
RECORDED VOICE: This meeting is now being recorded.

JONATHAN ROBINSON: It's Jonathan. Are you expecting Trang to join us or Akrim?

UNKNOWN SPEAKER: Hi Jonathan, I'm in here with Yuko.

JONATHAN ROBINSON: Okay, great. And are we expecting Akrim? Are we good to go?

UNKNOWN SPEAKER: I am not certain that Akrim is going to be able to join us this morning, Jonathan. Let me see if we got an acceptance from him. Yuko, is that something you can check?

Jonathan, perhaps we can go ahead and get started and I can try to ping Akrim and see if he's going to be able to join us.

JONATHAN ROBINSON: Yes, let's go ahead. We can get right on with this and see where we get to.

UNKNOWN SPEAKER: Thank you.

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JONATHAN ROBINSON: So it's not 100% clear whose meeting this is. I mean, we've swapped information about the agenda and so on, and people on the Adobe Connect will see that. I think Lisa and I have talked this morning, and we wanted to cover a couple of [inaudible].

I guess clearly the background to this is that we have the work of the CWG, we have the staff working on the implementation, and we have regular reviews, and [inaudible] aside for that implementation with the CWG. What became apparent in Marrakesh was that there was a risk, and indeed that risk was manifest in the Monday meeting of staff becoming out of synch with the CWG given the frequency of meetings.

So my understanding, and I think Lisa and my understanding is essentially that this is, this remains the staff led implementation work, but with a much more frequent and iterative oversight and engagement with this core team. And the core team on the call should be comprised of the co-chairs, Lisa and myself, plus the heads of what we call the design team, the leaders, the coordinators of the design teams that we ran essential pieces of work through, and under who sort of guidance and group leadership we ran a substantive piece of work for the CWG.

So, that said, we still feel that it would probably be useful to record this meetings, which it seems you're doing anyway, which is great. We also thought that it would be useful to run a mailing list that was potentially open to others to subscribe to but not necessarily posting right so that everyone felt at least excluded from the conversation, even though it's our intention to bring anything of substance back to the CWG.

And generally, to do as we have done implementation in the CWG calls to let you run the meetings, give us an update, and for us really to be checking on and disagreeing or giving guidance with whatever necessary viewpoints of the implementation. So I think it's probably, that's probably in a sense covers a major part of both one and two of the agenda items, of the agenda.

But let's make sure that if anyone else has any comment or question or point they would like to make in relation to either these few remarks I've made, [inaudible] Lisa and/or sort of overview and objectives of this group.

TRANG NGUYEN: Jonathan, this is Trang. May I chime in?

JONATHAN ROBINSON: Please do.

TRANG NGUYEN: Thank you. Yes, thank you so much for that, Jonathan. I think that aligns with our current thinking as well. And as we discussed in Marrakesh, I think the frequency of the meetings that we're going to be having with this group is what's going to be valuable. And what we have also started to do, as you can see in the agenda item number three, is to start identify some of the [inaudible] where we've done some initial planning work, and do have some, in certain cases, some clarification that we want to bring back to this group around.

So that's sort of how I envision as working with this team. And that seems to be consistent with what you just said.

JONATHAN ROBINSON: Okay. Well maybe that's nearly enough about process. I guess under 2B, our plan is to meet as frequently as necessary, and to, as I said a moment ago, review the any outputs of the staff work and provide guidance or any input on that. There was a question mark over reaching out to the other communities to give them access to the ability of and potential contribution to this work, and I think you've sent out a couple of requests there. Am I correct or is that outstanding?

TRANG NGUYEN: Yes, that's correct. We've reached out to the leadership of the IETF, IAB, and also to the [inaudible], but I have not yet heard back from them. So I can certainly do a follow up this week. But outreach has been made.

JONATHAN ROBINSON: Okay. I think that would be helpful to do that. So if we could capture that, there is an action. I'm not sure who is taking notes, it looks like [inaudible] could capture that as an action, that would be helpful. And I suggest that in the absence of that response, we do need to schedule calls for this group, so my feeling is, Trang, we need to go ahead with scheduling some calls via a Doodle poll, and get to agree a regular time.

Maybe that's worth coordinating internally with staff, and [Marika] and Grace as to other frequent calls. But I think we had a proposed

schedule already. In any event, I suggest we move forward with that as soon as possible.

TRANG NGUYEN: Yes. I believe, when we spoke in Marrakesh, it was suggested that we would schedule calls for Mondays and Wednesdays because Thursday would sometimes conflict with the regularly scheduled CWG call. So we can certainly move forward with starting a Doodle poll for the ongoing meeting.

JONATHAN ROBINSON: Okay, let's do that. If that's what we suggest, if you could add that as well please.

TRANG NGUYEN: Certainly. Again Jonathan, I wanted to raise something for the group's consideration as well. In Marrakesh, we discussed reaching out to the IETF, IAB, and also the numbers community. I wonder if we ought to be reaching out to the ICG leadership team as well with regards to their participation on this call. You know, it's just a thought but I don't have any strong feelings one way or the other, but I just wanted to raise and see if what you think and what the group thinks.

