

**GNSO Restructuring Drafting Team teleconference
TRANSCRIPTION
Monday 08 June at 13:00 UTC**

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<http://audio.icann.org/gnso/gnso-restructuring-20090608.mp3>

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Present:

Avri Doria - GNSO Council chair, NCA

Chuck Gomes - GNSO Council vice chair

David Maher - Registry constituency chair Olga Cavalli - NCA Steve Metalitz - IPC Alan Greenberg -

ALAC Bill Drake - NCUC Jon Nevett - Registrar C.

Stéphane van Gelder - Registrar C.

Raimundo Beca - ICANN Board

Staff:

Liz Gasster

Ken Bour

Julie Hedlund

Robert Hoggarth

Glen de Saint Gery

Absent - apologies

Adrian Kinderis - Registrar

Tony Holmes - ISP

Philip Sheppard - CBUC

Mary Wong - NCUC

Robin Gross - NCUC

Margie Milam - Staff

Coordinator: Your recording has started.

Avri Doria: Okay. Thanks. Glen could you do a reading of who's here?

Glen DeSaintgery: Certainly Avri.

Avri Doria: Thank you.

Glen DeSaintgery: We have on the call Olga Cavalli who is a Nominating Committee Appointee; Avri Doria, the GNSO Chair; Bill Drake, Non-Commercial Constituency; Steve Metalitz, Intellectual Property Constituency; Chuck Gomes, Registry Constituency and the GNSO Vice Chair; David Maher, Registry Constituency; Alan Greenberg from the ALAC. And for staff we have Liz Gasster, Julie Hedlund, Rob Hoggarth, Ken Bour, Marika Konings and Glen DeSaintgery.

And we have Raimundo Beca our Board member and member of the SIC as well on the call. Thank you Avri.

((Crosstalk))

Glen DeSaintgery: And we have apologies from Philip Sheppard and Tony Holmes.

Avri Doria: Okay. Thank you. Okay. I think we're just about even between volunteers and staff. Okay. I always look for that proportionality. Okay. I was going - I put two things on the agenda for today. One is, and this is with thanks, asking Raimundo to just sort of go over the response and ask people to have - if they have any clarifying questions that they want to ask on these.

And then second is to try and walk through the latest version I have of the updated bylaws where I tried this morning to include any changes that would be forced by the Board decision and the SIC decisions which I understand will not be reviewed again until such time as the Board reviewed the bylaws.

So it's not that the Board is going to review these decisions. It's that the bylaws will eventually of course be approved by the Board. And at that point the Board can say they want something different. But until then the SIC decisions are our working Board decisions.

And I believe looking through that that we may be very close to completing but I'd like us to do the walkthrough. I also hope that people could stay long than the hour if we need to to try and make it to the end of that walkthrough so I know how close we are to actually being able to put a charter out for constituency review before we vote on it.

So having said that, any change to that? Okay. Thanks. Raimundo would you like to walk us through the changes? I tried to quote the changes in our - in our spreadsheet so that we had one document instead of two. I don't know if people can see it.

I also want to note that it's very nice of the Board; you actually went through all of the 10 questions and gave us readings on all of those and thank you. So Raimundo the floor is yours.

((Crosstalk))

Woman: Just one quick question.

Raimundo Beca: Okay.

Woman: Would you like me to put up in Adobe Connect the spreadsheet that (unintelligible) to go through?

Man: Hello.

Avri Doria: Might as well put it up just to have it there.

Woman: Okay.

Raimundo Beca: Okay. On Question 1 which was the - is the number of representatives to be appointed by each...

Man: I can't hear very well.

Raimundo Beca: Regarding Question 1 which was about the number of the - of representatives to be appointed by the - by the stakeholder groups. This was a matter of discussion. The answer to (unintelligible) that the even distribution of the - of the stakeholder groups in each house is not - is not on discussion.

Avri Doria: Okay. Thanks. Any questions? If it's okay I'll check and see if there are questions after each one before moving on. Any questions on Question 1? Okay. Thank you.

Raimundo Beca: Question 2 is regards of the names of houses of stakeholder groups and (unintelligible). On the houses issue the (unintelligible) is not the way we're going to change that.

On the - on the other stakeholder group the (unintelligible) is that the stakeholders should not be changed except if the - if the (mode) of that to the charters, there could be some exceptions.

((Crosstalk))

Chuck Gomes: Avri could I ask a question there?

((Crosstalk))

Avri Doria: Okay. Yeah. Go ahead. I was going to wait at the end of the question - at the - but go ahead Chuck.

Raimundo Beca: We shouldn't use names like which make confusion like (unintelligible).

Chuck Gomes: So Raimundo, does that mean then that the official name would stay the same but they could - they could amplify it in their charters? Or does that mean that they could change the official name in their charters?

Raimundo Beca: No. I think that in the discussion of the charter there could be some flexibility.

Chuck Gomes: Okay.

