

**ICANN**

**Moderator: Brenda Brewer  
May 20, 2016  
10:00 am CT**

Trang Nguyen: Thank you for joining. As you can see in the Notes section of the Adobe connect room we have an agenda for today's call consisting of a discussion around the RZERC charter now that the two-week comment period for the CWG has ended, we've consolidated the comments provided and wanted to go through those with you today.

And then around – a discussion around the CSC request for appointment that has been circulated to the IOTF and wanting to discuss with you that document as well as next steps around issuing or sending out that particular document.

And then around the PTI formation document, we circulated the materials and wanting to also get feedback – initial feedback from the group as to what we may expect in terms of next steps and timing.

And then under any other business we'd like to ask a question around the IANA IPR timing primarily around the implementation timing for the IANA IPR so just wanted to raise a question around that to this group.

So with that let me pause and see if there are any comments or anything that anyone would like to add to today's agenda before we get started?

Cheryl Langdon-Orr: Just Cheryl joining.

Trang Nguyen: Hi, Cheryl. All right so let's go ahead and move to – let's get moving through these items. Alan, I see that you've joined us on time today so if we could go ahead and get started with the RZERC charter if that's okay with you?

Alan Greenberg: Yes, no problem.

Trang Nguyen: Okay thank you. So what we circulated for you is a redline document that essentially compiles all of the comments that have been provided by the CWG in redline as well as in comments field in the document. And our thought is perhaps we can go through and review each one of those comments from the CWG and determine how we want to move forward in terms of whether or not to incorporate or not incorporate the comments received.

Is there a way to make it a little bit bigger or give everyone the opportunity to zoom in? Terrific.

Yuko Green: Yes, I just gave everybody a scrolling control so you can zoom in, zoom out however you would like to review.

Trang Nguyen: Thanks, Yuko. So, Alan, should I just go ahead and walk everyone through each of the redline changes or how should we go about doing this?

Alan Greenberg: Sure. Clearly people had far too much time on their hands or this was a fascinating document, I have no idea why it received this much attention. But go ahead.

Trang Nguyen: Okay. So the first suggested edit is just, as spelled out in the Root Zone Evolution Review Committee in the title of the document which is, I think, fine. I don't think there's any issues around that.

Alan Greenberg: No, I support that. It took me 10 minutes one day to figure out what RZERC meant so.

Trang Nguyen: And perhaps maybe this is a good opportunity to discuss the name of the committee itself, Root Zone Evolution Review Committee. Obviously that was a name that ICANN had proposed based on sort of the scope of what this committee would be doing. I think that name is still good after the discussions that we've had with the CWG.

Alan Greenberg: It's Alan. If you remember correctly there was significant criticism that it shouldn't do anything other than the root zone. And that may well be the case. However, this group is also going to – is also available for ICANN – remember, ICANN as the contractor for the other two communities ICANN has the responsibility for making sure that IANA, through PTI or whoever, does a good job. Therefore, ICANN may well call upon this committee to look at things – that's ICANN, not the other committees – to look at things related to the other communities.

But to be honest, I don't think the title of the group matters. So I'm not willing to make a fuss and stir up another fire fight by changing the name to imply it has a wider scope than that.

Trang Nguyen: And I see Chuck agrees with you, Alan.

Russ Housley: So, Alan, this is Russ Housley and I would like to stay as close as possible to the proposal. And any deviation that changes scope should follow in some process after proposal implementation. So let's not mess with it.

Alan Greenberg: I think that's exactly what I'm saying.

Russ Housley: Okay good.

Trang Nguyen: All right so we'll consider that done. The second edit that I see in redline on the page is just a couple root zone non capitalized so I think there's an issue there that's a minor administrative thing. And then there was a question from Seun regarding the RFP process, which Alan you responded, and so I think we're good there.

Alan Greenberg: Yes, I mean, whoever starts it is not our problem. This group may consult on it.

Trang Nguyen: Yes. So moving on to the composition section, I forget who it was that suggested – oh, Eduardo suggested spelling out as nine members in the composition. And I don't see any issues with that, that's a minor edit.

Alan Greenberg: I see no need for it but it's not offensive either assuming he counted properly and the number is nine.

Trang Nguyen: Yes. So I put there in the comments that Milton had expressed some concerns regarding potential conflict of interest and I think someone else may have as well with regards to the root zone maintainer being part of the committee. But again, to the point of implementing what's in the proposal that is specified in the CWG proposal as – so I think that's safe but we wanted to flag that that comment was submitted by Milton.

Alan Greenberg: No, but even Milton agreed that it had to be – the root zone maintainer had to be there.

