introduced are a way forward - i.e., an interim approach - or intended to implement the recommendations of the 2nd draft report

Asha Hemrajani:I have lost the audio connection

tylercompton:wasn't asking a question for call, just confused. thanks Avri for sraightening me out

jorge cancio (GAC Switzerland):guess we would need is a clear summary table of where the Board agrees, where it disagrees, where it presents alternatives and what is the rationale in each case

Jim Prendergast:scorecard

Cheryl LangdonOrr:a number of lines got dropped including Chairs

Grace Abuhamad:@Asha -are you back on audio? Can you hear?

Asha Hemrajani:@grace yes in now, thanks

Bruce Tonkin:Thomas this is just a summary of high level points. The high level point is that the Board agrees with the concept of fundamental bylaws and that the mission and core values should be part of these. The Board hasn't had a line by line discussion of each proposed change to the mission and core values

Steve DelBianco [GNSO - CSG]:But Bruce, the key is that we have new Mission and Core Values that limit ICANN mission, and require bottom-up policy development. We need to know if the board objects to those standards of review

Jordan Carter (.nz, WP1 rapporteur):I've had a brief read of Chris's memo. The points made amount to a very substantial set of changes to the CCWG's proposal. I won't apologise for any errors or omissions in the analysis, due to the time available for doing it. Welcome feedback or clarity.

kavouss Arasteh:< question>

kavouss Arasteh:We need specific questions from the Board and not general and partial comments

kavouss Arasteh:Like public comments we need precise comment on each item

matthew shears:It would have been more useful for the Board's concerns to have been made alongside the relevant points in the CCWG proposal - a side by side of sorts

kavouss Arasteh:Question

kavouss Arasteh:Does the Board wish to stick to the current model and make some cosmetic changes to the process

Philip Corwin:A suggestion for the sake of necessary clarity: As Jones Day has provided a very detailed critique of the CCWG proposal, perhaps the Board can indicate in writing ASAP which of the proposed JD suggested changes it does or does not support.

Farzaneh Badi:I am very confused. I support Mathieu's comment. It is difficult where they agree and where they disagree

Bruce Tonkin:OK - @Steve DelBianco . I will make sure that in final comments that we specifically address any suggestions regarding mission and core values. I think at a high level I am not seeing any objection to the principle of being clear on ICANN's mission and supporting bottom up policy development

Izumi Okutani (ASO):I support Mathieu's suggestion - it would be helpful to understand what needs to be addressed

kavouss Arasteh:Some board members were with us throughout the entire period and they have never ever raised such comments they made this early morning

kavouss Arasteh:Question

Bruce Tonkin:@Kavouss this is an outcome of discussions in the Board in the past week.

kavouss Arasteh:Is the board in favour of status quo as they were from the very beginning

Jonathan Zuck (IPC):yes

Becky Burr:<QUESTION> does proposed "Steady State" on IRP reflect the Mission, Commitments, and Core Values proposal from the CCWG?

jorge cancio (GAC - Switzerland):may staff please pick up this suggestion?: guess we would need is a clear summary table of where the Board agrees, where it disagrees, where it presents alternatives and what is the rationale in each case

kavouss Arasteh:CCWG needs to carefully examine the question if they are made against each provision and paragraph of the proposal

Jordan Carter (.nz, WP1 rapporteur):A number of calls dropped again

kavouss Arasteh:Question

kavouss Arasteh:Chris you said lack of details

kavouss Arasteh:Pls identify the areas on which you want more details

Steve DelBianco [GNSO - CSG]:<QUESTION> Does the Board agree that bylaws should be amended to: 1) limit ICANN's mission; and 2) to require a bottom-up process for new policies?

Alice Jansen:When submitting a question, please start with a <QUESTION> and end with a "</QUESTION>". Text outside these quotes will be considered as part of "chat" and will may not be brought to the facilitators attention. Please note that the chat transcript will be posted as part of the public archive for the call.

kavouss Arasteh:Chris

kavouss Arasteh:You have had this opportunity to ask questions during the last 8 months

Jonathan Zuck (IPC):<QUESTION>What do you see as the challenges to the single member model and how does the arbitration recommendation mitigate those challenges while preserving enforceability?</QUESTION>

Jordan Carter (.nz, WP1 rapporteur):violations of all bylaws need to be addressable -- and without a membership structure, it isn't enforceable.

Calos Raul:Woops, wrong time. I guess I did mistake the time

Bruce Tonkin:No - the Board is not in favour of status quo. The intent of Chris's comments was to indicate that we are actually supportive of change. We support the increase of community powers, and support ensuring these are enforceable.

Jordan Carter (.nz, WP1 rapporteur):that's why we ended up at the model.

Greg Shatan:<QUESTION> What is the MS Enforcement Model (MSEM) and how does it differ from the Sole Member model in the CCWG Proposal? </QUESTION>

Becky Burr:<QUESTION> Absent membership structure, is Board legally permitted to share authority (and make enforceable) with respect to the community powers? </QUESTION>

Bruce Tonkin:At the beginning of the call Steve noted: "The proposal contains important improvements for ICANN's accountability. In principle, we support enhancements to ICANN's accountability, as reflected in the four building blocks of an empowered community, the ICANN board, principles, and independent appeals mechanisms"

Philip Corwin:Excellent question, Becky

Greg Shatan:<QUESTION> Assuming the binding arbitration is enforceable in court, what legal entity would be used by the community to bring that action? </QUESTION>

James Gannon:With respect to time for that was during the multistakeholder deliberations that have occurred over the last number of months, coming in at the end of the process with a totally separate solution is not a participatory response but a top down suggestion.

Jordan Carter (.nz, WP1 rapporteur):In particular it is worth noting that to enforce an arbitration decision, you need legal personality. So we are back to needing a membership model, or the complex unincorporated association model we moved away from due to real and legitimate community concern.

Jonathan Zuck (IPC):+1 Jordan. This is well trod ground

Farzaneh Badii:So the board agrees that the community should be empowered but they don't like the way we have come up with a mechanism for empowerment.

Jordan Carter (.nz, WP1 rapporteur):In respect of Becky's most recent question above, the answer is "no" - it would be a deviation from the principle of fiduciary duties owed under the law.

Jonathan Zuck (IPC):<QUESTION> For Jordan: In particular it is worth noting that to enforce an arbitration decision, you need legal personality. So we are back to needing a membership model, or the complex unincorporated association model we moved away from due to real and legitimate community concern.</QUESTIO>

Jim Prendergast:didn the board freeze the FY15 budget for a few months last year? the proposed process is much shorter.