Raimundo Beca: But for the time being, no change on the - on the groups.

Chuck Gomes: In the bylaws, yeah. Okay.

Raimundo Beca: Bylaws.

Chuck Gomes: Thanks.

Raimundo Beca: Well in - now regarding the names of constituencies, what was indicated here this is not a thing which should be - which would be

indicated in the - in the bylaws. And the names will be in the - in the - in the charter.

Avri Doria: Okay.

Raimundo Beca: Okay.

Avri Doria: Any questions on Question 2? Okay. Go ahead. Thank you.

Raimundo Beca: Okay. In the segment of the non-com appointees, the (six) thought this was a really initiative that should be stated in the - in the bylaws of - the Nominating Committee will indicate which of the segment of each of those three (NCA) appointees.

But for the third year the Board shall (sustain) a procedure to select the appoint the assignment in the first year.

Avri Doria: Okay. Thanks. Raimundo, I have a clarifying question on Q3. And that is so will the - even though let's say on a year when it's only appointing one person, it will also give a decision if it's changing any of the others or just that seat will always be the seat in a particular house.

Raimundo Beca: (Unintelligible) starting in (another) year.

Avri Doria: Okay. Thanks. Any other questions on Q3? Okay. Thank you. Q4.

Raimundo Beca: The Question 4 is regarding the location of seats of - (unintelligible) about the fact that if we all constitutes a half-year, it is granted. The SIC decision is that the allocation of seats in Council with each stakeholder group is not a bylaws issue. And the procedures of the

location of Council seat by each stakeholder group will be defined in their charters.

And the SIC considers not necessarily each constituency will have a - the right to elect one on Council.

Avri Doria: Okay. Any questions on Q4? Okay. Thank you. Q5.

Raimundo Beca: Question 5, which is big discussion in the list. Question 5 is the geographic definition, obligation and bylaws issue or not. And the indication of the SIC is that the stakeholders group will elect indefinitely - would not the (unintelligible) but all those numbers in the bylaws but only the principles. And the principle is to (unintelligible) as much as possible original diversity.

Avri Doria: Okay. Thank you. Any questions on that one?

Raimundo Beca: And specific language in each charter.

Avri Doria: Okay. Sorry. I didn't mean to cut you off. Any questions on Q5? Okay. Thank you. Q6.

Raimundo Beca: Question 6 is about the approval by both houses (unintelligible) houses in the - in the exceptions. While the language of the SIC is the bylaws should only mentioned that an exception of the general rule that no Council member can serve more than two consecutive terms. Maybe a (unintelligible) in special circumstances.

And (word of the day) for the approval should be left to the rules and procedures of the houses and the - and the stakeholder groups. For

the time being it seems premature to decide if these rules and procedures should meet or not meet the approval of both houses.

Avri Doria: Okay. Thank you. Anybody with questions for that one? No. Okay. Thank you Q7.

Raimundo Beca: Question 7. The question is to what extent is the (concern) to nature of policy decisions require that rules be in the bylaws. And the statement is that with the sole exception in both cases where there a Council advises the particular policies, rules should be moved to the bylaws.

All policy rules should not - it should be specified to the rules and procedures level. As a standard the bylaws should include (unintelligible) or policy development which could cover the main (contempt) of concerns.

Avri Doria: Any questions on Question 7? Okay. Thank you. Question 8.

Raimundo Beca: Question 8.

Avri Doria: Yes please.

Raimundo Beca: Question 8 is for when ICANN that can be moved the rules and procedures, which one should be part of Council rules and procedures and which one should be house rules and procedures? And the answer is that the bylaws should not specify which (answers) should be moved to the Council or the houses.

Avri Doria: Okay. Any questions on 8? Okay. Thank you. That would have been a hard meta rule to write. But thank you. Q9.

Raimundo Beca: Question 9. A Board - which is a Board precedence on the allocation of (unintelligible), it's 13 or 14. The answer is (premature). The (unintelligible) and that the GNSO should select that after they define - after (unintelligible) with this and (with also be) because this issue s related to the Board review.

Avri Doria: Okay. Thank you. On Q9, I have one comment on Q9 before I open it, which is in not changing it which is - I think we would still need to make an amendment to the bylaws just so what was standing there was legal in that since we will no longer be voting as a single unit but as houses that there needs to be amendments that says by 60% of the houses awaiting any further change that might come for the Board.

But, you know, that was the only thing that occurred to me in reading that is that without amending it at all, we would have an anachronism that should the Board review not be completed by next April that there would need to be a bylaws change made immediately.

So I open that for discussion later. Any other questions or...

((Crosstalk))

Avri Doria: ...on Q9.

Raimundo Beca: ...decided this is the bylaws official (unintelligible). Do you see the other as (both) the (unintelligible) the cite the procedure to like the Board (elect).

Chuck Gomes: Avri, could I get in the queue.

