ICANN

Coordinator: Brenda Brewer
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Trang Nguyen: Thank you very much. Hello everyone, this is the implementation oversight task force IOTF call number 11 on June 9, 2016. I guess the breaking news of the day is that NTIA just released its report. (Yuko) circulated a link to the NTIA report just a few minutes before the call. So congratulations to everyone on that. That's a big milestone there.

I know that several people have sent in apologies for today's call. I just - I think (Avri) just also sent in an apology. But it looks like we still have a good group in the Adobe - that's joining the call today. So welcome everyone.

On the agenda today we have prepared for you a couple of items for discussion. One of the main items is the PTI bylaws and articles of incorporation. And if the drafted response is to (Sibley)'s questions. And then the second item is a document that we circulated just maybe an hour or so ago which has the proposed work plan for how to finalize the - all of the PTI related documents that we'd like to discuss with you today. Again, it's a document for discussion with the group.

And then in the other business we have a few items that we wanted to cover with you today. The first item is the ICANN 56 Helsinki Implementation Plan and Update Session. And the second item under any other business would be the - I guess the IOTF call number 13th, which is scheduled to take place during the week of June 20. And we understand that some people may be travelling that week, so we wanted to discuss with you scheduling for that call.

And then the third item under any other business would be the decision log, which is a document that we actually have started at the very beginning of the IOTF discussions which logs all of the discussions and decisions agreed to within the IOTF. We've changed the format of that a little bit and wanted to show that to you and also perhaps make it a standard practice to review that document so that we're all on the same page and are aligned of the various activities that are taking place within the IOTF.

So those are the items that I - that we have prepared for this call today. And thank you, Jonathan. I see that you've put in the chat room that you will be speaking to the PTI bylaws and articles of incorporations responses. Thank you for that. So let me take a pause here and see if there are any comments or suggestions for any additional agenda items. Okay, very well. So let's go ahead and get started. Jonathan, did you want to wait for Alissa to join before we go into the PTI bylaws and articles and corporation of responses or would you like to start with that? I know that's the most important item on the agenda today.

Jonathan Robinson: That's a difficult one. I have been through them all with Alissa. If we can cover anything off from a sort of administrative or other point of view before she joins, it may be more complete to wait for her. But we don't necessarily

have to. She let me know she'll be about five minutes late, so I'm not expecting to have a long wait for her.

Trang Nguyen: Okay, very good. Maybe we can cover some of the AOB items, because those should be fairly quick for us to move through. So if there's no objections, let's jump to the AOB section for now. So let's discuss the ICANN 56 Helsinki Implementation Planning Status Update Session. So there was a request from this group to hold an implementation update session in Helsinki and there seems to be support for that. We understand that from a process perspective scheduling of the session has to go through, you know, one of the SOs or ACs.

It looks like there may be some difficulties in scheduling sessions after 3 pm where the cross community activities are supposed to take place. And as we noted, the calendar is quite full before 3 o'clock pm. So it looks to us like the only potentially open slot that would not conflict with anything else would be a lunch type of session. So we wanted to discuss with this group and get finalization around that so that we could, you know, move forward with getting the session scheduled.

And then the other consideration is also the fact that we need to understand better who from the IOTF would be attending Helsinki and would be, you know, sort of be on the panel to present. So Jonathan, you have your hand up, please go ahead.

Jonathan Robinson: Thanks (unintelligible). I think it would be helpful to understand if you have already a view on the format, we could understand what kind of format it would be. And second, if you could just clarify what you mean by a lunch meeting. I assume it's just simply holding a meeting during the time that was sort of set aside for lunch. And then I know Alissa and myself will both be there, so subject to there not being any other clashes, I expect we will both be

available. And that doesn't preclude others from the IOTF participating either from the floor, on the panel. But to my knowledge we should both be available to participate there. Thanks.

Trang Nguyen: Thank you, Jonathan. And I see that Alissa is also on the phone, so I would invite Alissa to also speak out if she has in mind any sort of format. When the proposal to have a session was made, you know, I - in terms of a format, I mean, I guess it would be sort of a panel providing an update type of format. I hadn't had in mind any, you know, anything, you know, too fancy or different from that. I envision it just being a sort of a status update type of thing. But if there are other thoughts in terms of how we should structure that session, of course that will be very welcome. And to answer your other question, Jonathan, yes, I think what I had in mind was that the session would just simply be scheduled during the lunch hour.

Alissa Cooper: (Unintelligible), this is Alissa. Sorry to join late and I'm not really in the Adobe room in a good way because I have it on my phone and so I'm mostly only on audio and sitting in a place outside the Euro deck, so I'm so sorry. But I actually think it would be great to - if we had a -- I don't know -- a Q & A session with people, because I think a lot of what's going on with the implementation is creating a lot of questions that we maybe should answer to whoever is there. And I think the implementation itself are quite complex and it would maybe be a good idea to actually be ready answer questions if there are any. Thank you.