Jonathan Zuck (IPC):Jim remember how to submit a question <g>

Steve DelBianco [GNSO - CSG]:<QUESTION> Without Membership, can the board legally agree to binding arbitration that might generate a decision that goes against the board's

Jordan Carter (.nz, WP1 rapporteur):I have tried to provide a concise summary comparing what is in the note on screen to the CCWG's proposal. It is on the email list and it is i <http://mm.icann.org/pipermail/accountability-cross-community/2015-September/005162.html>

Philip Corwin:Having this very substantial proposal for major changes aired while there is still an open comment period on the current CCWG proposal is very disconcerting. How is this conversation going to be integrated with the CCWG's consideration of all other comments?

James Gannon:<QUESTION> The board has expressed a number of concerns over the powers that would be afforded to the community via a membership style model, and the perceived risks of such a system. How does the board reconcile these concerns with the fact these mechanisms are in use in other corporate governance structures across both US based corporations and indeed other international organisations with complex missions and goals. </QUESTION>

Steve DelBianco [GNSO - CSG]:<QUESTION> Without Membership, can the board legally agree to binding arbitration that might generate a decision that goes against the board's Fiduciary Duty to the Corporation?

Greg Shatan:In a nonprofit corporation, the members (even a sole member) sits above the Board in significant ways. In a non-membership situation, there is no such shift. That is clearly troublesome.

Jordan Carter (.nz, WP1 rapporteur):Irrecoverably troublesome.

Chris Disspain:Philip...Board will lodge this as comment along with all the others

Farzaneh Badii:how is this suggested system complete?

Greg Shatan:<QUESTION> Membership organizations are fairly common. What are the unintended consequences you are referring to specifically? </QUESTION>

Farzaneh Badii:there are so many ambiguity in the so called MEM the board is suggesting

Philip Corwin:That's good Chris. I presume the formal comment will contain much greater detail as well as fleshing out reasons for concerns.

Becky Burr:<QUESTION> Does the Board have a legal opinion that the proposal provides actual enforceability? That would appear to go against all of the advice the CCWG has received for months. How can you share authority on matters within fiduciary scope without a membership model? </QUESTON>

Anne Aikman-Scalese - IPC Member:So the Board is against the GAC exercising 5 votes in the Sole Member model?

Chris Disspain:yes Philip...we did n't want a blow up like when we lodged the impact questions at end of last comment

kavouss Arasteh:Question

Chris Disspain:this call is an attempt at a heads up and a collegial way forward

Greg Shatan:</Question> Chris, what do you believe are the features of the membership that are undecided, and this create alleged risks? </QUESTION>

matthew shears:Please provide specificities as to why the current model will not be adequately implemented to satisfy NTIA by the time of transition.

Anne Aikman-Scalese - IPC Member:QUESTION: Does the Board oppose having the GAC be a voting body in the Sole Member? QUESTION

Jordan Carter (.nz, WP1 rapporteur):It may not have intended to be an alternate proposal, but it is one.

Jordan Carter (.nz, WP1 rapporteur):The changes are too fundamental and material to be treated as anything else.

James Gannon:It is clearly an alternate proposal. Im sorry but that is unambiguous

Chris Disspain:appreciate your opinion Jordan

Greg Shatan:I still have no sense of what this MSEM is..... Anybody clear about this?

Jordan Carter (.nz, WP1 rapporteur):Notwithstanding the fact that I personally agree with some of them. That's not the point. It's been months of multistakeholder deliberation that has led to the current proposal.

kavouss Arasteh:Is it understood from the comments made so far that the board does not wish to have any actual or real changes but just to maintain the status quo

Farzaneh Badii:I agree James . this is clearly an alternate proposal

Jordan Carter (.nz, WP1 rapporteur):Chris: I hope you said that with a smile.

Anne Aikman-Scalese - IPC Member:@Matthieu - Agree we need to listen to the Board and Fadi and hear them out - it is just not very clear what exactly they are saying.

Farzaneh Badii:how is this MEM not a change in the governance mechanism, or how sure are you that its application does not require a change in the governance

Jordan Carter (.nz, WP1 rapporteur):I've tried to compare the Board's core proposals with the CCWG proposal in a very brief way - would appreciate review by Board members, staff, all of you, and mistakes identified - <http://mm.icann.org/pipermail/accountability-cross-community/2015-September/005162.html> or see the ccwg-acct email list.

Seun Ojedeji:@Greg MEM seem to be CMSM that is not based on membership

Lori Schulman:They agree with the proposal just want to substantively change it. It is a confusing message.

Alice Jansen:When submitting a question, please start with a <QUESTION> and end with a "</QUESTION>". Text outside these quotes will be considered as part of "chat" and will may not be brought to the facilitators attention. Please note that the chat transcript will be posted as part of the public archive for the call.

Jonathan Zuck (IPC):<QUESTION>Given the need for structural reform to create practical accountability is far more important than the IANA transition, how about implementing the reforms and postponing the transition?</QUESTION>

Jordan Carter (.nz, WP1 rapporteur):Seun: and that change changes the whole possibility of the proposal working.

Farzaneh Badii:I totally support Mathieu's questins

James Bladel:<Q> Can you elaborate on the "political lines" that the Community Proposal crosses, and how the Board's Alternate Proposal addresses these? </Q>

Philip Corwin:+1 Jonathan

Farzaneh Badii:but how can you be so sure that there is no need of governance structure .

Farzaneh Badii:*change in governance structure

Philip Corwin:The current model has been tested -- and the community has found it in need of substantial reform.

Jordan Carter (.nz, WP1 rapporteur):the community proposal doesn't cross any real political lines, but a proposal that doesn't have real enforceable accountability sure will.

James Gannon:+1 Phil

Anne Aikman-Scalese - IPC Member:@Chairs: Suggest Board be provided with copy of the chat in order to expedite clarity in relation to their upcoming written public comments.

Jordan Carter (.nz, WP1 rapporteur):Binding arbitration doesn't work - the community can't enforce it because it has no legal personality under the Board's proposal.

Becky Burr:Chris, that is not even remotely accurate

Jordan Carter (.nz, WP1 rapporteur):And in any case without a member existing, the Board is not allowed to deviate from its fiduciary duties.

James Gannon:So has the board discounte the role of the IRP

Keith Drazek:I've heard the Board say they support the community powers and support enforceability through binding arbitration and California courts. We clearly need more detail to be able to assess what's being proposed as an adjustment or alternative, particularly around standing, etc.

Avri Doria:<question> when the MEM proposal indicates consensus of the community, who does that include? <Question>

Jordan Carter (.nz, WP1 rapporteur):There is no point in having a discussion founded on misunderstandings of the law and the situation.

Steve DelBianco [GNSO - CSG]:Please, let's raise the level of detail required to challenge our proposal, or to propose an alternative. We are at the stage where well-researched and detailed statements are required. This is not the time for blue-sky brainstorming

James Gannon:Which we specifically gave jurisdiction in those matters

Farzaneh Badii:I feel like we are back to when we started ccwg !

Jonathan Zuck (IPC):Ctrl-Alt-Delete

Avri Doria:we kind of are. Take 3!