Trang Nguyen: Yes. Okay, and then there was a suggestion for an edit by Seun, “appointment of member shall follow its organization’s or group’s internal process and committee membership shall be renewed every five years.”

Alan, you had some thoughts on this.

Alan Greenberg: I see no reason for doing that. You know, when we say a delegate from the group – from a group clearly, that group selects them and they have no choice but to select people according to their own rules. So I find this far too prescriptive where it’s not needed.

Russ Housley: Where does the five years come from? I couldn’t find that in the proposal.

Alan Greenberg: It’s not there. He's just adding it.

Russ Housley: I’m worried about that. I think each group should – if somebody wants to do two year terms why should we change it here?

Alan Greenberg: I think you're making a good argument for omitting that sentence. I see no need...

((Crosstalk))

Alan Greenberg: I see no need for both of them. By the way, we need to go back to – Milton did make a comment about the root zone maintainer and how decisions are made; we need to go back to that one.

((Crosstalk))

Chuck Gomes: This is Chuck. I saw I just got kicked out of Adobe Connect so I couldn't raise my hand. But on the point we're talking about right now, not the one we're going back to, we at least in this group, IOTF, we pretty much agreed we wanted to keep the terms fairly minimal and allow plenty of flexibility for the group to operate. So I think that what Alan and Russ just said is consistent with that. I think I tried to communicate that on the working group list but anyway so I support what they're saying.

Russ Housley: So before you back up...

((Crosstalk))

Russ Housley: ...I guess what I'm saying is strike the last sentence of composition.

Trang Nguyen: I'm sorry, Jonathan, you have your hand up. Please go ahead.

Jonathan Robinson: Thanks, Trang. Yes, I'm in agreement with the others of striking the last sentence. And I was going to, like Alan, pull you back to there's clearly no debate about – no ongoing debate it seems about presence of the root zone maintainer. The only question is whether that role is in some way restricted relative to other members of the committee.

Milton's – okay, I'll talk up, Russ, sorry. Could you just confirm that you can hear me clearly now?

Alan Greenberg: Yes, we can.

Russ Housley: I can now. I couldn't...

((Crosstalk))

Jonathan Robinson: Okay I'm sorry. Thanks, Russ. I'm sorry if I was unclear before. So just to repeat, I agree with you on the removal of that last sentence under composition. I do think we had skipped over the points of Milton's regarding restricting in some way the role of the root zone maintainer. I have two questions I suppose, or at least one. Did that receive any support? And I guess if we are to go with it we would want to do that relatively simply and possibly even as a recommendation not necessarily a firm point because it's sort of guidance point really.

And, you know, it's possible you could get someone very good from the root zone maintainer who could add real value even as chair of the committee. But others may feel differently. Certainly I think we shouldn't just skate over it so let's see if there was any support and if others have any comments, thanks.

Trang Nguyen: Thank you, Jonathan. Alan.

Alan Greenberg: Thank you. Going with – reverting to the last paragraph for the moment, does anyone see any real need for saying the appointment shall be done according to their own rules? I find that exceedingly redundant given the groups we're talking about in this. On the root zone maintainer, look at the scenarios, if the root zone maintainer is the only one against something and hasn't convinced any of these other people that whatever they're saying has merit, then they can't block consensus, consensus doesn't mean unanimity, consensus means consensus. That is a general approval.

If indeed they've convinced other people then so be it, there is no consensus. So I personally don't see any need for explicitly saying something about them not being able to block consensus. I have no problem if we want to add a clause saying they can't be the chair. You know, I don't see a need for it but I have no problem with it either. Thank you.

Trang Nguyen: Thank you, Alan. Chuck, please go ahead.

Chuck Gomes: Thanks. I guess I'd better say I have a conflict of interest? I thought, you know, with my conflict of interest I support what Alan said. The – first of all if this was a decision making body it would be different. It's an expert advice body as I see it so I don't see the need. Obviously the root zone maintainer, whether it's us as currently exists or in the future somebody else, they have insight into what's going on that should be valuable and could be valuable.

But like Alan said, it's the whole group that's going to try and reach a consensus decision and again, not necessarily unanimous. So I think that's covered pretty well. Thanks.

Trang Nguyen: Thank you, Chuck. Greg, please go ahead.

Greg Shatan: Is Jonathan up or is that an old hand?

Trang Nguyen: Jonathan, is that an old hand? I presume it's an old hand because it's been up. Yes.