JONATHAN ROBINSON: Okay, Lisa has put her hand up and I see James is coming off there. So let's go to Lise and see if she has any thoughts on that or whatever else she was going to respond to, and then we could go from there.

LISE FUHR: Thank you Jonathan. Actually I was going to respond to the notes where I would like the mailing list to include, to be an open mailing list, not only to include CWG members, because I think if other's that are not CWG members want to subscribe, they should, of course, be able to. Regarding inviting the ICG, I actually think that's a good idea.

We don't want to expand this group too much, but having the ICG chair, co-chair is fine, or whoever they want to represent them here, I think that's a good idea. Thank you.

JONATHAN ROBINSON: Okay, thank you Lise. So two points, just to check them. I mean, in terms of opening the list up, do we, are you suggesting it's opening up for people to read and write? Or simply just to read?

LISE FUHR: Only read. Only read.

JONATHAN ROBINSON: The read only privileges to anyone outside of this group [inaudible]...

And that seems to make sense. And if someone takes issue with anything that's going on, then they can post to the CWG list and we can discuss it on list there. Because I think in essence, that's the decision making forum. So that seems to be quite logical. Anyone who wants to listen in-cam, and have they have a concern, they can raise that on CWG

list. I have no idea how the ICG will feel about [inaudible] in what they see as their role implementation, but I guess if that's no problem to explain the purpose of the group, and to offer the opportunity to join or listen in on the discussion should the chair and/or vice-chairs want to do so.

James, go ahead.

JAMES GANNON:

Hi Jonathan. Thanks. And I was basically going to echo what you just said. I'm not sure what their position will be because they kind of previously stated that they didn't really want to get involved in the implementation and operational aspects. But I think it's a very good idea to reach out to them and let them know what the group is doing. Let them know that, you know, we are performing that oversight piece for our scope of work.

And I think that, you know, letting them know and inviting them if they want to come in as observers is a good idea.

JONATHAN ROBINSON:

Okay. Thanks James. Let's then get on with the, I think that's it. Are there any other points in and around procedural or other work we need to be doing? Otherwise I suggest we get straight on with the substance which is what this call is about. Trang, why don't you take us on to item three, which is the implementation, unless Avri, was that something did you want to come in over?

AVRI DORIA:

Yes, thanks. This is Avri speaking. It wasn't critical, but I just wanted to make sure that I understood the basis under which we were working, for sure, that... And I very much appreciate that this staff is going to bring up issues to us that they had a need for clarification on or that they have done some work on. But it will also be possible for us while we're reading, to basically raise questions when we notice them as well, and not need to wait for the staff to bring up something as a question.

And I assume that's the case, but I just wanted to be explicit about it. Thanks.

JONATHAN ROBINSON:

Thanks Avri. I'm certainly happy to confirm that from my perspective. But I think the issue really, at least that I emphasize it in a way that I did previous was, that it feels to me like it's important that this isn't a shift in who is actually undertaking the implementation, but that's not a prohibition on anyone in this group, raising [inaudible] over an implementation issue, or highlighting a point, whether or not it's raised first by staff.

But I really just want to make sure that the axis is kind of shifting from staff undertaking or leading the implementation to the group. Our role, whether it's this subgroup or the CWG as a whole is to ensure that the implementation is, that that really is undertaken by staff is consistent with the letter and spirit of our proposal, I guess. So that's, so yes. We're in agreement there, and we've confirmed agreement with that in the chat as well. So thank you.

Okay. And James in the chat as well. All right, so let's hand it over to you Tran to take us to that list, and highlight any questions or issues and see if they raise any questions or issues in of their own accord. Over to you Tran.

TRAN NGUYEN:

Thank you Jonathan. And what you see on the screen here is just our initial list of items that from some of the banding that we have done, identify as areas where we do have information or clarification that we would like to come to this group with. I can see already on here one area that needs to be added which is the ICANN PTI contract.

So I'm sure we may have missed other items as well, which is the intent of us sharing with you today this list. It's just an initial list, I wanted to get your input on this and if we need to add any additional items to this list, we certainly can.

Let me just, Chuck I see you, you have your hand raised. If I could just take a minute just to quickly go through this list and then we'll take your question and your comment and any others as well, if that's all right with you.

So at the top and listed in priority, and the priority column is essentially what we feel are the items that would need to be tackled first. And then medium, and then low priority, essentially all of them needs to be tackled at some point in time but we've just prioritized in terms of what needs immediate attention, and what can wait a little bit later.

The first item has to do with the two [inaudible] independent Board of directors. And that item has to do with the initial selection of those two individuals, as well as with a mechanism that we're going to be using on an ongoing basis. The reason why that we've highlighted it as a high priority is that I believe in the current bylaw, ICANN bylaws work that we're doing, there needs to be reference to the mechanism by which those independent Board of Directors will be selected.