Becky Burr:@Fadi - entirely different situation

Seun Ojedeji:@Jordan perhaps there is more details in the MSM on how to get around the legal personality. By the way <QUESTION> Whats Sidley saying about all these"</QUESTION>".

Greg Shatan:<QUESTION> The membership model was not merely chosen for enforceability purposes. It was also chosen so that the member would have the requisite relationship to the Board under law to review and veto budget and strategic plan and also to approve or veto bylaws. . How did you nonetheless conclude theis was only about enforc3eability.? </QUESTION>

Jordan Carter (.nz, WP1 rapporteur):It doesn't give the enforceability. What Fadi is saying right now is simply wrong - the MEM does not do that. The community's goal is not achieved.

Becky Burr:<QUESTION> Is ICANN (absent membership model) legally permitted to agree irrevocably and in advance that it will submit to binding arbitration? That seems FAR more radical than what is proposed in the 2nd Draft Proposal. <QUESTION>

Greg Shatan:I love you, you're perfect, now change.

Seun Ojedeji:@Greg, whats the distinction you are making. Isn't veto on budget, strat et all enforceability?

James Gannon:The boards 10 points do not meet the ICG and likely not the CWG requirements.

Avri Doria:Greg, isn't that a perfect marriage?

kavouss Arasteh:Thomas

Becky Burr:or the worst, Avri

Mathieu Weill, ccNSO, co-chair:@Avri : we NEED a prenup !

jorge cancio (GAC - Switzerland):I definitely think that any rationale debate requires that we are all provided, with enough time, with a comparison between CCWG and Board approaches, where there is agreement, where disagreement and alternatives and the rationales for it...

Anne Aikman-Scalese - IPC Member:What I am hearing is this: (1) The Board does not want the GAC to participate as a voting member of the Sole Member, (2) the Board does not want court enforcement by the Sole Member until after a mandatory and binding arbitration process (3) the Board wants to make certain that directors have a strong chance (via arbitration) to protest their removal. (Don't know if this is a correct summary but would appreciate clarification from the Board.)

James Gannon:Mathieu thats essentially what the board is proposaing, a prenup to recognise the SO/ACs in enforcing binding arbitration, which is not actual enforcement.

Seun Ojedeji:@Farzaneh we have been back once in the past, although this particular one can be quite painful

Jordan Carter (.nz, WP1 rapporteur):It would be far easier to treat this as an alternative proposal and for the Board to make it as such. That would be cleaner because it would force the Board to confront the contradictions between their poroposal and the CCWG's. It would also require teh Board to ensure their proposal was internally coherent.

Farzaneh Badii:well you agree with principles but not with our mechanisms.. and I don't know if I were dreaming or if we were working on mechanisms for the past god knows how many months.

kavouss Arasteh:We are not on equal footing as we have to just listen to unilateral statements of the Board in a general way without being able to ask clarification on those comments which jumping from one point to other points

matthew shears:+ 1 Jordan

Jonathan Zuck (IPC):Mattieu, I think this proposal IS a prenup. It's all about the board being about to unravel the reform later. Read carefully. ;)

Mathieu Weill, ccNSO, co-chair:Too late for me to read carefully

Philip Corwin:Question} can the Board please be specific as to the nature and identity of these "unintended consequences" that keep being referred to?] QUESTION

Jordan Carter (.nz, WP1 rapporteur):standing etc isn't a techincal issue. It is a fundamental issue as to who has a say.

Jim Prendergast:+ 1 on phils question

Farzaneh Badii:@Seun at least that was because of the community comments, I don't know what to call this set back.

Anne Aikman-Scalese - IPC Member:QUESTION: Is the Board saying that it is against the proposed Sole Member structure?!!! QUESTION (If so, that is not remotely in accordance with "bottom up" policy making.

kavouss Arasteh:We have heard the Board ,s questions we need to also receive rational for each concerns

Jordan Carter (.nz, WP1 rapporteur):Anne: Yes, they have been explicit on that.

kavouss Arasteh:Then we need to carefully study and reply to that

James Gannon:A simple question, <QUESTION> If the community disagrees with the boards position and sends the CCWG report in the current form to the oard for approval, will the board veto the CCWGs work as it stands?</QUESTION>

Greg Shatan:Greg Shatan: <QUESTION> Do you have a legal opinion that a California court will hear the claim of a "non-legal person"? <QUESTION>

Jordan Carter (.nz, WP1 rapporteur):The model the Board has outlined in the memo on screen, absolutely cannot deliver the CWG's requirements.

Becky Burr:<QUESTION> Fadi, how can you make that commitment - the Board cannot commit to binding arbitration in this manner to the best of our knowledge. Question

Greg Shatan:<QUESTION> How would the "contract" that ICANN will not challenge standing of the non-legal person, be enforced, if courts will not hear a claim from a body that lacks legal personhood?</QUESTION>

James Gannon:No we are not.

Greg Shatan: Standing is of the essence to this proposal. Without it, the MSEM is dead in the water.

Greg Shatan: That is a misleading reduction of the Single Member Model.

Kavouss Arasteh: The statement made by Fadi is very relevant and fundamental to be answered

James Gannon: The co-chairs need to make it clear that we as the community feel that this is a rewrite of our work, the community has come to a consensus and this is in the opinion of I would think may here an attempt to change the work of the CCWG to the boards liking in a top down manner

Keith Drazek: I thought it was "except for" the budget and strat plan veto powers.

Avri Doria: btw, not all questions are making it into the open questions panel. even if bracketed by <question>

matthew shears: It is a necessity Fadi - and it should be alongside the CCWG proposal

matthew shears: side by side

Greg Shatan: <QUESTION> Can the Board share the legal opinion that a body without a legal personhood can contract as to standing and enforce a contract in court to not challenge standing? </QUESTION>

Farzaneh Badii: So a mechanism that was developed by the bottom up multistakeholder process is reviewed and changed by the board.

Becky Burr: <QUESTION> What is the Board proposing for the way forward, what is the timing, and how can we possibly meet the necessary timeline?

Anne Aikman-Scaless - IPC Member: QUESTION: Why is the Board now saying we are "changing the model"? Isn't that phrase deceptive". Aren't we saying the current model creates the ability to render the community and the Board more accountable? QUESTION (I don't see how the CCWG proposal changes the model and that appears to me to be a rather pejorative phrase

Jonathan Zuck (IPC): substantiated claims for limitations of the single member model, recommended changes and how those recommendations address the problems. Easy.

Farzaneh Badii: it is a complete rewrite. they are changing the model that we have been discussing for so long.

Greg Shatan: What's so scary about the Membership Model?

Avri Doria: well to be honest the Board did reserve to itself the ability to reject the accountability outcome.

Philip Corwin: Perhaps the Board's proposed approach should be put out for a separate public comment.