Greg Shatan: This is Greg Shatan for the record. With regard to the comments by Milton, I don't think these are necessary. I think the interest of the root zone maintainer, whether it's a conflict of interest or not, put aside for one moment, but is obvious. And I think we should allow the group to decide how to deal with



such things. I don't think we need to be proscriptive about the role of the root zone maintainer representative in the committee.

I agree with Alan Greenberg that both sentences proposed for the end of composition are – well the first one is redundant and the second one is an extension that's not something, you know, agreed to and not one I would take.

And lastly, I think in talking about consensus, you know, which takes us to the top of the following page, we may want to define consensus when we get there. I agree with Alan's definition and with the logic that follows about the, you know, lack of veto power of the root zone maintainer representative or anybody else for that matter.

But given that there are varying definitions of consensus that float around within ICANN, not to mention outside of it, we may as well, you know, point out that we're talking about consensus that is not unanimity. I'd phrase it probably a little bit different, you know, consensus were, you know, significant majority agree and only a small minority disagree just to be clear. Thanks.

Trang Nguyen: Thank you, Greg. Alan, is your hand relating to the consensus...

((Crosstalk))

Alan Greenberg: That's a new hand. How do I say this genteelly?

((Crosstalk))

Alan Greenberg: This is a group that's going to advise the board. The board is not only composed of people who care about the Internet but have a fiduciary duty

under the bylaws to care about the stability and security and all those other good things about the Internet. The group is going to give advice not just in a one-word yes or no but is likely to give, if there are divided opinions, is likely to give them. The board is then going to have to consider them. I really don't think we need to micromanage this. Thank you.

Trang Nguyen: Thanks, Alan. Okay so if I can close on the redlines and comments in the composition section I think what I'm hearing is that it's okay to leave the nine committee members as follows clarification in there. No further clarification is needed around the role of the root zone maintainer. And we will remove the two redline sentences at the end of that section. Does that sound about right? Jonathan, you have your hand up, please go ahead.

Jonathan Robinson: Yes, that sounds fine to me. I'm okay with that except it wasn't the two sentences, it was just the one sentence. I think "appointment of members shall follow each organization group's internal process" was not asked to be removed.

Alan Greenberg: Greg and I did ask to have it removed but it's – I think it's so redundant that we can leave it in if we like extra words.

Jonathan Robinson: Apologies if I missed that. I don't feel desperately strongly, it seems to be a not – it seems to be a not harmful addition.

Alan Greenberg: True.

Trang Nguyen: All right so have we settled on leaving that first sentence then it sounds like or are we taking both sentences out?

Alan Greenberg: I don't think anyone's going to die in a ditch over it being left in.

Trang Nguyen: Okay.

Alan Greenberg: It's what I'm hearing.

Trang Nguyen: So we'll leave the first sentence in then remove the last sentence of the section. Thank you. All right in the meeting section there were some comments and suggestions by both Seun and Eduardo. So what the test that we had in there was meetings may take place electronically or via face to face. And there's some – some of the suggested edits include removing telephonically and replacing that with audiovisual conference tools. You know, and I think – or adding appropriate Internet-based applications instead. Does anyone have any strong feelings around this?

Alan Greenberg: Yes. It's Alan. "Telephonically" I have no problem replacing that "electronically" that's a wider term than "telephonically." And the other removal, "and other Internet-based discussions" are not deemed to be meetings. I have no real problem omitting it. In theory, if one met, you know, either in a telephone meeting or something may well be a meeting. So I can leave out that or make it email and similar mechanisms are not deemed to be meetings.

That sentence was added just to make sure that we didn't have someone saying we need a two-day notification to send an email.

Trang Nguyen: Yes. And James in the chat room says, "If have a meeting over voice over IP is that not a meeting? Support removing it."

Alan Greenberg: Yes.

Trang Nguyen: Cheryl, I believe, supported what you said, Alan. And...

Alan Greenberg: Yes, I think changing “telephonically” to “electronically” we do not need the appropriate Internet-based applications and replacing “and other Internet-based discussions” with “and similar mechanisms” are not deemed to be meetings.

Trang Nguyen: Okay. And, Jonathan, you have your hand up, please go ahead.

Jonathan Robinson: I think it’s just – I think the principle is fine, I’m just not sure it’s worded that effectively. I would suggest something like “meetings may take place with remote participation” in brackets “using appropriate technology or in person.” And then email and email is not deemed to be meetings.

Alan Greenberg: It’s Alan, Jonathan. I think with your...

((Crosstalk))

Alan Greenberg: I think with your meetings we don’t even need that last sentence. Are we still here?