So that's why we've listed it here as high priority. It's because of the interdependency under ICANN bylaws work. The second item is with regards to the PTI structure. Obviously, that's a very important area that we need to, you know, have some discussions with this group around and get to some kind of move forward path there. I don't believe it has direct impact to the ICANN bylaws work, but I have to check with the team that's drafting the ICANN bylaws and see if that's correct or not.

But that's also fairly important in terms of priority. The next item is the CFC charter and the R-root charter. With regards to the CFC charter, we have some areas where we need some clarification on. The reason why it's listed as a high priority is because the timing aspect, and our need to actually trigger the process fairly soon in order to allow the SOs and ACs sufficient time to go through the [inaudible] processes in order to appoint to these committees.

The next item is the PTI governance document. Again, those, I would expect that this group would want to see an initial form of those documents before they are shared more broadly, so that's where that's

listed there. And the same with the ICANN PTI contract, which I mentioned earlier, is an item that needs to be added to this list.

The next item has to do with the IANA escalation mechanisms. There are some clarifications that we need with regards to these two processes. The IANA customer service company resolution process, and the IANA problem resolution process.

There is just clarification from our review of these processes in the CWG proposal. There are some areas of discrepancies that we want to clarify with this group. And with regards to the names SLEs, we have a very good conversation with the design team A in Marrakesh, and agree in principle to the move forward direction to establish the performance target for IANA.

Based on that conversation, it is expected that once those performance targets are set, you know, we would need to share that with the design team, and then potentially that would get brought back to the CWG, or this group. So that's an area for discussion, whether or not this group wants to take up that work, or is this going to be dealt within the design team A and then with the broader CWG.

And then there is a placeholder for the IANA are. I know that the operational communities are working hard to finalize that, the implementation requirements for that. We don't yet know what work will come out of that, so it's a placeholder right now that may or may not be some work relating to that that this group may have to undertake.

So I'll stop there and turn it back to you Jonathan for, to moderate the questions. I know Chuck has his hand up.

JONATHAN ROBINSON: Chuck, go ahead then. Thanks Tran. Chuck, go ahead.

CHUCK GNOMES: Thanks. Thanks everyone. With regard to the CTO work on the IANA budget and related items, the process for developing a budget, etc. Since that's not on here, on this list, and I'm correct that this particular group doesn't need to be, doesn't want to see what comes out of that? Should it go straight to the CWG after we come back with some recommendations?

JONATHAN ROBINSON: Chuck, it seems to me... This is Jonathan. It seems to me that my initial reaction to this would be yes, that's the correct way to do it. I mean that it goes straight the CWG. I mean, really they're thinking about the purpose of this group is to be a sounding board and a clarification mechanism for staff dealing with implementation issues, but so it seems to me like what you suggested is correct details.

The fact that the CWG would recommendation, the CWG reviews and confirms or queries those, and on we go. Any other thoughts on that? Cheryl...

CHUCK GNOMES: Thanks Jonathan, this is Chuck again. The... It's too early to tell, but I think there is an outside check, it may not be big, that there could be a bylaws issue needed with regard to budget process, but it's really too early to tell. So I just throw that out, not that I think it's going to happen, but the possibility did cross my mind as we had held our first call last week.

JONATHAN ROBINSON: Okay, and the implication of that, Chuck, would be what? To raise that becomes more urgent, but it doesn't necessarily mean it needs to come to this group, does it?

CHUCK GNOMES: No, it doesn't.

JONATHAN ROBINSON: Okay. That's helpful then. Cheryl?

CHERYL LANGDON-ORR: Thanks Jonathan. Cheryl for the record. Just on that Chuck. As you know, I had, nobody could actually hear me while I was in the car coming back from the [inaudible]. I was far too faint which is, you know, not usually my style to be understated, but anyway. I am less fearful that we will need to end up with it being a bylaws matter coming out of DTO.

I certainly in the camp of this needs to be, as seen as implementation, but not a job for this particular group. So it's worth noting, I think, Jonathan that we haven't really had that full discussion yet in DTO, but I for one of them, would be keen to not see it come out as a bylaw solution.

Not the least of which is we're already missing the boat on the ridiculously tight schedule on bylaw drafting. As you well know, Jonathan, at least that getting ahead and getting going as we speak. Thanks.

JONATHAN ROBINSON:

Okay, thanks Cheryl. I think I was on the DTO call, so I'm familiar with what the potential issue is, understood. It may or may not require being cemented into the bylaws, or some thoughts on the PTI which is one of the urgent matters. So, you know, if we look at those in order, certainly on the PTI independent Board of Directors, I mean there was some discussion about this in Marrakesh, and so on.

And there is really a couple of issues here. One is that we suggested in our proposal that the selection of directors should be... I don't have the exact words in front of me, but my recollection is via NomCom or an equivalent such mechanism, we're sending out intent. I believe that was similar to the final wording.

In other words, we didn't say that it had to be the NomCom, but we wanted it to be a sufficiently rigorous mechanism. Actually there isn't a current time, to the best of my knowledge, and maybe someone will tell me otherwise, an alternative to the NomCom.

The challenge we've got is that the NomCom is already well into its process, and has not advertised for this particular role. They've advertised for ICANN Board Directors, and the other roles that they are trying to fill.