Trang Nguyen: Thank you, Alissa. Jonathan, please go ahead. Jonathan? There may be some audio issues. It looks like - does that mean that Jonathan is speaking?

Woman: Uh-huh.

Trang Nguyen: Okay. Jonathan, it looks like you're speaking but we're unable to hear. I don't know if we can address Jonathan's audio issue. But Alissa, I - Jonathan had typed in the chat -- which I know you may not be able to see -- that the status update plus Q & A seems to make sense, so I think he's agreeing with you that a Q & A would be very helpful.

And it seems that we no longer have audio with Jonathan - or that's the mute sign. So in terms of next steps on this -- and let's see if Jonathan has any other comments to make on the topic -- but it sounds to me like perhaps we could propose, you know, a session to take place during the lunch hour so as to not conflict with any other work. And the format could be potentially a very short status update and providing the majority of the time for Q & A.

And then the last item is to get a sense from this group as to who would like to be on the panel, you know, to provide the update and/or to answer the questions. Okay, it seems that we're having some audio issues with Jonathan, so let's see if we can get that addressed. So if we can capture in the action items as it relates to the ICANN Helsinki Implementation Planning Status Update -- those three items -- that would be great. And again, the three items would be to go ahead and identify a - go ahead and identify a time slot, you know, during the lunch hour for the session. The - structure the session as a short update with the majority of the time for Q & A. And then the third item would be to get confirmation from IOTF as to who would be on the panel.

Alissa Cooper: (Unintelligible), sorry to interrupt again as I can't really put my arm up in the room.

Trang Nguyen: No problem.

Alissa Cooper: But I actually think we should not give a very thorough but not a too quick introduction of the implementation because some of the issues might be necessary to actually explain in some depth. And I'm thinking out of this (unintelligible) of the PTI staff or the ICANN - IANA staff to PTI where I know there are a lot of questions and issues related to this. So I think like maybe a third and two third to questions would be helpful. But not to go too lightly on the explanations. Thank you.

Trang Nguyen: Sure, noted. Thank you very much Alissa. We'll make a note of that. And I see that (Allen) has put in the chat room that some of us already have lunchtime meetings and then Chuck also said that he has a lunch conflicts on Tuesdays and Wednesdays that will affect our ISG and IPC and others. So maybe what we could do is see if we can try to identify the timeslot with the least conflict. And (Donna) is also typing, so let's give it a minute to see. So it seems that scheduling is going to be somewhat problematic here, even if we try to schedule something over the lunch hour.

Yes, and (Donna) advises that it's going to be difficult to get a non-conflicted time slot, so just pick a time and run with it. Yes, I think that's what we'll try to do. I think maybe we can start a doodle poll and see which of the lunchtime time slots would be least conflicted and then we'll go ahead and schedule it. Okay. All right, so let's move on. Jonathan and Alissa, would now be a good time to jump over to the discussion on the PTI bylaws and articles of incorporations responses to (Sibley)'s questions?

Alissa Cooper: Fine for me.

Trang Nguyen: Okay. Jonathan, please go ahead.

Jonathan Robinson: It's okay with me.

Trang Nguyen: Okay. So do we have…?

Jonathan Robinson: Yes, just (unintelligible) a second.

Trang Nguyen: Okay. Do we have that document that we can load? Thank you. So we're loading the document that (Grace) had provided with your draft answers into the Adobe Connect room. So how would this work, (Yuko)? Would you need to scroll or can we release scroll control to…?

(Yuko):   This is sharing my screen. So I would have to control it.

Trang Nguyen: Okay. So Jonathan and Alissa, as you move through the document, please just let us know where you are and then we'll scroll through the document for you. And (Grace) mentioned in the Adobe Connect room that she can make light edits to the Google document if needed. Okay, so I will turn it over to you Jonathan and Alissa.

Jonathan Robinson: Okay, thanks Trang. It's a little small in the screen. We're seeing just the shared screen within the real estate at the moment. Be good to get a shared at the full size. I don't know if that's because it's set in the light edit mode or - okay, well we can work with it like that. I mean, it's readable to me. Could others let me know if it's not readable? Not sure what the best way to do this is. It may be best to just walk through it and maybe perhaps do a little bit of rationalization as to thinking behind the points and then others can come in and argue if they feel things - the answers are incomplete or unsatisfactory.

So there are a set of qualifications required set out in the - in 5.2.3 of the document. And - but not all of them - some of those were inserted at the drafting stage rather than from - directly from the document. And so in

reviewing these, those criteria seemed to me -- myself and Alissa -- to be acceptable and that no additional qualifications were required. Therefore the fact that as highlighted by (Sibley) there needs to be some position to deal diversity. And the one point there with is possibly a slide separately to ICANN and non-COM appointees. The concern was if we apply the uniform diversity criteria to the board, we might find that we preclude certain well-qualified candidates from the non-COM appointees.

So perhaps to view them as two different subsets of appointees. In other words, you might apply the criteria to the three ICANN appointed - appointees and to the non-COM appointees separately rather than collectively as a whole board or - so that's something to think about. Any comments or points on that first one, that one relating to section 5.2.3? Any concerns, issues, or otherwise?