Trang Nguyen: We are. I’m just looking at some of the discussions in the chat room. Internet-based discussions is a very vague term. Support the suggestion, Jonathan, from Cheryl, is anyone liable to confuse email for a meeting? Meetings might take place with remote participation (unintelligible). And Jonathan has put into the chat a (unintelligible) language. There’s some support for the proposed language that Jonathan has put into the chat room.

Alan Greenberg: I’m good with that.

Trang Nguyen: Okay. All right...

((Crosstalk))

James Gannon: ...certainly just call any objections to Jonathan's language (unintelligible).

Trang Nguyen: Yes. All right so it looks like there's support for Jonathan's language. There's no objection that I can see so far so we'll move forward with using Jonathan's language for that last paragraph in this section.

Moving on to the next page, voting and quorum, so in the first paragraph there was a suggestion by Chuck to add "shall be documented and may be determined." This is based on your conversation with the RySG I believe, Chuck? Are there any concerns with the additions suggested by Chuck in the first paragraph under voting and quorum?

Alan Greenberg: I'm good with it. It's Alan.

Trang Nguyen: Okay. Cheryl, James support. Okay terrific. And then Eduardo had suggested some additional text for this section as you can see reflected there for quorum. And a suggestion for a 24-hour notice for motion submitting. James, please go ahead.

James Gannon: Thanks. So this one I would suggest that it was (unintelligible) much detail and I think we need to keep this document as simple as possible and I think that this is more detailed than (unintelligible) proposal and more detailed we really need to put in it at this point.

Trang Nguyen: Thank you, James. It's very hard to hear you but I think what you said was you suggest – you suggest not accepting these additions proposed by Eduardo, is that correct? Okay, thank you. Alan, please go ahead.

Alan Greenberg: Thank you. I would support striking all three paragraphs. We've already talked a lot about quorum and said that any decisions are going to be by consensus which implies a significant number of people have to be involved in it. In any given specific topic very few of the people may have knowledge and an interest so there may be very few experts on any given topic and requiring the others to be present doesn't make any sense whatsoever.

And in my mind an emergency is an emergency and you don't necessarily say I can't talk to you about it for 24 hours. So I would recommend striking all three of those.

Trang Nguyen: Thank you, Alan. James, please go ahead. Is that a new hand? Okay thank you. Greg, please go ahead.

Greg Shatan: Thanks, Greg Shatan. There's a little bit of a disconnect going on here. I think the title of this section is voting and quorum. If we don't refer at all to quorum, then we're not satisfying the title. But I'm not sure that the title is right frankly. And I think that there's kind of, you know, two – there's two separate issues in terms of a quorum. A quorum is the minimum amount needed to have a meeting at all before you even get to the question of decision making.

So if we do want to have a minimum number for a meeting then we need to set a quorum requirement. Decision making, you know, may involve, you know, more than all people who are present at a given meeting depending upon how you lay it out. So I'm not exactly sure what the proposal said about

any of this. Obviously at this point we're at implementation so we're at least trying to interpolate and hopefully not extrapolate from the proposal. But if we want to have – we should distinguish between quorum and it's fair to say that there should at least be a majority of those appointed or potentially, you know, proxies or whatever for even hold a meeting that's a valid meeting.

In terms of voting, if we're saying that the decisions are being taken by consensus that's not really voting per se at all. So I might rather than calling it voting say decision making and quorum or just take out the word quorum entirely and just have decision making which is all that we're discussing here if we take out the three new sentences. Thank you.

Trang Nguyen: Thank you, Greg. And I think that's the same suggestion that James made in the – in the chat room. Alan, please go ahead.

Alan Greenberg: Yeah, thank you. I would suggest decisions since the title seem to be nouns, not actions so just decisions. And we've already said with Chuck's addition that we can – that the group might make decisions, for instance, via email. And that's not a meeting. And you don't need a meeting for decisions. So you don't need quorum. You need enough people to agree with the outcome but you don't need – necessarily need quorum at a meeting.

I suspect a lot of the work this group is going to do for the non – you know, yes the next time they do DNS SEC they may well meet but for a lot of these things there's going to be – the root zone maintainer makes a proposal, everyone says yes, I don't see a problem with that, and it goes. So I think we're belaboring something which doesn't need a lot of it. Thank you.

Trang Nguyen: Thank you, Alan. Greg, is that a new hand?

Greg Shatan: Sorry.

Trang Nguyen: Okay thank you. So what I'm hearing is that we would change the title of this section to Decisions and accept Chuck's suggested edits in the first paragraph and remove everything else. All right so now let's move on to records of proceedings. Reading through the comments from Seun here. "I think this needs to be further clarified and expect there is a need for the whole committee to approve the minutes."