Now, it's not impossible that some of the people who apply to the NomCom could have the appropriate skill set, but it certainly strikes me that there is at least a question over the use of the NomCom. So the alternative that was discussed in Marrakesh was some form of interim appointment, until such time as the next NomCom cycle, at which point the NomCom will be fully briefed with the skills and requirements, and also would recruit as part of this package of recruitments, people for such roles.

So, that's where we're at. And I guess the issue from a bylaws point of view might be that the bylaws may not cover for an initial interim appointment, but I find it hard to believe the lawyers couldn't get around that in some way with the appropriate language, to say at some effective date in the future, you know, strong argument say for the 1st of January 2017 and for all other subsequent appointments, and until such time exchange, the NomCom will be the appointing body.

Maybe we don't even want that hardwired into the bylaws. I'm not sure about that. So this is the kind of discussion we'll have to have. Chuck, go ahead.

CHUCK GOMES:

Thanks Jonathan. One of the problems with the example, I know it's just an example that's in the NomCom, but the NomCom really doesn't

represent the customers of the IANA services very well at all. And it's just an initial gut reaction on my part, maybe I'm way off base on that. But I, you know, it doesn't seem to be a good fit for me, from my point of view. Thanks.

JONATHAN ROBINSON:

Chuck, that's a good point, and maybe it's something we didn't think about as carefully as we might have at the time, I don't recall. But the issue there would be there would be, you know, whether one is looking for, whether your primary quality in those non-exact directives is independence, or whether it's some kind of specialist knowledge, or at least some competence in the relative areas.

So you know, an alternative, for example, and in my opinion, this would be, this would be, would meet the equivalent test, would be to offer it to say the GNSO and the ccNSO to make two appointees, something like that, which could be potentially equivalent.

I don't know whether that would cause problems for the ccns because it's potentially exclusive to those who are members of the ccNSO, for example. But in principle, you know, that could be a reasonable alternative. It's coming through some form of selection process that puts a couple of people that are independent of ICANN staff onto the Board, which is ideally knowledgeable about, we could work on a job specification for that. Avri, your hand is up. Go ahead.

AVRI DORIA:

Thank you. Yeah, speaking in favor of the NomCom as the group to do it. While Chuck is, I'm sure, right that at this point, the NomCom does not have that skill set, that knowledge base, I think that's only an artifact that it has never had to do it, and so in the appointments that various groups made to the NomCom, and in the interviews the NomCom did beforehand to determine what was needed, wasn't, just wasn't part of what they did.

So asking them to do it now, certainly makes no sense, but asking them to take that on as part of their longer term responsibilities, given the wide scope they have, given that they include at least liaisons from the other operating communities, etc. I think it does make sense to leave the job with them.

I had been wondering, you know, with the notion of an interim, who could appoint an interim, because as soon as we define that there is an interim, we need to come up with a way of doing that. And I think your suggestion for GNSO, ccNSO, as an appointment mechanism for interim, could make a lot of sense. But I've at least thought about it, you know, for the two minutes since you mentioned it.

Before then, I was thinking, who would do interim? But okay, thanks.

JONATHAN ROBINSON:

Thanks Avri. That's helpful. I think I'll just go straight to the others who want to make a contribution here. So Cheryl, go ahead.

CHERYL LANGDON-ORR: Thanks Jonathan. Cheryl for the record. And agreeing absolutely with what Avri just said, and I do have a tad of experience on how ICANN NomComs work. And of course, ICANN NomComs work at least in the current iteration of them in the last four to five years. Very much on the call criteria fit by the community they are appointing to.

So the concept of having a GNSO ccNSO jointly appointed interim roles, and they being then replaced to fit the requirements that are clearly set out by the customer community, will work perfectly. So I just wanted to say that, you know, by the IGN of 2016, yes that is the end of this year in October, we should be also seeing that that criteria should be clearly and unambiguously being established for a NomCom appointee for 2017 to do the work that we need to do for these appointments as well. Thanks.

JONATHAN ROBINSON: Thanks Cheryl. So, we seem to be converging around something. I won't [inaudible] yet, let's hear from Donna.

DONNA AUSTIN: Thanks Jonathan. So I generally agree with Avri and Cheryl about the path forward. I would caution against ccNSO and GNSO as an interim perhaps, because the registry stakeholder group is, the customer element that corresponds to the ccNSO, I think I would like a stronger voice coming from a registry stakeholder group.

But that's an argument that we've had many times, so I guess that's the only point I would like to make. I think, you know, initially, it would

make sense that the selection comes from the ccNSO, GNSO in brackets, registry stakeholder group. And I think moving forward, it's those ccNSO, GNSO with registry stakeholder group in brackets, that develops the criteria that we want the NomCom to look at in terms of filling who the independent director should be. Thanks.

JONATHAN ROBINSON: Thanks Donna. Paul?