((Crosstalk))

(Paul): So I just have a very small point, and that is I appreciate the desire to try and have as broad a view as possible, but if they are built into the process -- and I apologize, I'm not up to speed -- the customers - PTI is very much a customer focused operation or should be a customer focused operation. Is weight given to make sure that the customers are those that are on the PTI board or represented as from the customers are on the PTI board?

Jonathan Robinson: (Paul), I just copied the qualifications into the left hand - into the chat. And (unintelligible) goes on about persons various skills. But if you look at 5.2.3.4 it says persons who in aggregate have personal familiarity with the operation of generic, top level domain registries and registrars with country code top level domain and registries with IP risk. So there are a bunch of qualifications in there that set out - that were added in addition -- in fact -- to

what was provided in the CWG final proposal. And that's really what I think we were saying were acceptable.

Okay, good. So you see that now and that's probably helped. Okay, (Grace), I think we're relying on you to scroll, so if you can bring us to 5.3.3, then, please. And so here we talk about a set of additional qualifications, which again seemed to myself and Alissa to be reasonable. And specifically (Sibley) had made the point that if these additional qualifications potentially precluded the interim directors, it's possible that an accommodation could lead to have a - you know, to accommodate the proposed interim directors - Alissa and myself. However, it did not appear to me that on review -- and I think the same tip for Alissa, it did not appear -- that these precluded us. So we've just put these are acceptable and I do not seem to preclude the proposed interim directors. That should be confirmed. And that no additional qualifications appeared to be necessary.

I suppose -- thanks Chuck -- it would be very helpful if you did bring up your comments. And I was just recognizing that perhaps I went a little bit too fast over that previous one. When we go back to the prior one, please, (Grace), yes, I mean, it does say additional language needs to be inserted to include appropriate diversity of criteria, possibly applied separately to ICANN and non-COM appointees. So I didn't get any pushback on that.

I just want to make sure that if we put in diversity criteria, it would likely derive from something similar to that applied to ICANN board appointees or similar. So we just need to think carefully about what that might be, because as a (unintelligible) insuring we get the appropriate diversity and not being so stringent with that that we potentially preclude well-qualified candidates. So that will need some care.

(Paul), I'm going to pass over you, assuming it's an old hand and I'm going to go to Alan Greenberg.

Alan Greenberg: Thank you. Remember, we only have five people on this board. There's only so much level of diversity and we're always going to miss some kind of diversity from someone's perspective. So let's make sure not to put words in that are too stringent and make sure that we're always in violation of them.

Man: Thank you.

Jonathan Robinson: Well, and I think that (unintelligible) is my concern. We need to - so the question is, do we put those in as diversity guidelines rather than rules? It may be that, you know, to - that there may be some way of managing that.

Alissa Cooper: Jonathan, this is Alissa. Sorry, I still can't see anything in the room. But I think it's good to have diversity demands, but it doesn't need to be an action demand. It can be something that should - there should be awareness about it. And I think it's important to keep this principle but not have it as an ultimatum for this board. Thank you.

Jonathan Robinson: Okay, so I hear from Alan, from yourself, Alissa, and from Chuck something quite similar, which seems to be suggesting that we have - I mean, nobody's saying we should not have the diversity criteria in there, but they should not perhaps be expressed as hard criteria and rather as something like guidelines. Alan, did…?

Alan Greenberg: Yes, it's Alan. I think we - words need to be there, something like that the selectors -- be it the non-COM or the other entities that select -- need to consider diversity in addition to the other criteria. Anything stronger than that someone's going to file an objection.

Jonathan Robinson: Thanks Alan. That's helpful. We've lost the document being shared. Just wondering where - what's happening there?

(Yuko):   Sorry, it's just my Adobe Connect froze, so it's up on the screen now again.

Jonathan Robinson: Thanks (Yuko). Okay, I'm just wondering about the value of the live edits versus just noting the changes. We can try with the live edits. Okay, go ahead (Paul).

(Paul):   So I'm going to be very brief. One thing this process has taught me is people are very willing to put (unintelligible) initially but don't do the heavy lifting throughout the duration of the process. And I don't have a strong view with respect to whether or not there is diversity or not, but the emphasis needs to be a willingness to commit - to be appropriate skills but also to commit time necessary to fulfill the role that the community is asking of them. And all the people that have been on this call or are on this call now have done a stellar job. But we're talking about people outside of this particular community potentially coming in.

So we need to be very careful if we go for diversity in terms of geographical diversity -- which is an admirable quality -- there are - we may not get the commitment that is required. But I - so I'm very much in favor of making sure it's a guideline rather than a specific criteria. But also one needs to emphasize that this is real work which requires real dedication and time to be attributed to it. Thanks.