Comment, "What is policy referred to here and where is this policy reference in terms of the conflict of interest policy?" And there's some also suggested additions in terms of – in a situation where minutes published elapsed – "minutes publication elapsed 72 hours the minutes shall be published by appropriately (unintelligible) with relevant disclaimer."

Seems to fall under the category of a bit too much granularity. But let's open it up for discussion.

Alan Greenberg: I'll jump in. It's Alan. I would have thought this was one of those cases where, you know, minutes are not necessarily approved but are circulated and if no one has an objection within a certain amount of time then they're published. So I'm not even sure the word "approval" by the committee is – I think that is too strong. But the committee can decide what mechanism they want for approval so that's – I can live with it.

Publication of minutes in less – within three days – unless this group has a secretariat that's going to be handling all of their minutes for it and putting restrictions in like that I think is – is far more than is needed for this kind of group. So I would suggest that we don't need that addition, but then I'm a minimalist in these things.



Trang Nguyen: Thank you, Alan. Chuck, please go ahead.

Chuck Gomes: Thanks. I wonder – I don't know if these meetings are going to be recorded, but if they were and maybe the group doesn't want, and that's okay, but if they're recorded would it be just sufficient to refer people to the recording of the meeting rather than even getting into the minutes issue? I think that deals with some of the issues that Alan and others have raised. Anyway, I throw that out as an idea.

Alan Greenberg: Yes, Chuck, it's Alan. That's already covered, although the recordings would have to be approved by the committee in this case.

Chuck Gomes: Well this is Chuck, I mean, why do recordings have to be approved? Recordings are an exact record of what happened.

Alan Greenberg: I'm saying according to the words there.

Chuck Gomes: Oh okay okay well that could be fixed.

Alan Greenberg: I would not – I would not mind – if we – what about cutting that sentence after the word “possible”? Trang, I see Jonathan's hand is up.

Trang Nguyen: Jonathan, please go ahead.

Jonathan Robinson: I have a suggestion which essentially follow Chuck's suggestion. You simply suggest – you simply – the recordings of committee meetings to be recorded and then minutes or other – minutes of the committee sessions, should they be – we've seen an optional thing that there's – I don't think you want to force the committee to minute itself. I mean, I think Chuck's right,

recordings provide transparency so that's very useful, they're capturing meetings should be recorded wherever possible or something along those lines, then you give the guidelines that the intention is to record them.

And second, that minutes of the committee sessions, where appropriate, shall be posted as soon as possible following approval. So you make it clear that you're not expecting minutes but should they be undertaken they need to be (unintelligible) as soon as possible. That creates flexibility for the committee. You recommend recording and rapid posting of records.

Trang Nguyen: Thank you, Jonathan. Alan, is that a new hand?

Alan Greenberg: Yes, I think Jonathan's word captures what I was going to comment on. This group may well be convened to handle real security threats. We certainly cannot commit to releasing the minutes or a recording of every discussion. So – but Jonathan's words I think cover it completely.

Trang Nguyen: Thank you, Alan. All right so we will pull the transcript after this call and try to pull the suggested language that Jonathan has just said. And I know Greg has (unintelligible) we'll pull the transcript and try and pull the language that Jonathan has suggested and put it in.

Moving to conflict of interest, there was a question...

Cheryl Langdon-Orr: Trang.

((Crosstalk))

Trang Nguyen: Yes.

Cheryl Langdon-Orr: Sorry, I did unmute earlier. Cheryl here. Just a minor edit to, if you're going to go verbatim off the transcript for Jonathan's language I would suggest you also consider, without my spelling error in the chat, his last sentence where it was beginning to talk about the preparation method and time, etcetera. It would deal with even less words by saying, "any minutes prepared should be." And I just want to make sure that's noted. I'll go back on mute.

Trang Nguyen: Yes, thank you, Cheryl. Noted. And we'll make sure that that gets in there. Conflict of interest, there's a reference to a conflict of interest policy in this section and there was a comment from Seun that asked what this is in reference to. So I wonder if it's – instead of referencing a conflict of interest policy here that we should just say something along the lines of each member should submit a statement of interest or something along those lines and declare any conflict to any particular issues that's being discussed.

Alan Greenberg: Yes.

Trang Nguyen: Any thoughts or comments on this?

Alan Greenberg: It's Alan. Yes, instead of confirm adherence to a policy, confirm – sorry, I had words and now they disappeared.

Chuck Gomes: This is Chuck. Let me see if I can help.

Alan Greenberg: Thank you.

Chuck Gomes: What if we just said – see if this covers it, Alan. What if we just say, "and identify conflicts of interest as applicable." Something like that.