Avri Doria: Yeah. Chuck you can get in the queue. One comment is I think it's currently in the bylaws so we need to do something. But Chuck...

Chuck Gomes: Yeah. Seat 13 ends on April 13. I think our requirement is that we have to start the process six months before then. So I don't think April 13 is the cutoff for that.

((Crosstalk))

Avri Doria: Any other comments?

Raimundo Beca: It would be one of the - or the first (unintelligible) of the GNSO tool will regard.

Avri Doria: Okay.

Chuck Gomes: Okay.

Raimundo Beca: But never for the bylaws.

Avri Doria: Okay. I understand. Okay. So we'll have to look at that. Perhaps we just remove or we'll have to change it then to say those seats are elected by the Council. Rules to be determined by the operational rules and procedures and that would be the amendment that would be made there as opposed to the procedure that's in the bylaws now.

Okay. Any other questions or comment on Q9. Okay. Q10.

Raimundo Beca: Question 10's about the additional limitation to directors appointed to the Board (dividing) by the GNSO. And the answer is there's no reason why the current bylaws regarding the limitations today. It was appointed by the (unintelligible) to the Board should be amended in the case of 6, 13 or 14.

Where at the end of the day in a cornerstone, the final decision about this for the Question 9, it may become necessary to tap into the bylaws the limitation regarding the Board elects may not be simultaneously per ease of contracted parties.

Avri Doria: Okay. Thank you. Any questions on that?

Steve Metalitz: This is Steve. I'm a little confused about 9 and 10. Nine seems to say - I thought I heard that it would be up to the Council to decide...

Raimundo Beca: Yes.

Steve Metalitz: ...procedures for electing, but 10 seems to say that the bylaws could specify the qualifications.

Avri Doria: Right. I guess the bylaws could add a constraint that if - if I understood it, the procedure that is picked makes it possible that there could be two from contracted parties then we may need to add that to the bylaws. Is that correct?

Raimundo Beca: The cases (pretty difficult) that it happen but it may happen that the - that the non-contracted parties say house may elect the contracted direct.

Alan Greenberg: It's Alan. I have a question.

Avri Doria: Okay. Go ahead Alan.

Alan Greenberg: Yeah. The words in your answer are simultaneous employees. That means if someone changes a job partway through their term they might have to resign because of that.

Raimundo Beca: Yeah. (Unintelligible.)

Alan Greenberg: One of them would have to resign.

Avri Doria: Okay.

Man: Avri before we finish can I go back on a clarification on the...

Avri Doria: Yeah. I was going to open it up to just any questions that had come up during the thing. So are there any more on Q10. Okay. Are there any other questions retroactively on any of this? Alan.

Alan Greenberg: Yeah. On Q3 - I was slow on the uptake. I think I heard Raimundo say at the end that every year the Nominating Committee would say where the three people go, not just the ones who were appointed this year. Is that what I heard or did I miss-hear?

Raimundo Beca: No. The first time that we have to - this issue is (unintelligible) will (live) about three years. But then the first appoint will be done by the Board or by a procedure defined by the Board.

Alan Greenberg: Understand.

Raimundo Beca: And then for the rest of the year the Nominating Committee will assign a (name). If they are going to assign the names for three years or for one year or for two years, that's their right.

((Crosstalk))

Alan Greenberg: Okay. So they...

Raimundo Beca: ...that case what I would do if I were (unintelligible) the new ones are appointed for the rest - for the whole term and the - and the other ones for the rest of (unintelligible).

Alan Greenberg: Okay. You would expect them to be appointed for their full term and wherever they are put but that's not being specified in the...

Raimundo Beca: Exactly.

Alan Greenberg: ...bylaws. Okay.

Raimundo Beca: (Unintelligible.)

Avri Doria: So okay. We'll probably need a statement in the transition process to say about that the Board will do the determination until such time as the non-com is able to or something like that.

Raimundo Beca: In the case in this first, the accommodation will be only for one year.

Avri Doria: Right.

Alan Greenberg: So in theory the non-com can change - could change the appointment if someone's appointed by the previous non-com.

Raimundo Beca: Exactly.

Alan Greenberg: Okay.

Avri Doria: Okay. Any other questions or comments on these?

Man: I guess I have one real quick Question 4. The procedures for allocation of Council seats should be defined in the charters. So we are waiting on the charter to be told what the non-commercial charter will look like and so on and does this mean then that the - what we are given could specify that the seats should be allocated by constituency or no? I don't quite understand.

Raimundo Beca: Well the Council will give their procedure for electing the (unintelligible) stakeholder group.

Man: Right.

Raimundo Beca: But the status now under review the determination of the (unintelligible) at the moment is to issue (before) not the charter but in a - but some principles. And I'm waiting also to see if the public consultation gives some input for the SIC is not going to post (unintelligible) by the end of May. Not issue to - a new draft of charters.

It has not been decided if the - if with those principles the staff will propose a (unintelligible) for the stakeholder or we will issue only the

principles and (unintelligible) for stakeholders to draft their charter with those principles.