PAUL KANE: Thank you. I would just... I have no knowledge of the NomCom. It is a process of selecting individuals suitable, possibly suitable individuals. I think the thing to emphasize is the customer centric nature that the, this should come from. And I think I'm in agreement with Cheryl and Donna in that we could use the NomCom mechanism provided the criteria is clearly defined for the customer centric nature that the positions, or the representatives need to hold.

So I think there is some convergence taking place. I don't think we need to have a broad brush. This is a specialist area, there is a technical service contract, or we need to make sure that the representatives on the Board are suitably qualified to understand the business, with the appropriate qualifications to the holding directorships, or whatever it is, within PTI. Thanks.

JONATHAN ROBINSON: Thanks Paul. James?

JAMES GANNON:

I suppose my comment is sort of building upon Paul's, it's that we also need to understand that if there is any legal constraints, and those is something that ICANN Legal will be able to guide us on because if we do along the lines of asking ccNSO and GNSO, or a portion there of to appoint Board directors, if we have to ensure that they are truly independent, you know, in a similar way that 501 3cs have requirements around this, then that would make that process a lot more complex.

And it would be a process that the GNSO and the ccNSO would not be familiar with at all. Whereas, you know, long term, yes, the NomCom is familiar with the independence criteria and the level of independence required. So it's [inaudible] we need to understand as well before we move forward in any type of decision, you know, what are the legal constraints and the organizational constraints around who we could actually appoint into those Board seats.

JONATHAN ROBINSON:

Just checking the chat here.

Yeah, so typically what we're selecting here is, or what we're talking about this selection of here is two seats out of a Board of five. Board of five will be composed majority ICANN appointees, likely to be ICANN staff, senior management staff, and we needn't go so far to assume it might be managing director of the IANA function, the technical officer and perhaps the executive in charge of that area of operation currently [inaudible].

We don't specify that, but we expect that that's a likely outcome. From the side of the two additional appointees, it feels to me like, and it would be good to capture this is an effect of a straw man of what I think we're agreeing, or at least converging towards.

The NomCom to appoint, subject to being provided with... And if you could capture this, it would be great. So that others can then agree or disagree it, but the NomCom to appoint, subject to being provided with criteria from customers of the IANA function, which is likely the CFC, I suppose. For this to be provided with criteria from the customers, and subject to relevant legal constraints, which almost goes without saying, but I take James point that his word, pointing out that we may have some constraints there.

And then we need a mechanism for interim appointments. And those interim appointments, potentially through GNSO in brackets registry stakeholder group, or [inaudible] and ccNSO slash ccs. Because I don't think it's necessarily only the ccNSO, ccNSO slash ccs.

Right. So does that give us enough to work with, and I know I'm missing an important detail or something that's been raised in the chat, to track all of this real time.

One, I'm loathe to mention this because it's clearly, and hence a kind of conflict of interest, I suppose, one point that I was raised, and I don't recall who raised this in Marrakesh, was the possibility of Lise and myself continuing as, and taking on this role in the interim basis. So that's something for the group to think about, and think about whether that makes sense, whether you get the continuity and/or...

The question is, whether we would have any other conflicts or reasons why we could or shouldn't do that. So that's something to think about, or if there is some other obvious mechanism. Clearly what seems to be suggested here is that what we want is some basic levels of competent in terms of being a director of that subsidiary, but significantly also, an ability to understand what the functions should be doing, the IANA functions should be doing, such that appropriate additional oversight can be provided other than that by the senior staff on the Board of the IANA function. Donna?

DONNA AUSTIN:

Thanks Jonathan. I was going to suggest this as a throwaway, that you and Lise continue for perhaps the first 12 months as independent directors, but I think for continuity it makes a lot of sense, and to some extent, it ensures that this is set up in a way that has been discussed for the last 18 months.

So I don't have, notwithstanding potential conflicts and other problems, if you and Lise are available to do it, then I don't necessarily see any red flags. Thanks.

JONATHAN ROBINSON:

Thanks Donna. I think we could certainly put it out there as a proposal, subject to various questions, which is any other concerns others might have and availability or not of myself and/or Lise. I think it might be, it feels to me, my initial response is, it would have to be both not either. I think once one, if one was not able to do it, it might beg the question as to why we...

But nevertheless, that's something to think about. Okay. So there is some support from others in the group. I mean, I would certainly have to run this by the whole CWG as well, but let's, we could still potentially put that to ratification by GNSO, ccNSO if we went down that route, some form of check that the groups would satisfy the solution.

Okay, well look, it feels like we've got somewhere here. I think we shouldn't be careful not to have the whole meeting on this subject, although it is urgent. I think really, from a bylaws point of view, what this says is that, it feels to me like we've got enough at least to drive the bylaws, and that is that we want...

I would think, and I'd like to check this with the group, I would think we probably want similar wording than what we've got in the proposal. I don't know whether we want to lock it into the NomCom, maybe we do and that's a key point to instruct the lawyers, because rather instructing the lawyers that these independent directors should be selected according to criteria provided to them by the NomCom, or we go with NomCom or equivalent.

And then the only other thing the lawyers need to know is that they need to make provision for some form of interim appointment. There needs to be some way in which there is a provision for an interim appointment for the first appointment, until such time as the NomCom undertakes a new cycle of appointment.