Jonathan Robinson: Okay, thanks (Paul). We'll take those comments on board as we - I mean, it's consistent with what's been said before and we can take that as we pass to a further refinement of this based on the (unintelligible) of this call. Let's keep

things moving. I'm a little conscious of time and so (unintelligible) for you. So I think we can go past - I just want to make sure we came back and had covered that properly. And Alan - (Grace) you'll note that Alan referred appropriate consideration rather than guidelines. So - okay, so we seem to have some support for using appropriate diverse considerations.

All right. (Grace), if we could move then I think we don't need to do anything more on 5.3.3. Do pull me back anyone if not. And I encourage you to have adjacent to the screen that you have in front of you -- if you possibly can -- be able to flip to the actual drop idles from (Sibley) that (Grace) put on a (unintelligible) link previously to this document. But if you have a copy of the guidelines that are being shared with the group, I think that's quite a useful area.

Okay, here on the section 5.4 we deal with the possibility of a chairperson, how they're elected by the board and whether or not it's the president. And assuming that that president is a PTI manager and who may serve as a chairperson and that section 7.6 currently provides that if there is no chairperson, the president will act as a chairperson. You see down the right hand side a set of four points that Alissa and I discussed. And I note that Chuck has his hand up and so I'll defer to you, Chuck, although your comment is visible there now thanks to (Grace) sharing it.

Chuck Gomes: Okay, good. Thanks. This is Chuck. So as you can - if you look - if you can see my comment -- and some people's screens may be too small so it may be hard -- but I agree that - with you that the chairperson shouldn't be the PTI manager. We - that's my own personal opinion on that. But I don't think we ought to be so restrictive to say that it should be one of the nom-COM appointees. If they're the - if one of them is the best qualified to do the job and can do it, great. But if they're not and there's a better qualified person other

than the PTI manager, they should go with the most qualified and the most able to do the job.

In other words -- again -- being a little more flexible and not locking ourselves into a situation where you have two nom-COM appointees that may not be able to perform the duty efficiently and so we've locked ourselves into a bad situation.

Jonathan Robinson: Chuck, that's a good point that I hear you and I note that (Donna)'s agreed with you. However -- and Alan as well -- let me just - so it seems just to catch this, there's - the chairperson's we believe is required. We believe it's appropriate that they are elected by the board, we seem to agree that they should not be the PTI manager. And then really this question is, is where do we get them from? Now, currently, the - those that are not the nom-COM appointees are obviously ICANN employees or are most likely the ICANN employees, including the PTI manager.

I suppose this was put in from a kind of corporate governance point of view. Ideally if you want any kind of independence to your board, you want your board to have a form of independent chair. So, I hear you that we could tie ourselves in, but how do we express that's even a preference without making it a hard preference? You know, for example let's say chairperson - I mean, do we say ideally or must be if one of them is willing and able? How do we handle the fact that from a sort of corporate governance point of view?

And just from the logic of the - of trying to create a degree of independence without making the PTI fully independent. How do we handle that? And if anyone's got any shorts about how we do that other than this very hard thing, which says it must be one of the non-COMs, noting that, you know, Chuck,

Alan, and (Donna) all seem to think we should not make it so - such a hard line. How do we manage - how do we walk that line, I wonder?

Yes, something like that, Chuck. Chuck's suggesting in the chat an independent chair is preferred if possible. Yes. I mean, when - here's the independence - I mean, they are by definition non-COM appointees. Their independence is that they are not ICANN employees. That's the definition of independence in this context. So it's not fully independent in the cusp of traditional sense. But let's - yes, non-COM and independent are interchangeable. Yes, non-COM chair. These are non-COM - what I think we mean, (Grace), is not non-ICANN staff, it's non-COM acquainted director is preferred if - non-COM appointed director chair is preferred if possible. Please disagree with me if I'm getting that wrong.

Noting your point on time, Alan. We will try and make sure everyone gets their comments in or have as set - another session. It's important to get people's points on these critical issues. Alan.

Alan Greenberg: On the boards that I've sat on, you often want the chair to be someone who actually knows something and has some experience. The non-COM appointees almost by definition may not. So independence is fine, but confidence is important.

Jonathan Robinson: Thanks Alan. (Unintelligible) that there's been - I mean, there's been a whole lot of - there's been a whole lot of other criteria set about the qualifications that these person or persons must have. So they will - they -- by those definitions -- they should be - not be coming simply - they - the qualification of independence to the extent that independence is the point here are not - is not a key criteria and its much - there are other qualifications. They are simply independent by virtue of not being ICANN staff.

But I agree with you. And we do need to make that point clear and make sure it comes across properly in our documentation that what we don't want is people who don't have the appropriate knowledge or experience coming in. I mean, independence is not the key criteria and yes -- as (Paul) has said, as you have said, Alan -- that seems to be a key point. Is that a new hand, then, Alan, or a response?

Alan Greenberg: No, that's a new hand. I'll simply point out without any implication or - without any judgment here, nom-COMs come and go and non-COMs sometimes exercise good judgement and sometimes don't. You can't presume it. You can hope for it.