((Crosstalk))

Alan Greenberg: Potential...

Chuck Gomes: Yes, potential, right, that's good. Yes.

Alan Greenberg: Yes.

Trang Nguyen: Okay so "Committee members must provide statements of interest and identify potential conflicts where applicable."

Alan Greenberg: Potential conflicts of interest in their community – in their committee service. I think that's...

Trang Nguyen: Okay.

Alan Greenberg: That covers it.

Trang Nguyen: All right thank you very much. So that's settled. Going on to the review section, there is an addition suggested by Seun. Alan, please go ahead.

Alan Greenberg: Yes, I can live with it. I think it's another public comment that no one will read. We're replacing a group that met – a group to the extent it was ever a group – that met in secret in the halls of government. We are being so open that I'm not sure this is necessary but I can live with it if there's a feeling that it adds to whatever openness and transparency.

Chuck Gomes: And this is Chuck. I think that's right, you know, what Alan said. The – and it doesn't – it really does no harm, it shows transparency, it'll take a little bit longer but after five years I guess that's not too big a deal.

Trang Nguyen: Thank you, Chuck.

Alan Greenberg: I will place a side bet on the number of comments it receives but.

Trang Nguyen: Any other comments on this? Okay so as next step we will go ahead and revise this document based on the input received today and circulate a new version. Greg, I think you had made a comment earlier in the chat room that this is just a term sheet and that the – but I think from our – from ICANN perspective I think the final document will not deviate from this much at all. In fact, it may not be in a table format, we may put it in paragraph format. But I don't anticipate, you know, any additional language or anything else being added to this document that we would then post for public comment.

Please go ahead, Greg.

Greg Shatan: Thanks. I guess that's a helpful thing, I guess. I mean, term sheets typically are, you know, short form indicative documents that are then turned into longer so-called definitive documents where things are spelled out in great detail than what shows up in the term sheet. If this is not really a term sheet that's kind of important to know. If this is going to be the totality of the charter essentially and it's not going to have, you know, additional material that's – I'm not sure that this is enough really, and I'm not sure that I would go with this as the final form of the charter.

But, you know, if indeed we're essentially – this is the last shot and we're not going to see a kind of a fully fleshed out charter that's kind of important to know. So that wasn't my understanding in reviewing this. So I'm a little at a loss for words as to whether this really works as a charter per se. I don't know if other people feel like it's sufficient and doesn't need to be. I mean, certainly

it's simple and I don't know if it leaves too much to the imagination. Maybe it does and I just have to wrap my head around the idea that this is not really a term sheet but is in essence the charter but just put into boxes. Thanks.

Trang Nguyen: Thank you, Greg. Alan, please go ahead.

Alan Greenberg: I guess I'm just going to comment that I don't think the vast majority of groups within ICANN have charters. The ALAC doesn't. I don't think the SOs do. I don't know if the board does other than what you can extract glean from the bylaws. I'm not sure the board committees do. I think we're putting far more effort into this than is necessary. Thank you.

Trang Nguyen: Greg, is that a new hand?

Greg Shatan: Just in response to Alan. I think, you know, all of the – at least the stakeholder groups and constituencies have either charters or bylaws which, you know, function similarly. And certainly the, you know, GNSO Council, as Alan knows, has all kinds of rules and procedures whether they're, you know, called a charter or not.

And then maybe a distinction to be made, if you want to get really nit-picky between a charter, which is kind of establishing the organization and rules and procedures which could be more malleable, but in any case I don't really care but I think there's kind of things are all over the lot and there's certainly enough chartering going on that it's not out of place and I guess it's just, you know, we need to be clear about what's happening here and if this is in fact the charter it shouldn't be called the term sheet and it should be called the charter.

And we should be looking at it as such. So that's – that's what I've got to say. Just call it a charter if it's not going to be turned into a charter (unintelligible).

Trang Nguyen: Alan, please go ahead.

Alan Greenberg: Yes, thank you. I've said we're belaboring the point and I'm not going to extend it a lot more. I'll point out that the real advisory committees that have formal advisory roles to the board on many substantive issues, the bylaws explicitly say they may set their own rules. So I stand by my statement saying I think we're talking about this too much but let's change it to a charter and move on.

Trang Nguyen: Thanks, Alan. Just to give you some perspective to this, when we initially drafted this it was meant to be drafted as a term sheet. But I think that there has been significant discussion on this. And as we build upon this document, you know, I'm not sure that there's going to be much that will add to this once we turn it into a charter.