Man: The principles will be the same across the charters.

Raimundo Beca: Yes.

Steve Metalitz: And Raimundo when do you expect those principles to be issued?

Raimundo Beca: It seems to me that before Sydney.

Steve Metalitz: Okay.

Avri Doria: Okay. Any other questions? Okay. Thank you very much for this Raimundo. It's been very, very helpful I believe.

At this point I'd like to - if there are no more questions on the Board's issues and of course if they come up in the course of the discussion in the charter, I'd actually like to move to walking through the charter at this point. Let me get that. If so, I'm going with the charter that's in the Wiki at the moment that I have been working on.

I tried to update it with the proposed changes for discussion. And I'm not sure that I caught everything and that's one of the reasons to walk through it. But I think thought that with except for a few issues, that things have gotten fairly close to resolved on most issues.

First of all in our last discussion we did discuss a rewriting of Article 10 Section 2. The pending issues there since I thin the general rewriting was open, there was a pending issue in I on whether it includes if any

since the decision of whether there were multiple constituencies within one stakeholder group was not being defined in the bylaws. Therefore that change was made and such. So were there any open issues on that section? Okay. Moving on.

The next one was, and tell me if I miss one - yes.

Man: I do want on the record there that we will not support the change you've noted on 1D.

Avri Doria: One D.

Man: Q1.

Avri Doria: Oh, okay. We weren't quite up to that but okay.

Man: Okay.

Avri Doria: Well okay. But the change that I've indicated is the one that's predicated on the Board's...

Man: I agree. No. No. I don't disagree with that.

Avri Doria: Right. Okay. Yeah I wasn't making any arbitrary choices here. I think I - at least I tried not to.

Okay. Thank you. Okay. And on D there was also the removal of the word an individual leaving the house as non-commercial stakeholder group.

Then on - let me see in E there was a change I proposed last time that no one questioned for Q17 including for example the making a secondary motion and serving as Chair if elected for the non-voting NCA.

And then one non-com appointee. And then it says selection procedure defined elsewhere in the bylaws and it is defined elsewhere as - although adopted is a word that probably shouldn't be there.

Okay. Then the next one has been eliminated. And Q4 was eliminated. Correct. Doesn't quite show as eliminated but it had been. No individual may hold more than one Council seat.

And the Q5 was basically we had various possibilities for it. This has been an object of a lot of discussion. I have included Philip's latest. I've also included one that I wrote up after reading the Board's decision and sent around to the list that basically reads stakeholder groups should in their charters ensure that representation on the GNSO Council is as diverse as possible including geography, GNSO constituency, sector, ability and gender.

That strikes me as what was basically indicated by the SIC. I'm wondering if people accept that as the proper statement given everything that's going on at the moment. Does anybody object to that?

Steve Metalitz: This is Steve. My only suggestion is that you track the - since basically we're kind of in a position now the SIC is dictating this and most of the work we've done over the last several weeks has been kind of a waste

of time. But let's stick to their language, which is as much as possible and practical.

Go with your - with you language but say as possible and practical.

Avri Doria: Okay.

Chuck Gomes: That seems like a good idea.

Man: You ever done this?

Steve Metalitz: No. Sometimes it's possible but maybe not practical.

Avri Doria: Yeah. Lots of things are possible that are not practical. I'm constantly accused of doing things that are possible but not practical in my personal life just as an example. Okay.

Man: The question is who's going to be the Supreme Court to decide each time whether a stakeholder group has actually met that criteria?

Avri Doria: I think that that's for the Board and the stakeholder group at chartering time and at re-chartering time, I would assume.

Alan Greenberg: So the charter would have to be more specific than that.

Avri Doria: The charters will have to be more specific, yes, I guess that that's what we'll see in the guidelines that we get from the SIC for charters. But from what they said it looks like that is a matter for the stakeholder groups and their charters.

Alan Greenberg: Okay.

Avri Doria: And that does save some of the complexity of three versus six and all the what does it mean for parity to exist. Okay.

In Q17 in the next paragraph, shall - basically I had mentioned it put it in for the last time was to make a second motion that to serve as an officer as exception. And this was the other half of the NCA since we used the same phrasing of - but otherwise shall be entitled to participate on equal footing to differentiate the two equal footings. Any issues on that one? Okay.

None in the next paragraph. Okay. Then the special circumstance. Q6. And basically a special circumstance is approved - I'm not quite sure what to do with this one. Is a special - perhaps this whole sentence comes out or a circumstance is approved by - at the moment I had it as defined in the GNSO operational rules and procedures but...

((Crosstalk))

Avri Doria: ...if I understood Raimundo correctly, it was up to each house. I'm not clear.

Steve Metalitz: Avri, this is Steve. Could I get into the queue?

Avri Doria: Please Steve. Anyone else? Okay. Go ahead Steve.