Becky Burr: @Avri - I rest my case

Farzaneh Badii: well rejection is one thing, re-writing what we came up with is another

Seun Ojedeji: @Greg the USD figures perhaps

Avri Doria: and while being delivered in a velvet glove, this does appear to be such a rejection.

James Gannon: Got it on one Avri

Jordan Carter (.nz, WP1 rapporteur): no, it didn't Avri - it said it would pass the proposal on to NTIA as it would with the Names proposal/ ICG

matthew shears: It was my understanding that such comments were supposed to have been made as the model progressed - not a fundamental revision in the end game

Avri Doria: no, that is the CCWG proposal, this one they reserved the right, though did say they would work it out with us.

James Gannon: +1 Matt

Greg Shatan: It's clearly not a negotiation. Not quite sure what it is, however.

Bruce Tonkin: Hell @Avri - at this stage the Board is interesting in exploring an alternative to the single member model that meets the objectives of enforcing the community powers. I thinking is that it will be simpler and doesn't have unintended consequences. It is up to the community to decide whether they support that model.

Farzaneh Badii: yes Matt, as Kavouss said where have they been for the past 8 months

Avri Doria: Becky, if we accept their new model, we can meet the deadline, the answer to that one seems simple.

Bruce Tonkin: @ matthew we are responding to the send draft of the report - the sole member model has been fleshed out since the face-to-face meeting in Paris, and the Board has been considering the proposal as articulated in the CCWG draft. SO I think this is part of giving feedback along the way.

Becky Burr: @avri - how do we have the authority to do that under our charter?

Greg Shatan: <QUESTION> The CCWG Proposal sees recourse to courts as a last resort, if the Board does not acquiesce to the action of the Sole Member. How did the Board come to the conclusion that the court was the first resort? </QUESTION>

Avri Doria: Becky, no idea, and I am not suggesting it, just saying that that is one way to meet the deadline.

Jonathan Zuck (IPC): Let's not get lost in the process by which the board came up with this and simply deal with the proposal and finding of difficulties. This is fine to do now but we have a lot more to understand.

Farzaneh Badii:I find this even insulting. we worked on various models with the help of many lawyers for a long time, and the board has spent a couple of hours and believes it has come up with a more viable model

Grace Abuhamad:All -- here is a compiled list of all ICANN Board input on the processes : <https://www.icann.org/resources/pages/board-input-stewardship-accountability-2015-07-10-en>

James Gannon:Fadi we are not in agreement, I'm sorry but that is clear.

Greg Shatan:I think we need to have this advice be reviewed by our independent counsel post haste.

Jonathan Zuck (IPC):We need agreement on the challenges before that as well as the notion that these challenges are addressed by these recommendations

Becky Burr:QUESTION ENFORCEMENT OF WHAT FADI? you have not said that the Board agrees, for example, with the Mission, Commitment, and Core Values statement??

Jordan Carter (.nz, WP1 rapporteur):There is no agreement - the language the Board has used suggests the desire for a different set of outcomes.

James Gannon:And no let's not let the technical people go off and fix it, we have spent months fixing it to the consensus satisfaction of the community

Becky Burr:I think that if NTIA has a problem with the model, it should speak directly

Anne Aikman-Scalse - IPC Member:QUESTION: What is really wrong with the CCWG proposal? Are we using NTIA as a scapegoat and a reason to reject what the community developed on a bottom-up basis? QUESTION

Jonathan Zuck (IPC):well, without reservation other than the budget strategy plan powers

Jordan Carter (.nz, WP1 rapporteur):Fadi that's been our goal. Our proposal does deliver that: the simplest possible approach to delivering the needs. The Board's counterproposal, developed in haste and in isolation, does not do so.

James Gannon:Jonathan, and enforceability and director removal and a host of other things

Greg Shatan:<QUESTION> What are the specific gaps identified by the Board or its counsel in the CCWG proposal?</QUESTION>

Jim Prendergast:4 different models shows community willingness to compromise.

Jordan Carter (.nz, WP1 rapporteur):+1 -- we have been through a number of models. What has to happen is whatever model we come to, has to meet the requirements

Jordan Carter (.nz, WP1 rapporteur):On the info presented by the Board so far, the alternatives they are suggesting don't meet that

Greg Shatan:We did not in fact come to those determinations of legal persona....

Philip Corwin:I find it concerning that statement keeps being made that NTIA wants it "simple" --NTIA has said that transition must be accompanied by enhanced accountability that is SUPPORTED BY COMMUNITY

Greg Shatan:The Member was expressly going to establish its legal persona within the requirements of the law.

Jordan Carter (.nz, WP1 rapporteur):so <QUESTION> If legal discussion reveals that their proposal can't achieve the requirements, will the Board withdraw them?</question>

Farzaneh Badii:<QUESTION> Greg Asked, What are the specific gaps identified by the Board or its counsel in the CCWG proposal, and I (farzaneh) am asking how the board has ensured that it will overcome these gaps by its recommended models?</QUESTION>

Jonathan Zuck (IPC):@Alan, I guess if they write them down for NTIA, they can write them down for us

Avri Doria:it's true that each of the SO and AC and SGs and Cs can gain a legal persona if they wish to. And I am not sure that the Board has a role in those actions if they so decided in a bottom up manner.

Jordan Carter (.nz, WP1 rapporteur):Alan, the legal advice is useful.

Becky Burr:@ Alan - what's "this"?

James Gannon:No Alan that is then top down decision making. Which is the antithesis of what we have been working to.

Avri Doria:so if the ACSO want the ability to sue they can just become legal personae.

Farzaneh Badii:Recommending this alternative model to what ccwg came up with is a top down approach. I don't think even discussing this model with the community is the correct approach.

Alan Greenberg:Becky, was not watching so don't know when you sent that message. If you can give me context, I will try to reply.

Avri Doria:i think the board does have the ability, and the right, to propose alternatives. and we need to consider them.

Philip Corwin:NTIA has expended way too much political capital supporting MSM to reject a proposal that is produced by MSM

Jordan Carter (.nz, WP1 rapporteur):gotta leave the room, will be on phone

Grace Abuhamad:Thanks @jordan

Alan Greenberg:@Phil, I suspect that is true *IF* they believe that it is a rock-solid proposal.

Avri Doria:re NOW CLOSED: still did not catch them all, but you got a good sample.

Farzaneh Badii:Avri, so we need to consider this new model ?

Philip Corwin:@Alan. Nothing is rock solid. The US Constitution was once an untested model.

Avri Doria:Farzi, I think we need to. Especially since it will come as a comment and we need to consider all comments.

Steve DelBianco [GNSO - CSG]:not just Legal aspects, Chris. Becky brought up many Historical aspects too

Greg Shatan:If you take the legs out of a table,you end up with a board.

Avri Doria:And if people go back and check the conditions we are working under, we need to reach closure with the board on the accountability proposal.

Becky Burr:TIMING???