And the reason that I say that is it seems that there is general agreement amongst this group that a lot of – that this document or this committee shouldn't be subject to much more detailed guidelines than what's already contained in this document at this point in time. And so based on that, I'm not sure that there's going to be any additional level of details that we would want to add to this document.

And that's why I said that what we envision doing is now turning this document, which was initially created as a term sheet, but has been built upon through discussions with this IOTF just to turn this document now into a charter without adding any substantial additional detailed information to it.

And I see Greg's question, "Will it at least be written in complete sentences?" Certainly we'll do some cosmetic, you know, rewrite of this and incorporating some of the input that's been provided today. And like I said, I won't be in a table format, it will be in a paragraph format. And we'll do that in the next revision that we will share with you.

Perfect, all right so that is the next step to plan for this document then. We'll take ownership of – we'll take an action item to update this and turn this into a charter document. And we'll circulate it back to this group.

Chuck Gomes: Trang, this is Chuck.

((Crosstalk))

Chuck Gomes: Yes, just real quickly. I think we need to provide some feedback to the working group in terms of the discussion we had today. And that could turn into a huge task, which I don't think it warrants the effort. So what I would suggest is that we call attention to the recording of this meeting for working group members that are interested in having feedback in terms of the decisions that were made.

Trang Nguyen: Good point, thank you very much, Chuck. We'll do that. Okay, anything else around RZERC before we move to the next item. And I'm also noting that we only have about 10 minutes left on this call.

Okay let's move on to the next agenda item which is the CSC request for appointment. We have circulated this request to this group for review. Russ, thank you very much, for the feedback that you share with us in terms of the IETF's plan or IAB's plan in terms of participation on the CSC.



I wanted to just sort of gauge and see if there are any other concerns or any other discussion items that anyone in this group would like to bring up relating to the CSC request for appointment. Okay, seeing no hands up or anything in the chat room relating to this so will share with you sort of the next step.

Now that this has been shared with the IOTF the outstanding question that we have with Jonathan and Lise is the plan for sharing this document with the CWG before it is issued to the – or sent to the SOs and ACs and the RySG. So that is something that we're still working through with Jonathan and Lise.

And, Jonathan, I don't know I guess we'll connect offline on this but I assume that given the group's feedback on this document here today which is that it has no major issues or concerns with it, that perhaps this is now ready to be shared with the CWG.

Jonathan Robinson: Trang, that feels right.

Trang Nguyen: Okay. Thank you. So we'll make a note of that. So next agenda item, the PTI formation document, the only – I wanted to bring up the discussion or actually the questions that I wanted to ask this group with regards to PTI formation document is whether there's any initial feedback on the documents themselves.

And then number two, I'd like some feedback in terms of the review process and the timing around that. I'm not certain if it has been sent to Sidley for review and what if any timeline has been provided to Sidley for review of the document and for providing feedback. So I'd like some feedback around that and then also some initial reaction from the group on these documents. Sure, James, understood, James.

All right so then perhaps what I can do is maybe (unintelligible) the client committee for a quick status update in terms of the review of these documents by Sidley and when we may expect to get some feedback from Sidley. And then we'll bring this up again for discussion on next week's IOTF call, I believe which is scheduled for Wednesday. All right thank you, Cheryl.

All right so let's move on to any other business. And the one item that we wanted to bring to this group is the IANA IPR timing topic. And it's more of a question at this point. And the question that we have for the group is – and we tried to go back and did a little research to see if there are any specifications as to when the IANA IPR needs to be fully implemented, whether or not it needs to be fully implemented by September 30 or what has to be started by then.

And it's not entirely clear what the – not entirely clear what the timing in terms of implementation of the IANA IPR is. And so just wanted to bring this up to this group if anyone has visibility into that or we could also raise it as a question I guess to the mail list, although I don't think we have posting rights to the mail list – the IPR mail list. But that – for planning purposes we'd like to know what if any timing requirements there are relating to the implementation of the IANA IPR.

Alissa, please go ahead.

Alissa Cooper: Thanks, Trang. Can you hear me?

Trang Nguyen: Yes.

Alissa Cooper: Okay. So I could double check but I'm fairly confident that the proposal actually calls for the transfer of the IPR to occur, you know, as part of the

(unintelligible) prior to. So I think from the proposal perspective (unintelligible) is that the transfer will occur, you know, at the same time as the – sorry – of the contract. I think also Russ – okay Russ is writing exactly what I said.

The other thing that's going on is that I think the current action item it actually lists IETF's trust and the IETF Council who are working through the latest round of feedback on the existing proposal so in terms of if you were looking for like what is – I know what you were talking about the timeline but if you're looking for like what is the next step I believe the IETF trust has the pen right now.