Steve Metalitz: I think you should strike in the first sentence of that paragraph strike such as to meet geographic diversity requirements. Because the SIC clearly is only talking in it's answer to Q6 about term limitations.

Avri Doria: Okay. Well this was one possible reason for an exception to term limitations. So it was just an example. Do other people agree with striking it?

Man: I'd leave it in.

Steve Metalitz: Well, okay. There are no more geographic diversity requirements in the bylaws. So you're talking about the geographic diversity requirements in the charters.

Avri Doria: In the charter - is the individual charters, yes. And any diversity - and any other diversity requirements that end up in the charters. So maybe what I need to do is add such as but not limited to meet geographic diversity - geographic or other diversity requirements defined in charters. Would that be better?

Steve Metalitz: It's hard to - yeah; it's hard to know until we know what the charters say. But...

((Crosstalk))

Avri Doria: Okay. At the moment what I've got is such as but not limited to meeting and I'll have this in there so people can see it, geographic or other diversity requirements defined in charters. And I'll save this so people can see it. Okay. Saving. Saving. Okay it's saving. So anybody that wants to refresh their screen will have the updated language. And it should be in italics.

Except for special (unintelligible) concessions but not limited to meeting geographic or other diversity requirements defined in the - oh, I didn't get defined in the stakeholder group charters in italics. But it should be. And I will do that now but I won't resave it. Just so I have the change and locked.

Okay. So that means also that the last sentence would go out. Or do I need a sentence in there saying who approves the special circumstance.

(Stephen): Avri, this is (Stephen). We have a word missing in the first sentence.

Avri Doria: I might well.

(Stephen): I'm trying to get my head around it.

Avri Doria: Which word? Which word.

(Stephen): I'm not sure what the word is but it sounds like...

((Crosstalk))

(Stephen): ...it seems like...

Avri Doria: Such as but not limited to meeting geographical or other diversity (unintelligible). No I don't think so.

Man: Reads fine to me.

Avri Doria: I mean yeah, it's a little (clausy) but I think it's - I don't think there's a missing...

(Stephen): Yeah. No, you're right. It's just too many commas for me.

Avri Doria: You're right. It's a little (clausy). Yeah. Okay. Now what do I do about the last sentence there? A special circumstance is approved by. And at the moment a special circumstance - according to the Board the special circumstance would be approved by the stakeholder group, is that correct?

Man: Or by house.

Avri Doria: Or by house. Or is it best to just leave it special circumstances approved by as defined in the GNSO operational rules and procedures?

Man: Yeah. There's mention of that on the special.

Avri Doria: It's approved by not majority vote, that's definitely don't have majority vote any more. So that crosses out. Special circumstance is approved as defined in the GNSO operational rules and procedures. And then we can discuss whether it's by house and how many, et cetera.

Okay. Any issue on that one? Okay. Okay. Then there was a lot of language that had been recommended be removed and basically some of it has been moved to later on and otherwise it's just moved to operational rules and procedures.

Okay six. Each of the two GNSO houses shall make a selection to fill one of two ICANN Board seats and then as outlined below is removed by written about or action in a meeting. Any such selection must have affirmative votes. Okay.

Now that last sentence needs to be changed. I had changed it to 60% of the respective voting house members and left it at that undifferentiated. But what - I'm not quite clear what I need to have there. Any such selection or just take the last sentence out and say basically procedures will be defined - procedures are be defined in the - election procedures to be defined in the operational rules and procedures. Is that correct?

Man: That's not exactly what this second said, is it? They just said they wanted it left out but not necessary that they would go while they were waiting for the final results of the Board review.

Avri Doria: Sure. I mean we may not even have to see it after the board review in a sense. I don't know that that's going to change but I assume that's one of the things that theoretically could change.

Steve Metalitz: Could you read what you have now?

Avri Doria: At the moment let me see. Let me - let me save what I've got now. It's going - I'm trying to have something in here that in case we reach April and the Board review is not complete yet. Okay. I am saving what I've got there now. And okay, it's saved. People can refresh.

So under six I have each of the two GNSO houses. Oh that's still wrong there because the each of the two houses - it's not correct. I

think the only thing we need is - I don't know what we need because we don't even have the - each of the two houses selection as in this. We're not basically changing...

(Stephen): Avri, shouldn't this be left out for now?

Avri Doria: Something should be left out. Yet the problem is in the bylaws as they exist there is - I don't have those open at the moment. In the bylaws as they currently exist there is an election procedure. And that's what has me concerned.

(Stephen): Agreed but, you know, the part about the SIC recommendation about leaving that until the final Board review, should we just add a sentence saying that we're doing that maybe for now?

Avri Doria: Yeah. At the moment we have the GNSO Council shall make selections to fill seats 13 and 14 on the ICANN Board by written (unintelligible). Actually if we just take that sentence...

(Stephen): Are you reading that from the current bylaws?