Jonathan Robinson: Okay. Well, it looks like what we do need to do, then, (Grace) -- and I'm not sure where this goes in the document -- perhaps you can put this in the notes, but that the - as a kind of overarching point, the qualifications and criteria need to emphasize relevant experience for these non-COM appointed PTI directors.

Olaf in the chat. Is the nom-com the correct selection method? That's a very good question. What we set up in - and that goes back to the CWG proposal. What we said in the PTI proposal was that an appropriate mechanism - I don't know the exact words. But paraphrasing it, it was an appropriate mechanism such as the nom-com or equivalent. So yeah, that's the position there.

And Chuck makes a good point. I mean it may be impractical for us to - all of this on the call. But to the extent that there is additional information, we really do need to bring this up in the Google documents and try and synthesize it that way, because this is a relatively short call to deal with this level of detail.

Yeah, Alan notes that one of the key points was not a whole new parallel process for appointment. Alan, go ahead if you have another point to make, by virtue of your hand being up.

Alan Greenberg: I think there's merit in using the nom-com mechanism. But whether the nom-com is the deciding party, or whether the nom-com is the filter process, might be another way. So you just go to - the nom-com comes in with a short list, and then the Council, respective Councils from the ICANN supporting organizations and other communities involved in PTI, then effectively select.

I don't know how the beauty contest works. I don't know anything about the nom-com. But it's abundantly clear it may not be the appropriate process. As Alan says, we don't want to be starting a parallel, you know, another process for selection.

This should be very straightforward. We were all selected by our respective communities through an open process. Maybe it's something along those lines. I don't know, but the nom-com does seem to be fraught with issues. Thanks.

Jonathan Robinson: Well it may be, as others have pointed out in the chat, we did go through this previously. And in essence we ended up agreeing to this nom-com point. And it may be that the way to handle the concerns is rather than throw out the nom-com, is make sure that the specifications are clear, because the nom-com will work with what the nom-com is given.

And notwithstanding people's concerns about the nom-com, maybe if we can - so I think that's certainly that point which I made to Grace earlier to note, is to make sure we note carefully, making sure that we cover that. And thanks for your support there, Chuck. Just to let you know, the document is no longer being shared at this stage.

Grace Abuhamad: Apologies on that, Jonathan. We're going to switch computers, because your computer seems to be acting up. So we'll reload it momentarily.

Jonathan Robinson: All right. Let's move then on the election of the chairperson, Section 5.4, please, Grace, and you, whoever's driving that screen share.

So here we look at the next point here, which is terms and election of successors. And this Section 5.5 deals with the director terms. And there's some detail in here. The original spec suggested a one-year term, and Lise (unintelligible) to consider a two- or even a three-year term. And we were not that firm on this one. We struggled a little bit.

I think both of us have experience of being on boards where a year is a little too short to get up to speed and effective; yet both of us were concerned about entrenching people too much. And also the (unintelligible) gives the opportunity to alternate.

And then the thinking there was that one interim director may need to serve for more than one year and accommodate that. And then having looked at it logically, it doesn't seem that - why one? Why not both, if they both are appropriately suitable? We didn't want to preclude it just on the basis of - so that's where that point came from on the basis of just being - it's possible they can be - and then the independent.

And then we both felt that regardless of whether there were two- or three-year terms, there should be three or two consecutive term limits, i.e. keeping people to six years in total. So try to put some both experience and corporate governance knowledge in place to draft those answers. Chuck, go ahead with your thoughts or responses.

Chuck Gomes: Yeah, I thought I would just share my comments that I entered in the Google Doc verbally, because I know it's hard for people to read those. So basically what I said was I agree with the general intent that both you and Lise have here. I also think one-year terms are too short, just too frequent turnover. And also you could have total turnover, you know, at one time.

So but I think maybe the three-year or three-term limits may be a little too much until we get a little more experience. So I'd kind of go middle of the road and say two-year terms with a maximum of two consecutive terms, until we get a better handle on how this is going to go. Just my own personal thoughts.

Jonathan Robinson: Thanks, Chuck. Just to come back to you on that one, so the way it was structured here was if it was a two-year appointment, no more than three consecutive terms. And if it was a three-year appointment, no more than two. Do you feel that even if it's a two-year appointment, it should be no more than two consecutive terms? In other words, four-year total. And if so, how do we capture that?

Chuck Gomes: Yeah, well - yeah, we can capture it. That's probably no problem. But I think that when you're talking about only, you know, with such a small board, I think locking ourselves into six years is maybe a little too much at this stage. But again, I could be wrong on that. That's just my own personal thinking.

So I was thinking whether it's a two- or three-year term, only two consecutive terms. And I would favor the two-year terms with no more than two consecutive terms. But again, I'll go with the group on it. It's not a huge issue. That's just my own personal thoughts.

Jonathan Robinson: Okay, Chuck. Thanks. So at the moment, absent any other suggestions, we're looking at two-year terms, and we want input as to what the maximum - bear in mind this isn't saying we keep our directors for six years. It's saying that's the absolute limit we will keep them for.