Russ Housley: I don't think that's right, Alissa. I think we're waiting for feedback.

Alissa Cooper: Sorry, please correct me.

Russ Housley: Okay, yes, I'm pretty sure that there's a proposal out and we're waiting for the legal review from all the parties.

Alissa Cooper: Okay, my bad.

Trang Nguyen: Thank you, Russ, and thank you, Alissa. Greg, please go ahead.

Greg Shatan: Thanks. Greg Shatan as well. So I think we've just sent out the document to our Council for review. I'm not exactly sure what their timing will be but we can ask. Initially we had thought we would wait to see what the others said and then kind of, you know, come back with kind of combined revision, you know, taking into account our views but that's clearly – we're on to Plan B at this point. And so I guess we're all going to be waiting for comments from the

three communities and then a further draft would be put together trying to harmonize the comments of the three groups.

And obviously, you know, Council will comment but then the groups themselves, you know, will take Council's comment into consideration and may or may not act on them verbatim.

As far as, you know, the timing I would think it would be essentially simultaneous with the – with breathing life into PTI as a going concern so it's kind of a – would be kind of at the closing if this were a corporate transaction, when everything moves that's when these documents would be effective. They might be signed earlier but they would be effective as of kind of the transition. Thanks.

Trang Nguyen: Thanks Greg. I'm just trying to think through, you know, the work that there would – that will still need to be done after the framework document is finalized. And at minimum I think the three contracts would have to be drafted and finalized. And I think there is also valuation of the actual IANA IPR which is probably not going to be a (unintelligible) exercise that will need to be done and then the actual transfer of the IPR itself at a high level.

And I think we have about – if my calendar is right – about just a little over four months left so I'm just trying to think through, you know, how much will still have to be done once the document is finalized and wanting to make sure that there's planning and enough time for us to get all of that done.

Is that a new hand, Greg?

Greg Shatan: Just a follow up. And I haven't looked back at the kind of big chart but you mentioned valuation of the assets. I don't necessarily disagree but is the idea

that there's a potential transfer pricing issue here and that's – it needs to be valued for that purpose or is there some other reason why there would be a valuation? There isn't going to be a payment clearly. So just wondering where the valuation concept kind of came in here.

Trang Nguyen: Well I'm just thinking from the perspective of is the transfer of assets that there should be a valuation of that asset at a super high level. I'm not sure if there was any other concerns or considerations beyond that. But I think that's more of a question for our CFO, Xavier Calvez, than something that I could personally answer.

Jonathan, you had your hand up and then it went down. Did you have something to say or to add to that?

Jonathan Robinson: My hand only goes down when someone puts it down, Trang. It seems to be put down by whoever is operating the call. My understanding is this is a pretty key point and that there is explicitly meant to be no monetary or other value attached to the IPR. It does not have a value to the best of my knowledge. So I would check this carefully and quickly. I think that's my understanding that this is a particularly important point that there isn't a value attached to the IPR and it does not have a particular monetary or other sort of commercial or related value. Thanks.

Trang Nguyen: Thanks, Jonathan. Greg, please go ahead.

Greg Shatan: Yeah, not to belabor the point, especially since it's now 12:01 where I am so it's something 01 where you are, but I think whether – we can't just say it has no value. There can be no – we can have the idea that there's no compensation but assets have intrinsic value even intangible assets, and there are reasons – legal reasons why if they're to be transferred from one entity to another, which

is what's happening here, you know, from one entity to an entity that is a completely different entity, that it may have to be valued and that value may need to be taken into account for various purposes that have – that do not need to be reflected, you know, in any way internally in terms of payment or, you know, any sort of other things.

But I think this is where, you know, the only people who are more arcane than IP lawyers who are tax lawyers might need to be involved. I've been involved in enough transfer pricing exercises to know that it is – while it's non-trivial and careful but it's also essentially unavoidable, we can't just declare that this has no value if in fact it does because external agencies might care about that especially given that the transferor and the transferee are both US entities.  
Thanks.

Trang Nguyen: Thank you, Greg. And I note Jonathan's suggestion that we check with – we take an action item to check with ICANN finance and legal relating to the valuation of the IANA IPR. So we'll go ahead and take that down as an action item.

All right apologies that we're three minute over the top of the hour. Is there anything else that anyone would like to bring up? I see several people typing in the chat room so that's – there's value (unintelligible). All right. All right so since there's no other comments or issues for today's call let's go ahead and close the call today. Thank you so much, everyone, for joining and for your, as always, contributions. Thank you. I'll see you next week.

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