Avri Doria: Right. On the current bylaws the first sentence says the GNSO Council shall make selections to fill seats 13 and 14 on the ICANN Board by written ballot or by action at a meeting. Now that sentence seems to me like it should remain until things are changed. We don't want to have bylaws that say we have no seat selection.

(Stephen): Yeah.

Avri Doria: Then here it's - next sentence was any such selection must have affirmative votes comprising the majority of the votes of all members. Now that sentence is the one that needs to be changed and that's where I recommend that we put in that that will be determined.

Steve Metalitz: You can just say the selection shall be made in a manner as determined by the Council's rules and procedures.

Avri Doria: Right. Okay. So now it would read the GNSO selection shall make selections to fill seats 13 and 14 of the ICANN Board by written ballot or (session) at a meeting. Election procedures to be defined in the operational rules and procedures. Is that correct?

(Stephen): Sounds good. Have you...

Avri Doria: Have I saved it?

(Stephen): ...have you saved it?

Avri Doria: Not yet. I will in a second. I'm still doing it. Save, saving. Okay. You can refresh.

(Stephen): Any special reason why you've written that in italics?

Avri Doria: Because I changed it.

(Stephen): Okay.

Avri Doria: I'm trying to have all of the changes that I've got at the moment and italics...

(Stephen): Right.

Avri Doria: ...so they're easier to find.

Alan Greenberg: Just to the point of information is written ballot implied written secret ballot? Is that the reason we're...

Avri Doria: We've (been to years) of secret ballot but I don't know that that was absolutely required. So I think it can be secret but I guess it doesn't have to be. The current - the current bylaws don't specify that it is either secret or not secret and we have been using secret.

But I guess it'll be left up to the operational rules and procedures, which will be our next puzzle to solve. A lot of these questions that we didn't quite waste our time on, they've really just been moved to something that we have a little longer to discuss.

Alan Greenberg: Does the wording you have there really implies you couldn't do a paper mail ballot?

((Crosstalk))

Avri Doria: Actually I don't think it does.

Alan Greenberg: Or does it?

((Crosstalk))

Alan Greenberg: No, it's fine.

Avri Doria: A written ballot can be...

((Crosstalk))

Alan Greenberg: It doesn't specify where...

Avri Doria: ...it can be by any means if you do written.

(Alan Greenberg): ...your right.

Avri Doria: Okay. So really and the rest of this should be lined out. I didn't do it in that version but it is now. Okay. Then we had Q10 where we had both seats shall not be held by individuals who are implied by or an agent of - now we were told we don't need to have that now. But perhaps we do - perhaps it's just provident to have that now. What do people think?

Chuck Gomes: It seems like it's best to wait until we get Board direction on that.

Avri Doria: Well I think that - I mean, and Raimundo certainly should correct me if I'm wrong, I think we've got Board direction that something like this may be needed. And I don't think there's any circumstance where people say they want both of them. That they're fine with both of them being contracted parties. So I'm wondering whether it's just worth putting this through now.

Chuck Gomes: Remember their wording was very specifically employees of contracted parties as opposed to someone who is affiliated with or working for...

Avri Doria: Or an agent of, right.

Chuck Gomes: ...or an agent of.

Avri Doria: Or employed by. You're right.

Chuck Gomes: They very much said employees. And since we're talking about the possibility of removing someone because of a switch in jobs, this is quite different than we have right now I would take it. It needs words but I don't think we're in a position to write them.

Avri Doria: Okay. Fine. I'll leave it crossed out. Does anybody object to leaving it crossed out?

Alan Greenberg: Well again, I'm just raising the question that I raised with Raimundo which is it seems odd that the Council can decide the procedure but that the SIC seems to be setting this qualification but - and it's not - it's not one that anybody has suggested up until now about him limiting it to employees but I don't - I guess I don't object to crossing it out. I guess I would - I would support keeping what is under Q10 in there. But...

Avri Doria: Right. With the exception of or an agent of.

Alan Greenberg: No. Without that exception.

Avri Doria: Oh, without that exception. What do other people think?

(Stephen): What was that last suggestion?

Avri Doria: The last suggestion was what I currently have crossed out. This was - I think who put this one in there originally for Q10 whether it was originally a staff suggestion or originally a...

((Crosstalk))

Alan Greenberg: ...to leave it crossed out or to uncross it?

Steve Metalitz: Uncross it.

(Stephen): Sorry, I couldn't hear that.

Steve Metalitz: To uncross it.

((Crosstalk))

(Stephen): I was in agreement with leaving it crossed out.

Alan Greenberg: I think based on Raimundo's answer, the six answer, we need some placeholder to say there are restrictions whether this is exactly the wording or not.

Man: Yes.

Alan Greenberg: I would leave it in rather than take it out.

Man: So would I.

(Stephen): Except that this would not be the correct wording.

Alan Greenberg: Perhaps not.

(Stephen): So how would we highlight that?

Alan Greenberg: Better that than not having a reference at all to the concept.