And then there is a provisional proposal that could be Lise and myself as the interim appointees, and we need to run that by the group and see if there are concerns and/or see if there is any conflict of interests, or are

there issues with a flag up. If not, assuming that we were ruled out for one or another reason, I think we have a fallback which is to go to the gTLD and ccTLD communities, GNSO, ccNSO with strong reference to making sure the other ccs and the registries are able to contribute there, and talk about the latest registries, registrars potentially, but that can be our fallback position.

[Inaudible] in support of actually sticking firmly with the NomCom. All right, let's move on then to PTI structure, which is another quite challenging issue. And see what we can do there. I'm conscious of these high priority items. Now here, we are actually waiting for some input from ICANN Legal to tell us what the concerns or issues are with staff being transferred to work for the subsidiary, or whether they remain in parent company, and I somehow [inaudible] to subsidiary.

So we need some, there are some legal input we need. I guess the other question that was floating around in the background was, were all of the IANA functions, in other words to support numbers, names, and protocols, conducted within the IANA services unit, [inaudible] PTI, or was there some distinction between names, numbers, and protocols?

Now we walked through this whole thing very carefully as we did our work. We were always careful not to presume to be saying how the work of the other groups be done. But I can certainly say for my sort of common sense perspective, it feels to me like the existing group, which services the requirements of all three communities, should continue to do so, subject to any legal constraints.

But I don't know whether others have views or staff have key questions on this or whether we can even answer this without the input that we might, that we're waiting on from ICANN Legal. Any comments or input on this one?

TRANG NGUYEN: Jonathan, may I chime in on this?

JONATHAN ROBINSON: Of course.

TRANG NGUYEN: Yes, so the way that I'm thinking about this is actually along two lines. One if it relates to whether or not only the name function lose all three functions move. To me, you know, the way that we've been looking at that internally is more along operational efficiency.

And then the second stream that we're thinking about this, is the issue of whether or not to actually move the employees and move some of the support functions over to PTI, or maintaining some of that within ICANN. And you know, as it relates...

And that's more of a legal and financial type of discussion. So, with regards to whether or not just the naming function, or alternate function moves to PTI, you know, like I mentioned, one of the things that we look at is operation efficiency in either one of those options. And from an operational efficiency perspective, you know, once you peeled out some of the onion layers, it would be...

The thing that it would be, there would be efficiency gained if we worked and moved only the name function. And the reason we say that is because, this is the obligation for the numbers and protocol parameters contract cannot be transferred to PTI. Essentially what we would have to do in the ICANN PTI contract is, have three sets essentially of SLAs, that PTI would have to perform for the three customers.

And since ICANN will be having a contract with PTI for those SLAs who require us to also have an oversight of PTIs for the delivery of those SLAs. And then from a reporting perspective, instead of ICANN reporting out to numbers and protocol parameters directly, what would have to happen is PTI would have to report to ICANN and then ICANN would have to report back out to the numbers and protocol parameters.

So just from truly an operational perspective, you know, there is just a little bit more simplicity to be taking, if only the names function was moved over to PTI. So that's purely what we were just looking at from an operational efficiency. And if the goal is to minimize as much as possible the number of changes in a post-transition environment, then it seems that only moving the names to PTI would achieve that.

But those are just, you know, initial thoughts, and that's why we look at it from an operational efficiency, that's the direction that we would move in.

JONATHAN ROBINSON:

I must say, I remain skeptical about that I should take personally, it just seems strange to carve up an existing function and put somewhere and

pretend somewhere else. It doesn't feel efficient to me, but there are others in the queue. Let me defer to them, to Paul, Chuck, and James coming up. So Paul go ahead.

PAUL KANE:

So thank you. I understand why you may prefer to just have PTI look after the naming function, but when we were designing the transition mechanism, we really considered that the PTI did look after all three aspects. For example, in the nuclear option, the separation, it is that we consult with all three of the IANA customers as part of the consultation process.

If PTI is not looking after the interests of all three user groups, it does question, or bring into question, some of the stewardship mechanisms that we sought to bring into place. So I'm very much in favor, and I very much appreciate the reason why you may be preferring just to have the naming part within PTI.

But I would very much welcome all three of the customers of PTI, IANA PTI moving under the PTI umbrella. With regard to your second point, again, I appreciate the benefits of having PTI staff employed directly by ICANN, but one of the things again we have sought to do in the transition mechanism, is make sure that PTI is an independent affiliate within the ICANN framework.

And so I see significant merit in the staff of PTI being paid from the PTI bank account, and being employed by PTI, all be it initially certainly, they will be staff that originates from the ICANN payroll. So those are the two comments I have on both of those functions.

JONATHAN ROBINSON: Thanks Paul. So the issue that came up in Marrakesh, just to make sure we're clear on this, was some concern over the staff losing certain rights, benefits, or career progression opportunities by being transferred to a smaller subsidiary. We have yet to see the concrete information on that, and that is the memo that we are waiting from ICANN legal for, to describe to us the issues or concerns in specific terms as to what might occur there.