Farzaneh Badii:ok so we have to consider this (yet another model) with independent legal advice, and call for public comment.

Avri Doria:Greg: double entendre?

Grace Abuhamad:All -- the queue for questions in chat is now closed. If you want to speak your question, please raise your hand

Avri Doria:a Board is a table without legs?

Philip Corwin:This is not something to be worked out between the lawyers. This is for community to decide after receiving input from the lawyers.

Greg Shatan:Chris, wants to take the legal enforceability question out of today's discussion. Legal enforceability is/are the legs upon which both proposals stand. Take away the legs, you're left with the board.

James Gannon:Yes we are a well informed and supported community, we are big boys and girls let's not denigrate the collective intelligence that has produced this proposal.

Greg Shatan:Just listen to the nice people from Jones Day. They will get you your day in court, even if you are a non-person in the eyes of the law.

Steve DelBianco [GNSO - CSG]:+1 James. We (CCWG) have looked at this proposal from all sides, in light of community requirements. We may not have described our proposal as well as we should. But we know what we want

Avri Doria:Philip, agree, but we need to confirm the legal facticity of the MEM proposal

Greg Shatan:A replacement, more than a suggestion....

Avri Doria:Greg, isn't our personhood our decision? can't we become persons tomorrow if we wish?

Philip Corwin:@Avri. Agree. But that will chew up more time. No problem, as NTIA can extend IANA through 2019.

Avri Doria:but if suing is the enforcement mechanism, then each subunit of the ACSO can become persons.

Becky Burr:becoming persons is irrelevant if we don't have authority Avri

Greg Shatan:We did explore what it would take to make an AC or SO into a legal person. It's not so simple, and not without its own consequences.

Farzaneh Badii:+ 1 James. we have had great legal advice, many qualified volunteers that worked on this. I am not sure how the board can just suggest a new model spontaneously.... and say it fills the gaps !

Avri Doria:Greg, I understand, but in light of this new reality, we may need to reconsider that.

Farzaneh Badii:what reality Avri?

Avri Doria:the new proposal on the table.

Seun Ojedeji:Yeah it seems the board has a way around this that may not have been explored

James Gannon:Seun, with respect we explored this, multiple times, in detail.

Farzaneh Badii:The board has suggested nothing new that we have not discussed already

James Gannon:+1 Kavouss

Farzaneh Badii:we carefully considered every option.

Farzaneh Badii:+1 Kavouss

Avri Doria:the Board claims that binding arbitration is possible. we thought it wasn't. what is the case?

kavouss Arasteh:grace I AM INTERRUPTED

Jonathan Zuck (IPC):Again, with a number of notable exceptions

kavouss Arasteh:PLS TRY TO PUT ME BACK ON LINE

Greg Shatan:Best case interpretation: The Board does not believe it is in the best interests of ICANN to adopt the membership model and the IRP, and that it will not be acceptable to the NTIA. Worst case interpretation: The Board does not want to be trumped.

Alan Greenberg:We have come up with MULTIPLE ways of giving legal personhood to individual SO/ACs and to the group under the community mechanism. Just because we might not use the latter as a "member" does not negate the legal personhood.

Steve DelBianco [GNSO - CSG]:With all due respect, Fadi. that's not what we're hearing today. We are nowhere near 100% alignment on the details that matter

James Bladel 2:I think we just said goodbye to a 2016 transition.

kavouss Arasteh:DEAR GRCA

Alan Greenberg:@Greg, I heard that they agree with the IRP but are also proposing an alternative for community enforcement.

kavouss Arasteh:MY LINE IS INTERRUPTED

James Gannon:James, I agree, this is a blocker to te transition in my opinion

Farzaneh Badii:Yes it is one thing to agree on principle, and another thing to come up with a mechanism that weakens that principle!

Grace Abuhamad:Are you still on the phone kavouss?

Grace Abuhamad:We are dialing baack to you

kavouss Arasteh:I AM INTERRUPTED

Grace Abuhamad:Ok we are dialing back to you @Kavouss

kavouss Arasteh:PLS DIAL ME AGAIN

Calos Raul:.)

Grace Abuhamad:Yes sir! Dialing :)

Alan Greenberg:AUDI to listen is still on adobe

Leon Sanchez (Co-chair ALAC):Staff will dial back to you Kavouss

Anne Aikman-Scalese - IPC Member:COMMENT: I think that if the Multi-Stakeholder Model were thought to be functioning in an accountable manner prior to this date, then there would have been no reason for this CCWG to exist. The reason the CCWG exists is because the community and those outside the community thought accountability was lacking. That suggests a need to change., but now the Board seems to be saying "we don't really need to change."

Becky Burr:BUT WHAT IS THE TIMING??

Grace Abuhamad:Kavouss is back on the phone

Alan Greenberg:@Baecky, I asked that but all of my questions seem to have been deep-sized.

Alan Greenberg:sixed

matthew shears:Can the Board be more explicit as to why it thinks the current model does not meet NTIA's criteria?

Becky Burr:@ Steve - then someone needs to put that on the table - because that is not consistent with the advice we have received or the advice that Jones Day has provided for 15 years

Robin Gross [GNSO - NCSG]:when do we get these details? Like about enforcement.

Farzaneh Badii: I would like to know that too Matt

kavouss Arasteh:What is that legal possibility which works under the existing situation without creating CMSM?

James Gannon:So in essence the board believes that its wisdom is greater than the collective work of the community. Im sorry but thats if anything demeaning to the work that the community has put in

Chris Disspain:Robin...ver soon

Avri Doria:hmmm, first this proosal was not a proposal, now this change that was just a tweak is a fundamental change in the mechanism. i get confused.

Chris Disspain:very, even

Becky Burr:but wait, the community developed the sole membership - isn't it incumbant on the board to say why that is not workable??

matthew shears:+ 1 Becky

kavouss Arasteh:Why none of the Board has even referred to such possibilty that steve is talking about

Becky Burr:hte community is charged with creating the mechanism

kavouss Arasteh:?

Grace Abuhamad: @Kavouss did you have your hand raised to speak?

James Gannon: Becky, that doesn't seem to matter anymore

Farzaneh Badii: So we need to know : Why sole member model is not workable, why board's proposal is workable.

kavouss Arasteh: CCWG is open to receive full description of that possibility in a written form

Becky Burr: we have absolutely no evidence of that Steve, and it is not consistent with any legal advice we have received

Greg Shatan: Can the Chairs please request the legal advice that has been referred to several times, that they can create legal enforceability without a sole member equal to that with a member? Please???

Mathieu Weill, ccNSO, co-chair: @Greg: noted, yes

Leon Sanchez (Co-chair ALAC): ---COMMENT--- Can we have that opinion you refer to Chris? ---COMMENT---

Greg Shatan: Next, we will be turning lead into gold.