Steve Metalitz: Yeah. I think the expectation is some of this would have to change - might have to change following the Board - the Board still - I guess I'm not clear on whether the Board still has to make a decision about how 13 and 14 would be filled, or whether the Board is saying it's up to the Council to decide how it's filled.

Avri Doria: I think there are two parts and of course Raimundo will correct me. The first part is that the Board review is ongoing. So even the existence of 13 and 14 in the long term is up for review. In the short term though whatever seats we do have including 13 and 14, the Council makes the decision on how they are elected within constraints that are posed in the bylaws. Would that be correct Raimundo?

Raimundo Beca: I think so yeah.

Alan Greenberg: Well in that case I would - I would support having this constraint in the bylaws.

Avri Doria: Okay. And I've heard a couple other voices in favor of having the constraint. I've heard some voices that say perhaps it needs some rewording. So I guess I'll leave that one there for the moment and we'll discuss any further...

Alan Greenberg: We're really saying this is a placeholder because we don't fully understand the constraints. We know whatever we produce is going to go through legal counsel and perhaps be reworded and then has to be approved by the Board. So if we simply put a placeholder whether it's in line or out of line, saying that the details in this particular clause may have to be adjusted based on Board decision, I think we've done our job.

(Stephen): I'd be more comfortable with that than having just the thing that's being crossed out right now just reappear word for word which is it's obviously not going to be exactly that.

Alan Greenberg: Why not? Why do you say that's...

(Stephen): Because I - from what I was reading from the SIC thing, I get the idea that for example an agent of might not be in there.

Avri Doria: Right. Basically they have that limitation regarding that both directors may not be simultaneously employees of contracted parties.

Alan Greenberg: Or that may have been shorthand in their quick answered.

(Stephen): And we just don't know so...

Avri Doria: Yeah.

(Stephen): ...that's what I was saying, you know, the placeholder idea is possibly the best one.

((Crosstalk))

Avri Doria: Raimundo did I hear you trying to comment?

Raimundo Beca: No. I think that the idea is to (unintelligible) the language. The idea is they cannot be simultaneously (unintelligible) of the Board.

Avri Doria: Okay. So we really have two choices. We have the long thing that's there and we have basically a shorter sentence that says most directors may not be simultaneously employees of contracted parties would be the - would be the short sentence. Comes directly out of...

(Stephen): Can you read that one again? Sorry Avri. Both directors should....

Avri Doria: Both directors may not be simultaneously employees of contracted parties.

Man: If the argument's against agent does?

((Crosstalk))

Avri Doria: Agents of is really hard...

Alan Greenberg: Wasn't in the words that SIC used.

Avri Doria: Right. And it's really - it's really much, much broader. It means that if you do anything for a registry, even contracted to them to design a logo, at that point you would be responsible - you, you know, you would lose it. So it's a much broader than actually being an employee.

Man: The agent is not described anywhere as a (concept)?

Alan Greenberg: But to put it in perspective by that definition (Sal Toome) is not an employee of ICANN.

Man: Correct.

Avri Doria: Why is that?

Alan Greenberg: He's not an employee. We contract with his company to provide him. He is not an employee. I'm just giving an example that the SIC and/or the Board is going to have to be specific in what they're trying to do with this. We're not in a position to second guess it at the moment though.

Chuck Gomes: So why don't we just use their language?

Alan Greenberg: Yeah. If they want to widen it then they...

Steve Metalitz: I would object to that. I don't think their language is right. I think for the reasons that you just pointed out Alan. I'm not going to vote for something that doesn't make any sense.

((Crosstalk))

Alan Greenberg: Then let's keep their current language. We know they're going to change it. They don't like it.

(John): This is (John). Can I get in the queue?

Avri Doria: Please (John). Go ahead.

(John): Thanks. We're going to - again I'm not the chair of the Registrar Constituency as of a week ago. So I won't say we but I'm going to suggest that the Registrar Group object to this language as well for a lot of reasons that we raised in advance.

We're not - probably a different reason than why Steve is going to object to it but we're not - we're not talking about when you have a principle business or anything. You could have a Bill Gates as a Board member and no registrar or registry would be able to be on the Board - on the Board because of that.

So I think it's subject to gaming. There's no limitation to that. With new TLDs there might be a new round of registrars and registries that are single use more appropriate probably on the Business Constituency than or in the non-contracted party house than on the contracted party house. And I'm worried about the gaming and the capture risk. So we will - I will likely ask that this be reconsidered as well.

Avri Doria: Okay. So it sounds to me like we have something that almost no one in the Council at this point is raising their hand saying they would definitely vote for. And the Board can stick in bylaws beyond what we recommend. So perhaps we should leave it blank.

(Stephen): I agree with that. That's what I was saying earlier on that other people (didn't) seem to agree.