So it'll be very good to get other input. And I, you know, encourage you all to provide input by comments on the Google Doc. I think that could be very helpful. So think about it. Think about your own experience, you know, the points that Chuck's made, and come back to the group with thoughts.

Let me go back to 5.4, because it appears we might have missed something there. So, Grace, if you can scroll or you can at least control it, if you can take me back to 5.4, which we seem to have maybe gone over a point there. Did we leave - so here the point was the president, who we assume will be the PTI manager.

So this is the point. The assumption is that the president of the PTI will be the PTI manager. Now my thought on this is that that seems a reasonable assumption. That didn't - I think Lise and I discussed this, and we were okay with that.

So I guess the question there is - if I can reassert it by this document and our responses to Sidley's queries, if you're not happy or uncomfortable with it, please let us know.

And I can see there's a little bit of diversity of thinking on the two years, three years, two terms being so. We will need to some back, thinking about that carefully, thinking about what you've heard others say, and trying to come to a view that we can take back to the CWG with.

Okay, (Yuko), you can then move on beyond 5.4 down to the next section. So we've dealt with 5.5, at least initially, and we're on to 5.5.3. Here the provision is that the nom-com/independent director should not have been an ICANN employee for three years prior to this.

And (unintelligible) suggested that this - actually it's not just an ICANN employee, because many people who work for ICANN are employed as consultants. And we felt that the restriction on the nom-com appointed directors should be restricted to employees and anyone who's been paid for their services to ICANN the corporation.

Now the only question, and assuming you agree with that, is, is three years the right term? And any comments or points on that could be - but again, if you want to input these clearly, you can do so in the live document online outside of this call.

Now, okay - some - and under removal, Section 5.5.2, the Board has the ability to remove the directors for missing a required number of meetings. So if at the time the director is elected, the question to the CWG was, is this a reasonable inclusion? And also, if it is the case, is member approval required?

And it struck Lise and I in reviewing this that actually it was reasonable that the Board should be able to remove a director who wasn't performing by attending the required number of meetings. But actually there would need to be some additional check on that, and actually requiring the approval of the members if all that made sense. And so we just essentially accepted that point.

Thanks, Alan. I note you're okay with 5.5.3. And no, Paul, this is an important point actually. It's a good point. Paul asked, is there an auto kick-out? It's not that. I think because if you think about it, it's just possible that there may be,

you know, some reasonable grounds. And you wouldn't want to - it's like any provision.

Do you trigger it simply because somebody's accidentally or otherwise, or through personal circumstance or any other reason, they may have missed three meetings, which might have - but you've got very good reason to know that that was a one-off set of three meetings, and it won't recur again.

So we, I think, felt that rather than make it a hard auto kick-out, we give the Board the right to do so. And I would think a reasonable Board would act under those circumstances, if they had the right to do so. It essentially says to the Board, please do so unless you have other reasons not to. So I guess that was the thinking there.

Now it's ten minutes to the top of the hour. Please raise your hand if you have another comment or point. But I'm just a little concerned about the rest of the agenda. If there's anything critical apart from this that needs to be got through - so I'm going to defer to Trang for a moment, and say, Trang, is there anything that we need to go through? And if so, do we need ten minutes now? Do we stop work on the document and deal with…

Trang Nguyen: Thank you very much, Jonathan. Yes, I would like to get around to reviewing the work plan with the group, if we can. Obviously that sets out the timing for and the process for finalizing all of the PTI documents which, you know, some of the dates proposed in the work plans are very fast-approaching. So I'd like to be able to review that with the group sooner rather than later.

It also seems that even with the ten minutes left, we may not be able to make it through this document, so it may warrant a discussion on how we want to continue this discussion. You know, one thing to consider is that when, you

know, we formed the IOTF we had talked about potentially having at least two meetings a week, or as many as necessary in order to get whatever work in front of us done.

So one consideration could be whether or not we schedule another call to go through the rest of the document. Maybe Monday or Tuesday of next week. I know we have a call already scheduled for Wednesday of next week, so maybe another call scheduled for Monday to go through the rest of the document, if that makes sense. So I wanted to throw that out for consideration.

Jonathan Robinson: Thanks, Trang. My main concern is providing the rationalization for the answer there at the moment, because we've clearly got independent thinking people who are able to make their contributions.

And personally, I have no problem, but I see Chuck certainly will have. So perhaps just a couple of quick comments, then, on the rationalization, and then hand over to you to deal with the other points.

Certainly others have at least got a sense of what the rationalization - do you (unintelligible) past, I need to see the other parts of this document to just give people a little bit of comment - so he could provide me with - I think that's self-evident. The removal. The quorum, I think that's pretty self-explanatory. Next, please. Chuck, go ahead.

Chuck Gomes: Yeah, just very quickly, and we can take care of this later, Jonathan. But in several cases where we required a 4 out of 5 vote, you and Lise suggested that both nom-com appointees should vote in support. And I ask why in every case. There may be a good reason. I just couldn't think of it. We don't have to cover that now. We don't have time now. But if between now and the next time we meet you could provide a rationale for that, that would be good.