And so that's what we're waiting on there. Chuck, go ahead.

CHUCK GOMES: Okay. Two things. First of all, I want to respond to something Paul said there, if I understood it correctly, and that is, it's my understanding that the other two operational communities elected not to deal directly with PTI. They want to deal directly with ICANN at this point in time. So I'm not fully understanding where Paul is coming from in that regard.

It's not our choice to tell them that they should part of, associated directly with PTI. But that aside, more important point I think, and this goes back to Marrakesh, is this simpler structure that Trang was talking about. I personally am not opposed to looking at that, but we keep looking at it at a high level without details, and that is exactly why the negative reaction happened in Marrakesh, in the Monday morning session on implementation.

So I really believe that we need to put down these ideas in fairly concrete form, not final form, but fairly concrete form so people really

understand what's being talked about, so they can determine whether or not there really is a compromise on what the CWG proposed in terms of a separate PTI versus one that's incorporated within ICANN and so forth.

Again, I personally am more than open to look at the ideas, but until we see something concrete enough for us to judge whether it meets our objectives or not, we can't do it. And I think that needs to be done right away. In the budget ad-hoc meeting on Sunday night, I suggested that and said that DTO could be used as a first sounding board and then go to the full CWG.

It could be this group instead of GTO. I'm not pushing GTO, maybe this is a better group to do that, but the bottom line, we very quickly need to see what this means relative to our proposal and evaluate it. Thanks.

JONATHAN ROBINSON:

Thanks Chuck. And it seems to me that that is what the purpose of this group is, to be able to do that rapidly is to receive from staff, and if you could capture this, the concrete proposal or proposals, and it seems to me like there are proposals, for how PTI could be structured and organized from a starting point view, such as Chuck says, we can then evaluate against the proposal, and perhaps even be presented with the strengths and weaknesses, legal, financial, or otherwise, with these points.

And then to your question that you asked of Paul. I mean, I think there are two different points here Chuck. Yes, contractually this is clear that the numbers and protocols communities would have their relationship

with ICANN, not PTI. The question is, whether ICANN subcontracts those functions into, or delegates those functions somehow into PTI such that the IANA staff retained in effect a single unit, or whether they are in some ways split between ICANN and PTI?

James, go ahead.

JAMES GANNON:

James Gannon. I just wanted to point out, I think there is a question of priorities here, so I understand the want and need internally for this to be an operationally excellent and lean process for ICANN. However, the primary group consideration needs to be filling the letter and spirit of the CWG proposal, not necessarily, even if that means we end up with a slightly inefficient organization, that is something that can be worked on in the future.

And I think we need to differentiate very clearly between legal constraints that we cannot get around, and this will go to the memo that hopefully, you know, that we can get very soon. You know, constraints that weren't physically unable to do something, as opposed to nice to have, which is the operational efficiency point.

You know, we need to make sure that within the legal constraints, we fulfill the wants and spirit of the CWG proposal first. Any efficiencies or any, you know, cost reductions, etc. come after that. The primary consideration needs to be fulfilling what the intent of our proposal was.

JONATHAN ROBINSON: Thanks James, and you're right because we don't have that detail. I mean, just as example that may be illustrative to people on the call, is one point that was made that I heard being made was that, there are different benefits that an employee is the beneficiary of, if they are in an organization less than or greater than 50 staff.

Now clearly, PTI, at least at this stage, would be, and no one envisions it I don't think, being more than 50 staff. So that threshold would be crossed. What's not clear is whether those benefits could be voluntary given to staff members in PTI and support contractually, which is why we need to understand the legal issues and what the constraints are.

So even though technically it would be a legally different situation if the employee was in PTI as opposed to ICANN, it's possible, although I don't know without the memo and more detailed information, that that could be remedied, by virtue of a contractual provision. Lise, go ahead.

LISE FUHR: Thank you Jonathan. I must say, I agree with what James said. I think we need to distinguish between what's legally feasible and the political part of this. But I must say I was working, and I think the CWG, I don't talk for all of us, but we actually talk a lot with the other communities that they would negotiate with ICANN a new agreement, or continue agreement.

And then they would to give it sub-contracted to the PTI. So we presuppose that the PTI would spare the same unit as the IANA function is today. So for me, I was always looking at this one unit managing the domain name, and the numbering, and the protocol issues.

And for me, this was also an issue of actually keeping the team together, keeping PTI as IANA is today, and not splitting and changing too much. And for me, this was a very important issue that we actually solve quite fast because we have staff, we have real people who are looking at this process, thinking where am I tomorrow?

Am I [inaudible] to ICANN? Or if the new PGI, what does my job description look like? Thank you.

JONATHAN ROBINSON:

Thanks Lise. I'm mindful that we're a bit tight for time and we've only dealt with the first two high priority issues here, so that's a challenge. Then we go to Avri and then we're probably going to have to wrap up and pick these high priority items up at our next call. Go ahead Avri.

AVRI DORIA:

Okay, thank you. Avri speaking. I think I agree with what's been said about, you know, the proposal having been a different one, and one that didn't include leading ICANN into a part that remained inside ICANN, and a part that became PTI.