Farzaneh Badii: Yes Becky. This is inconsistent with the legal advice we got. Unless some magic has happened the past two weeks that we are unaware of.

kavouss Arasteh: CCWG is welcoming to receive the full description of the possibility that Steve was talking about with full legal validity

Becky Burr: Presumably Jones Day has provided this advice, like their matrix, in writing?

Greg Shatan: A detail without which the plan does not work.

Anne Aikman-Scalese - IPC Member: I recall some discussions along these lines in the meetings in Argentina. It strikes me that when the CCWG considered these observations now being made, it did not take up these suggestions. There were a few in Argentina who said - hey, it's working and we trust the Board and let's not monkey too much with the existing structure. However, that is not the basis on which the CCWG moved forward. The CCWG apparently developed a consensus otherwise.

Philip Corwin: @Greg - I want to see that memo

Greg Shatan: Don't need "detail." Just a simple answer.

kavouss Arasteh: The ball is in the camp of the Board

kavouss Arasteh: It the Board which kindly required to provide full description of their model with all legal validity

Greg Shatan: Not solely to provide enforceability. Does anyone in the CCWG believe that the sole purpose of the member model was to provide enforceability.

Mark Carvell GAC - UK Govt: MSEM: Grateful if Board could say more about how the MSEM succeeds over Single member model in avoiding operationalising the role of governments.

Steve DelBianco [GNSO - CSG]: No, Greg. We also wanted several other powers that Membership would bring

kavouss Arasteh: There is no alternative method as only the Board name that possibility without describing it

James Gannon: No Greg

kavouss Arasteh: We need full details of that possibility

Greg Shatan: Until this "detail" is resolved, it is a deus ex machina.

Becky Burr: Not only do we not understand how enforceability is achieved, we need to understand how we can possibly substitute an alternative model for the community developed model when no one has said what the problem with the community developed model is

Becky Burr: Over what time period Chris?

Jonathan Zuck (IPC): +1 Becky

kavouss Arasteh: The Board, so so-called possibility is totally unclear and vague

Greg Shatan: The Transubstantiation Department at Jones Day is hard at work on their advice.

James Gannon: Does the board think that Jones Day can create this model before Dublin, which is in 45 days

Becky Burr: @ Greg - we need to talk;)

Matthew Shears: The Board first has to substantiate its claims as to why the current proposal is not adequate

kavouss Arasteh: CCWG has worked very hard for months and now it is the time that the Board start to work and provide us with its model?

Philip Corwin: But, I ask again, what is "the process" going forward? We have an open comment period on a specific Community proposal -- and now we also have this in some parallel universe.

Farzaneh Badii:Yes Phil.

Farzaneh Badii:that's very true

Greg Shatan:I don't think the Board can promise that their proposal delivers when it has critical gaps (being called "details"). The legal opinion is a key to this even being a viable proposal.

James Gannon:So what in California law has changed then

Becky Burr:agree greg

Farzaneh Badii:yes James. as I said some magic has happened

Jonathan Zuck (IPC):stop going to the hands. it's not a way to jump the line of questions

Farzaneh Badii:we are unaware of

Avri Doria:i expect that as chairs you will authorize the CCWG legal advisers to investigate the claims.

Farzaneh Badii:Avri, yes we need that

Mathieu Weill, ccNSO, co-chair:Of course Avri

Farzaneh Badii:oh I thought this fills the gaps that our model didnt!

Becky Burr:IF SO FADI - why are you proposing a final (as opposed to interim) alternative??

James Gannon:This is the rock upon which the transition is built, without this we dont have a transition.

Becky Burr:these slogans are not helpful

Greg Shatan:Now that we are going into deeper waters, we need a boat.

matthew shears:These accountability enhancements and powers are essential to the transition

Steve DelBianco [GNSO - CSG]:In what ways is Membership transforming ICANN from a Car to a Boat? I ask only for a few specifics

Becky Burr:when and how Fadi - that is absolutely NOT what has been said on this call

James Bladel 2:To Fadi's point, I think some are uncomfortable taking the "car" to the new destination (post-transition).

Farzaneh Badii:I am in a state of confusion, first we were told that it is not an alternative, then we were told this fills the gaps, then now we are hearing that this model is not superior . I am in a state of confusion.

James Gannon:We are moving from a left hand drive car to a right hand drive car. Not a Boat.

Jonathan Zuck (IPC):that's easy @Steve. with the member model it's likely to stay afloat but without it, it's likely to sink...;)

Greg Shatan:Let's not forget that the foundational documents of ICANN contemplate that it could be a membership organization.

Avri Doria:a car is driven by an engine - the Board. A boat is driven by the wind that is the community will.

Greg Shatan:The community believes it wants the power of membership. The Board differs.

Jonathan Zuck (IPC):depends on the type of boat @Avri.

Jonathan Zuck (IPC):why do we keep going to hands?

Anne Aikman-Scalse - IPC Member:Questions raised tonight were actually raised in Argentina and discussed in a rather exhaustive fashion I think.

Lori Schulman:Greg, I would say that the Community demands the power of membership and it is justifiable.

Anne Aikman-Scalse - IPC Member:Sorry I have to leave the discussion.

Farzaneh Badii:I think if we dig up our question to the legal team we can find answers on why the board model is unworkable

Greg Shatan:Lori, unfortunately, the Community does not have the power to demand anything. And it still does not.

Farzaneh Badii:"questions"

Grace Abuhamad: @Anne -- we will post all the recordings and transcripts on the CCWG Wiki here: <https://community.icann.org/x/xlZYAw>

Farzaneh Badii:I am not getting this. How is this not a new proposal !

James Gannon:FADI there is a new proposal.

Becky Burr:Fadi, that is simply not credible. With all due respect, you are totally dissing the work of the CCWG over these many months

James Gannon>Please stop talking down to us.

Keith Drazek:I will be very interested to read the details of the Board's concept and to hear an assessment from Holly and Rosemary. Lots of very legitimate questions have been raised tonight, so we'll need detailed explanations to help us understand what's achievable.

matthew shears:Perhaps it would have been better to have presented your proposals in the same manner that the proposal is structured

Farzaneh Badii:you agree on principle which is kind of you. but having principles without an effective model is useless. your model is ineffective.

James Bladel 2:Agree with Keith. But I now have significant practical concerns about meeting even an extended transition timeline

Becky Burr:it would be so much better Fadi if you would acknowledge what is actually happening

Lori Schulman:The Legal dialog is critical

Lori Schulman:The whole point is about a legal construct.

Jonathan Zuck (IPC):again, not all of them Fadi

Lori Schulman:A construct that ensures accountability.

James Gannon:So we are taking all the important questions offline

Philip Corwin:Again, the ultimate accountability proposal must be decided by the Community with the advice of lawyers, not by the lawyers.