Jonathan Robinson: I'd be happy to do so, and maybe a written rationale would be the best way to do it. All right. So, (Yuko) - you're right, Chuck. That occurs on a number of occasions, and I had not had the chance to process your comments prior to this. So let's see if we can deal with that.

Okay, (Yuko), if you could just keep us going then, please, with the rest, because they're all similar in that way. And then fees and compensation. Okay, so clearly this is one I should speak on. Clearly Lise and I, as potential interim directors, we were clear on reasonable expenses. We're clear that ICANN directors should not be undertaken.

And we did not feel it was appropriate for us to assert whether they should or should not be compensated. Even though both of us probably had a view on this, we didn't feel it was appropriate to comment, and that's why it's specifically highlighted in that way, I'd expect.

Keep going, please, (Yuko). I just want to see if there's any other key comments that are worth making -- 6.3, 6.6, 7.1. Keep going. Keep going, 9.2. Keep going, yes. So okay, so that covers. I think, you know, whilst I haven't commented on all of them, I think - I hope that most of them will be self-evident, and the rationale for why, but I'm very happy to be challenged on any point, and to discuss it on email as to why those were the case. Alan?

Alan Greenberg: Jonathan, it's Alan. A quick one on compensation. We have no clue at this point what kind of workload this Board is going to be doing, other than having to pass a budget. Or if there's a crisis, it may have to take some action. It may be close to inactive. I don't think it would be appropriate for us to say they're compensated at this point. If the world evolves to the point where it's

reasonable to compensate them, that should be a decision at that point. Thank you.

Jonathan Robinson: Alan, thanks. And I think Chuck seems to agree with you. So then the point we should be aware of, though, in that context is we may want to not lock out that possibility. We may not want to - you know, we may want to provide for that possibility to think about.

And Paul also highlights that he does not think they should be compensated. This is akin to - there's some views there that we can take on board and incorporate, including (Sam Eisner)'s comments.

Okay. So, Grace - sorry, Trang. I think I should hand back to you to try and perhaps run over by five minutes or so and cover what you urgently need to. Certainly hand back to you.

Trang Nguyen: Thank you very much Jonathan. So we had circulated briefly before the call a proposed work plan to get through what we consider to be two tracks of work around the PTI, the first track being all of the PTI formation documents, which includes the bylaws and the articles of incorporation, and the conflict of interest policy, and then the second track of work being all of the various contracts.

We don't have much time, so I would encourage you to review the materials that we circulated, as well as the notes that we included with the proposed work plans. Essentially we see two open issues that could potentially impact this work plan, one being a previously expressed concern around the interdependencies between the PTI bylaws and the various contracts.

And then the other open item being the notes from Sidley regarding combining the naming functions contract with the intercompany services agreement. And we provided our thinking in the email that we circulated to you in terms of our thinking around that, which is the basis for us proposing this current work plan that you see here.

What we'd like to do is get agreement with this group, and also with the CWG, you know, on this work plan, because then I think it would provide a lot of clarity to everyone that's involved in terms of when documents would be available for review; and clarity around when the public comment process would be -- you know, all of that.

And (Yuko) provided a couple of different views of the proposed work plan. One is a timeline-type of view, and then the other is just, you know, an Excel document that just lists the various activities and dates in a vertical type of format. And the information is exactly the same. It's just a different way of presenting the information. Some people like to look at graphics, and some just like to look at a document, so we provided both.

And so other than - since we don't have much time, you know, I want to kind of run through maybe the process real quick with you. One of the main things to keep in mind is that we do look at these as two sets of documents.

And so we do anticipate that all of the PTI formation documents, which includes the bylaws, articles of incorporation, and PTI conflict of interest policy - to start public comment at the same time, and to follow, you know, all of the subsequent processes on the same timeline.

What we are proposing is that we will circulate the PTI conflict of interest policy by tomorrow. We recognize that that's a document that has not been

reviewed by Sidley or the IOTF or the CWG. However, it is based on the ICANN conflict of interest policy, and we don't anticipate that we would receive too many issues or comments on that.

But you can see here what we propose to be the timing around the conflict of interest policy, so that it in turn syncs up with the work plan for the PTI bylaws and articles of incorporation.

And then at the bottom of the graph are all of the various contracts. And we anticipate that the naming functions contract and subcontracting agreements would proceed, you know, on a different timeline than the intercompany services agreement, which is more or less an operational type of arrangement between ICANN and PTI, which at this point we don't foresee going through a public comment process.

It will certainly be shared with this group and with the CWG during discussions, with potentially some of the details around employment that may not be appropriate to share redacted. But, you know, we don't anticipate opening that up for public comment period, whereas the naming functions contract and subcontracting agreements would. So again, the proposed timeline is on here.

I do note in the chat room that Paul Kane asked about finalizing the (SLE). Yes, Paul, this is not specifically called out on this timeline. We will be producing a different timeline for that.