But if this is going to be... And I think that that was also the assumption of protocols and numbers, that while they had ICANN as their primary point of contact, they accepted that unity of the move. If however, there is a strong push to split the three operational communities into two IANAs, then I think that's something that we need to return to the ICG for clarification, so that they can go to [CRISP] and IANA plan, to check and see whether that indeed does satisfy them.

I think that, you know, our CWG based group can defend the proposal that we sent through for a single PTI, that is a single IANA, and not splitting IANA. But if indeed, you know, it's not a decision that we can un-make, so if ICANN is intent on splitting IANA, then I do believe that we have to go to the ICG with a question. Thanks.

JONATHAN ROBINSON:

Thanks Avri. And we have come to the top of the hour. I haven't specifically driven this on time. It seemed to me like we needed to deal with these issues are quite substantive, and what it does show Trang and Yuko, is that we need quite concrete proposals to be testing and this is the point that Chuck made earlier, I think we've helped you and clarified and got a pretty concrete set of proposals in and around item one, this selection of the PTI independent directors.

I think we are waiting for some more concrete information on PTI structure, and it seems to me like there is probably at least a couple of options that we need to know the strengths and weaknesses of or constraints that they're working in.

So I think you've heard that in essence, the understanding was that the IANA functions would be moved overall to PTI, subject to legal or practical constraints, and to understand why not, if not. And I think that's all we have time for right now. Let me hand it over to you for some last words, Trang, that you need anything specific or urgent on the next items, and other than that we would have to convene the next meeting as soon as possible and pick up from there.

TRANG NGUYEN:

Thank you Jonathan. Yes, thank you for this discussion. This has been really helpful. And I understand that at a surface level, it does seem to make sense to have all three functions move to IANA, that makes the most sense. It was only when we started to, like I mention, dig down into it, and look at the day to day operational impact that we started to realize that it's a simpler approach would be to move only the names.

We can certainly share with you, start share with some, some of that analysis, some of which we have written down on paper that we can quickly share, and some we may want to, just internally, spend a little bit more time thinking through how to best put that down on paper.

So we can certainly start to share some of that information with you on the next call, on the operational side. Now as I mentioned, and as you brought up Jonathan, there is a legal analysis that ICANN Legal is currently doing with regards to the staffing part, and I don't have an answer yet from legal as to when that analysis may be ready.

They've been quite busy with the ICANN bylaws, but I would try to get an answer from legal today as to when we were to maybe see that and share that with you. And then for the next call, excuse me, I think what I've heard today is that we want to revisit the first item on the list, which is the selection of PTI independent Board of Directors and whether or not we want to specifically mention NomCom as the mechanism to do that longer term.

So I think we'll put that as a second follow up on that agenda item for the next call. And then also we'll be able to share with you some things

around the PTI structure, at least from an operational arrangement basis.

JONATHAN ROBINSON:

Okay Trang, I'm going to disagree with you slightly there. I think we've gone further than that. I think we have a proposal for item one. We have a fleshed out set of ideas, if we can say, look let's have PTI independent Board of Directors. It needs further detail, but I think we've got the skeleton of a proposal for interim, for permanent, for use of NomCom, for criteria specified by customers of the IANA function, and so on.

So it would be good to capture that proposal and work that up, rather than in any sense to go back to first principles. And on the second one, on PTI structure, I think what you've hopefully heard is that we would like to not only see the structure you were proposing, and hear the formal justification for that, but I think we'd also like you to compare that to what you heard from the CWG participants on this call today, which is transfer the IANA functions in their entirety to the PTI, and to provide us with the concerns or issues that raises.

So we can see then in black and white. So it seems like there is two options for PTI structure that we need to see. Either the one that was proposed in Marrakesh, or the one that was seemingly envisioned by the CWG, and to understand the strengths and weaknesses of either, and see whether one or either of them is not viable.

So that's slightly different than what you said, but in essence I hope that's been clear.

TRANG NGUYEN: Yes, of course. I wasn't being clear. But yes, our assessment was done with both options in mind, just moving the names and moving all three functions. So the analysis that we will provide to you will show a side by side comparison.

JONATHAN ROBINSON: Wonderful. That's wonderful. Thanks Trang. And then we really have to pick up on the other two, and to the extent that, you know, [inaudible] and the medium and lows, to the extent that you can provide us up front with a scenario, a proposal that we can critique, I think is probably a [inaudible] working, because we don't really want to be workshop-ing these things from first principles.

We want to be saying, is staff's proposed implementation consistent with the CWG or not? And if not, how do we suggest it is developed? So you should feel free to be getting proposals to us, and socializing those on email even beforehand, otherwise we really struggle to make sufficient speed of progress, I suspect.

TRANG NGUYEN: We'll take note of that Jonathan, thank you.

JONATHAN ROBINSON: Wonderful. Thanks Trang, thanks Yuko, and thanks everyone for participating. And we'll [inaudible] on the next call as soon as possible.

[END OF TRANSCRIPTION]