Greg Shatan:"As your lawyer, I advise you to drink heavily." -- Hunter Thompson

Bruce Tonkin:@Phil - I think the process at this stage - we will provide public comments on the proposal, but also want to provide some solutions to areas where we have concerns - that we think meet the CCWG requirements and objectives.

Steve Crocker:Time check: We're 40 minutes from the end. I recommend only or two more questions and then we should move to the where we are and next steps.

Becky Burr:PLEASE please please let the USG speak for itself

Greg Shatan:It does not help that the Board seems to have a direct line to the NTIA's thinking. Or worse yet, that it doesn't.

Steve DelBianco [GNSO - CSG]:CCWG proposal has a BALANCED approach to the GAC. Some new power (voting) and less power to give advice that is against the bylaws.

Alan Greenberg:@Becky, if only they would.

Greg Shatan:Becky, +1.

Philip Corwin:Thank you Bruce. However, I would call those alternative approaches, not solutions. All of this is untested and whatever the final outcome it will confront scenarios that were never contemplated.

Jonathan Zuck (IPC):looking forward to the stress test work from the board

Becky Burr:you have not committed to anything substantive in the 2nd report Fadi

Steve DelBianco [GNSO - CSG]:OMG. Kill him. Npw

Becky Burr:including even the changes in the mission, commitments, and fundamental bylaws. let's start there

Farzaneh Badii:what I did not see here was specificity we are offered a 10 line model!!!

wolfgang:The last mile is always the most complicated part of a long march. This is not a surprise. What we have to do now is to identify the weak points of the unfinished work and to fix this that we can achieve the common objective. I do not see a disagreement in substance. It is just the way how we translate this into workable mechanism. This is stumbling forward. As long as it is forward it is ok.

Becky Burr:Wolfgang - in a multistakeholder model, the last mile cannot begin 20 miles from the place where the rest of the community is standing

Philip Corwin:@Wolfgang. We are a long, long way from the last mile.

Jonathan Zuck (IPC):yes, they are

James Gannon:Wow I don't agree wolfgang, with respect we do have a fundamental disagreement on many of the points

wolfgang:@Becky. We are in the same boat (or car) and not 20 miles away

Becky Burr:fantasy wolfgang

Greg Shatan:The last mile is even more complex when the destination is changed.

Becky Burr:I agree with Mathieu - if we are not in agreement, so be it - but don't pretend!!

Farzaneh Badii: +1 Mathieu

Greg Shatan:The Board is not just another commenter in the public comment period.

Becky Burr:it is simply disrespectful to try to pretend that we are in agreement

James Gannon:+1 Mathieu

Becky Burr:we have worked so hard - but we are not fools

Becky Burr:fools

James Gannon:Thank you Becky

Becky Burr:thank you steve

Izumi Okutani (ASO):Indeed Mathieu that is the point that confuses me as well. Being clear about possible issues is a way to help move the discussions

Avri Doria:Becky, i think it remains to be seen whether we are fools or not.

Greg Shatan:Won't get fooled again.

Becky Burr:well said Avri, i am afraid you are correct

Izumi Okutani (ASO):Thanks you Steve, that sounds very helpful.

Farzaneh Badii:I am confused about this Board suggestion. so if it is not simply a commenter as Greg says, how can it just propose a model very last minute

matthew shears:I think it important that we move beyond this and wait on the Board for a full rationale for their proposals including legal analysis and substantiation as to why these proposals are going to better meet NTIA's criteria

Steve DelBianco [GNSO - CSG]:This IANA transition is our last-chance leverage to ensure we aren't made to be fools.

Keith Drazek:+1 Matthew

James Gannon:We need to get as many people to LA as we can, this is a critical matter given this bombshell

Becky Burr:Steve - really? this feels so much like a hijack of the process. and Fadi, we don't believe you

Greg Shatan:We need a side-by-side comparison to see where we have alignment and not. And where the Board proposal has gaps. And what we would be losing.

Jonathan Zuck (IPC):NO YOU DON'T. STOP SAYING THAT.

Farzaneh Badii:Yes the principles, but you defeat our principles by your model

Robin Gross [GNSO - NCSG]:Agreed, Matthew. We need the analysis to make any judgments.

Izumi Okutani (ASO):+ 1 Matthew

Becky Burr:+1 Jonathan.

Phil Buckingham:+ 1 Matthew .

jorge cancio:it would be helpful not to let emotions drive the discussions, be it from one side or the other, and stick to the facts, the goals, the means, the differences and rationales...

Greg Shatan:If this is our process, we can respectfully decline to adopt any element of this proposal after careful consideration, just as we have done with other comments.

Jonathan Zuck (IPC):except in like FIVE areas FADI. have you read your proposal or just some talking points about it?

matthew shears:agree Greg

Rinalia Abdul Rahim:+1 Jorge.

Avri Doria:or we can decide that there are elements that we can accept while preserving what we find most important? consideration needs to be open ended.

Becky Burr:Fadi, please, it is ok to disagree. it is not ok to pretend we agree

Jonathan Zuck (IPC):Well thank goodness we got to hear Kavous and Fadi say the same thing 10 times rather than getting to everyone's questions. Good use of time.

Greg Shatan: We really need the Board's full proposal and then a chance for legal analysis. It can't be our job to fill in the blanks in the Board's proposal.

Jonathan Zuck (IPC):+1 Greg

Farzaneh Badii:+1 Greg. we can't judge a 10 sentence model.

Cheryl LangdonOrr:of course Greg

Keith Drazek:If it turns out the Board's suggestions aren't viable, or don't in fact secure the community powers with enforceability, then we still have the CCWG's reference model. Let's get the details and our legal counsels' opinions and go from there.

Farzaneh Badii:at least 80 pages (excluding footnotes)

James Gannon:No Im sorry no stakeholder gets to come in at the last minute and essentially overturn consensus, no matter who they are. We have a consensus proposal, the time for the board to get involved was months ago, if we do anything more than treat the boards incoming comments in the same manner as any other major stakeholder then we are doing the bottom up process and ourselves a disservice.

Greg Shatan:Our proposal is 100 pages long and has gaps. There is 10 sentences and is workably complete.

Philip Corwin:+1 Keith

Becky Burr:let me go back to Steve Crocker - let's acknowledge differences - that is totally respectful and I defend the Board's right to disagree, but please let's not pretend

Cheryl LangdonOrr:agree Keith

Jonathan Zuck (IPC):Agree @Keith except we've somehow made this whole conversation about enforceability and that's only ONE area of disagreement

Farzaneh Badii:I thought that James, but Avri said we might have to consider it

Avri Doria:i think we must consider it. completely and with the legal backup for their assertions.

Jonathan Zuck (IPC):+1 Avri

kavouss Arasteh:The statement made by Fadi is very promising

Bruce Tonkin:@Greg - at least in terms of the proposed model for arbitration - it is not it definitely needs work. I think we wanted to give a high level view of thinking and see if there is enough merit to do the extra details that you are talking about. It needs to be tested against all the scenarios that the CCWG has used for considering membership, sole membership, designator etc.