What has been agreed to in Marrakesh is that we would produce a proposed set of performance targets in the early to mid- part of July. And then that would then, once it's agreed to, be inserted into the naming functions contract, and hopefully be able to do that by August 1, so that we can start public

comment with the naming functions contract, which would include the performance targets.

So I will stop there and see if there are any questions or comments. I recognize that we haven't spent a lot of time on this, but any sort of initial reaction to the proposal of a work plan, or anything that we've laid out here? (Alissa), please go ahead.

Alissa Cooper: Thanks, Trang. Just one question to get your perspective on. I was under the impression that all of the work of the implementation was sort of targeted towards being done in the middle of August, because there is an either 30- or 45-day notice period when ICANN and NTIA have to give each other notice of whether this contract will be extended.

And this shows that the - you know, the naming function contract and the subcontracting agreement would still be out for public comment at that time.

So I'm just curious if you have some background there, or some kind of rationalization or, you know, a way that you expect this to move forward, given that if there is some kind of target in the middle of August, that, you know, we'll just explain that things are still out for public comment or, you know, how that might impact the ultimate timeline for the contract expiry. Thank you.

Trang Nguyen: Thank you very much, (Alissa), for that question. So NTIA's requirement isn't necessarily that we would have all implementation activities completed by August 15.

I think what they expect to see is a report of what has been accomplished by August 15, and what else needs to be done. And then for those items that need

to be done, how much additional time do we need to get them done. That's essentially sort of the status type of report that they want on August 15.

Now we have not shared this timeline with the NTIA, and we will be just to get their thoughts and thinking on this. From our perspective, I think the incorporation of PTI will be a main key item that we will want to accomplish, and have that (unintelligible) by August 15, which is why you see on the timeline here that process finishing, I think - we anticipate finishing on August 10 there.

And I think the contracts themselves being out for public comment, you know, I think the critical point there is that it would have gone through a comment process with the CWG and IOTF, and we would have incorporated, you know, those comments into the version that would be posted for public comment.

So essentially, you know, the rest of the process is an important one that we have to complete. But I think there is - there should be enough confidence in the work by the time that those documents are published for public comment, you know, to have comfort that the whole process can be finalized by September 30.

But again, you know, we would definitely run this past NTIA once we get agreement with the community on the timing and the work plan, to make sure that they are also comfortable with this.

Alissa Cooper: Great. Thank you.

Trang Nguyen: Thanks, (Alissa). And, Alan, I note your comment in the chat with regards to the rationale document for PTI staffing. We apologize for the delay on this.

We actually do have a document ready to be released to you actually earlier this week. But, you know, due to the current IANA functions contract that we have with NTIA, there are certain coordinations that we need to do with them.

And unfortunately, you know, that coordination is taking a little bit longer than usual, just because they have been understandably very busy and focused on trying to get their report finalized and published, which they did this morning.

So apologies for not being to get that out sooner, but now that they have released their report, we're hopeful that we'll be able to very quickly also share with you that document. But we do have it, and it's ready to be shared. We just need to do one coordination piece.

Chuck, so with regards to your question, not necessarily with the contents of the document itself. It's just part of the process. Okay, any other final words? My apologies for going a little bit over the allotted time.

Maybe as next step on both documents, certainly for this work plan, we will look to have any of your feedback, please, via the mail list. And then, Jonathan and Lise will ping you offline and get your thoughts on how we may want to move forward with this in terms of potentially sharing it, and getting buy-in from Sidley as well as CWG on the work plan moving forward. Jonathan, please go ahead.

Jonathan Robinson: Thanks, Trang. It does look like we may need the more (unintelligible) than the once per week, and we'll have to see with the meeting coming up. And just to highlight Chuck's point, he's just questioning what, you know, this

rationale document, why does that need - how does that have to be linked to NTIA. So it would be just helpful if you could explain how that process works

Trang Nguyen: Right. So as you know, we are currently under contract with NTIA (unintelligible) functions contract. So any implementation activities that could potentially impact that contract, there's a coordination point from a process perspective that we do with NTIA.

So it's really just a - typically it's a very quick check-in. But unfortunately like I mentioned, because of the timing on NTIA's side, just taking a little bit longer than usual. So it's really just a process point. All right, so anything else? I'm very conscious of the amount of time that we have gone over here, so any last comments from anyone before we close?

I saw a comment in the chat room with regards to scheduling for Call Number 13, that some folks are not yet traveling until the later part of that week. So maybe we can go ahead and do a (Duda) poll to see if it makes sense to hold a call the early part of that week, okay?

And then the decision log is not an urgent item, so we can pick that up on the next call. Now that question is, would it make sense to try to schedule another call for this group Monday of next week?

Chuck Gomes: Depends on the time.

Trang Nguyen: Okay. If there's no objections to doing that, let's go ahead and start a (Duda) poll, and see if we can do another call for Monday of next week. All right, any last items before we go ahead and close? All right. Well thank you very much, everyone.

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