Keith Drazek:Agree Avri

Farzaneh Badii:we want a complete document describing your proposal in detail

Robin Gross [GNSO - NCSG]:I agree we need to consider it and especially the legal details.

Greg Shatan:I think we need to see and digest this proposal before anything else occurs.

kavouss Arasteh:Pls organize a face to face meeting after the ICG meeting in LA

matthew shears:+ 1 Greg

Keith Drazek:+1 Greg

Bruce Tonkin:I will encourage that we create a table in the same format as that produced for the Paris meeting to reach your current proposal

Leon Sanchez (Co-chair ALAC):I would think that we need the details before finding a way forward

Greg Shatan:And get legal advice as part of the digestive process.

kavouss Arasteh:Thomas pls give me the floor

Bruce Tonkin:I hate Adobe chat.

jorge cancio:+1 Leon

Bruce Tonkin:Very hard to write paragraphs.

Philip Corwin:Agree Greg. We need the same level of detail that underlies CCWG proposal.

Avri Doria:Bruce, can always write them somewhere else and paste them in.

Greg Shatan:Too bad there is not an Adobe Connect bar next to the Adobe Connect meeting room.

Chris Disspain:on that Greg, we are aligned

matthew shears:side by side would be most useful

Bruce Tonkin:yes @Farzaneh - so do I. I haven't seen a complete version yet either.

jorge cancio:good business idea, Greg :-)

Greg Shatan:Both for the drink, and because that's where a lot of problems get solved....

Chris Disspain:JJ + 1

James Gannon:So the board is suggesting this without even having seen the legal basis for its own opinion?

Chris Disspain:sorry - that should be jorge + 1

kavouss Arasteh:Pls organize a FACE TO FACE MEETING IN LA after ICG meeting in Sep (18-19)

Jonathan Zuck (IPC):board veto

James Gannon:So a veto?

Phil Buckingham:Fadi , please would the Board provide "us " with a SWOT analysis of our current proposal in a matrix format . can we have by close of next week ? Then lets all focus on the W .

Ram Mohan:@Phil, that's a good idea. I think Bruce was trying to say something like that in his earlier chat message

Greg Shatan:Us mere participants will not be in LA unless the funding model for travel support changes....

jorge cancio:Not sure whether f2f on such a short notice will be inclusive

matthew shears:+ 1 Greg!

James Gannon:agreedd Greg

Becky Burr:also, those of us who are having major joints replaced cannot fly to los angeles

James Gannon:Active paritipants should be invitted to this meeting

Robin Gross [GNSO - NCSG]:what's the link to the google poll? I don't think I've seen that.

Greg Shatan:I suggest travel support should be based on attendance records.

Jonathan Zuck (IPC):+1 Greg

Farzaneh Badii:oh Greg don't worry you can complain to the arbitration panel which is very effective in the future.

James Gannon:Becky, Im sure we can find you a surgeon in LA =)

Lori Schulman:I agree with Greg, stalwart participants should be included in the meeting if there is one.

Greg Shatan:Oh yes, my binding arbitration will resolve that in 6-12 months and hundreds of hours. But ICANN will pay my lawyer.

Bruce Tonkin:@Greg - I like your idea of travel support based on level of participation

Lori Schulman:This is a super complex issue and all who have been intimately involved should be included.

matthew shears:I don't think there should be any statement at this juncture

James Bladel 2:MOre about what we've un-accomplished.

Jonathan Zuck (IPC):+1 Matthew. Too soon to comment

James Gannon:No the board hasnt made a formal submission yet so there is nothing to comment on

Jonathan Zuck (IPC):of course, \$450k of lobbying in DC is already delivering the messages

James Gannon:=-)

Avri Doria:board presented its opinions and the community chocked on it?

Greg Shatan:@Avri -- chocked = choked?

Rinalia Abdul Rahim:Quite a headline, Azri.

Rinalia Abdul Rahim:I meant Avri. Sorry.

Farzaneh Badii:yes

Avri Doria:heyy i cant speel so gud either on AC

Rinalia Abdul Rahim:hahaha

James Gannon:I can see Kieran writing that one up

Farzaneh Badii:I'd like a document that is as detailed as ours !

Jonathan Zuck (IPC):there are already reporters on the call. Easy to see what happened

Keith Drazek:I support getting the legal teams together to compare notes.

matthew shears:agree

Greg Shatan:Farzaneh -- that would be incomplete and have gaps!

Robin Gross [GNSO - NCSG]:Agreed, Keith. It could cut through a lot of time.

Lori Schulman:I am not a legal expert on California nonprofit law but I am considered an expert on nonprofit law in general and the MEM at first blush does not seem to address the critical question of board accountability to anyone but the Board and the California Attorney General.

Alan Greenberg:We could adjourn!

Seun Ojedeji:Bye for now

Becky Burr:Greg Shatan - you are out of control ;)

Seun Ojedeji:cheers

James Gannon:Exatly Lori

Cheryl LangdonOrr:lots to think about.... bye for now...Thanks for the c:-) all

Farzaneh Badii:we have doubts

Greg Shatan:You ain't seen nothin' yet, @B-b--b-becky....

James Gannon:=)

Lori Schulman:Greg -- have a cocktail.

Greg Shatan:Let's give it careful and serious consideration, with as cool a head as possible.

Greg Shatan:Memorable is a fair characterization.

Olivier Crepin-Leblond:Very interesting call indeed. I sincerely hope this is going to be an ongoing dialogue

Cheryl LangdonOrr:agree Mathieu

Steve DelBianco [GNSO - CSG]:we've ceratinly established this: the CCWG has thought though lots of ways to deliver the community's requirements from new accountability.. And we aren't easily dislodged .

Avri Doria:yes, we live in interesting times.

Cheryl LangdonOrr:yup

James Gannon:agreed

Becky Burr:@avri - with a lot of work to do

Avri Doria:its not 3am yes in

Greg Shatan:I look forward to answers to the remaining open questions and those that were set aside.

Cheryl LangdonOrr:indeed becky

Mark Carvell GAC - UK Govt:Many thanks to the Board and CEO for clear exposition of their recommended approach to achieving shared objectives..

James Gannon:Yes 2am, now I know what the Aussies feel like

Cheryl LangdonOrr::-) :-) :-)

Avri Doria:bye

Keith Drazek:Thanks all.

Cheryl LangdonOrr:bye

James Gannon:thanks all

Lori Schulman:I agree, whether we agree or not, the Board has done some hard work.

Rinalia Abdul Rahim:Thank you CCWG

Robin Gross [GNSO - NCSG]:Thanks, bye!

Philip Corwin:That's all, folks!

Gordon Chillcott:Bye, all.

nigel hickson:thanks

Farzaneh Badii:Bye .

jorge cancio:bye

tylercompton:confusing