Avri Doria: And then what could happen and if someone in the Council wants to phrase a separate motion on recommend that particular wording be added then that could be done and that recommendation would go with

either the majority or super majority vote depending on how it went to the Board as a separate parallel motion. But that it not be in the overall recommended changes that the Council votes on.

Alan Greenberg: So just put a placeholder in...

((Crosstalk))

Alan Greenberg: ...filled in.

Avri Doria: Doesn't even need a placeholder.

Alan Greenberg: Okay.

Avri Doria: I don't think. We'll see how it looks when it's all said and done. Okay. Going to the next one. Okay. This is one that I talked about - I don't know if I got to talk about it. I talked about on the list. That we had talked about on the list in terms of one of the Board's requirements for us had been what happens if the two houses can't elect a chair since there is a constraint in here in a chair.

So I added this, which has been discussed on the list and didn't seem to have any objection. (To a teaming) event that the GNSO Council has not elected a GNSO Council Chair by the end of the previous Chair's term, the Vice Chairs will serve as interim GNSO co-Chairs until a successful election can be held. A four-month interval will be allowed for between subsequent elections.

Any objection or issues with that?

Alan Greenberg: What does the last sentence mean?

Avri Doria: It means that you're not going to be in a state of constant election. That basically if you fail to elect then you're going to remain with the two Vice Chairs as co-Chairs until you have another election in four months.

(John): This is (John). Could I ask a question?

Avri Doria: Of course.

(John): So if we have a - if we have this situation, do you think it's likely - don't folks think it's likely that we'll just have co-Chairs forever?

Avri Doria: No. I don't. What do others think? I think after four months of co-Chairs, there'll be a decision of some sort.

(Stephen): I don't think we can count on that to be honest.

Steve Metalitz: I'd like to think that but it may not happen. Depends on the co-Chairs.

Avri Doria: Well if co-Chairs is working out really well then maybe not. If co-Chairs isn't working out...

Steve Metalitz: Right.

Avri Doria: ...then...

(Stephen): But it's not a situation we'd like to see prolonged even if the co-Chairs are working well.

Avri Doria: Only be if they were working well you wouldn't mind.

(Stephen): I'd rather have - I'd rather have it set in stone.

Avri Doria: That three will be a Chair?

(Stephen): That there will be a Chair and that there's a process to have one.

Alan Greenberg: The downside of four months is if they're - if there are some backroom discussions, which can come to closure quickly they're prohibited from doing it.

Chuck Gomes: Or we could say up to a four-month.

Steve Metalitz: Well that doesn't satisfy Avri's.

Avri Doria: All right. I'm only trying to find a procedure. I don't really care.

Steve Metalitz: Okay.

Avri Doria: There's no need to satisfy me on this. I'm merely trying to find something that people are willing to agree to. I have no preference on it at all nor do I feel any ownership to the words.

Okay. We can cross out that last one. At least it leaves it open for backroom deal making.

Chuck Gomes: Cross out what?

Avri Doria: The four-month interval bit. Other than that we need to - other than doing something like this and keeping the thresholds the same, you would need to define well if we can't elect by 60, can we elect by 50. If we can't elect by 50, can we elect by 40? And that was not one that I didn't want to do creative writing on so that's why I suggested this as the backup so that there was chairing if you couldn't elect a Chair. And...

Chuck Gomes: Sorry to complicate it but what happens if there's difficult in electing Vice Chairs?

Avri Doria: If the houses can't elect Vice Chairs? I think the GNSO sends a message to the Board saying we're dysfunctional. Please help.

(Stephen): Close down the house.

Avri Doria: Exactly.

Chuck Gomes: I actually - we've got to cover this but I actually think that, you know, this is probably not going to occur very often but we still have to cover it.

Avri Doria: And perhaps within the GNSO operating rules and principles in electing a Chair, you know, you'll come up with a voting principle. I mean I've seen several discussed. And, you know, go to Wikipedia and you can find all kinds of complicated voting procedures where, you know, where eventually you come out with a decision. So, you know, this is just a fallback. If you haven't elected a Chair, you've at least got something.

Alan Greenberg: I mean if you look at the situation of a stakeholder group - of a house not being able to elect a Chair, ignoring the situation of people missing from the vote, that really means a stakeholder group cannot make a decision. Because any stakeholder group who votes unanimously for a given person, you know, the non-com appointee will sway the - will make the decision. But there should be - it should be possible for them to do it. The situation where they can't goes down to an absurd one.

Chuck Gomes: Well of course Alan you're - I think you're probably right in most cases but you're assuming that a given stakeholder group is unanimous in their organization for a particular candidate which may not be the case. We're going to have a lot more diversity for example in the (unintelligible)...

Alan Greenberg: You're saying we could have four candidates and each of them get 25% of the total...

Chuck Gomes: Yeah. (Physical)...

Alan Greenberg: Yeah. You're right. You're right.

Avri Doria: Okay. So is it okay to leave this one as it is for now with the exception of having removed - and by that way, I removed that and you can refresh. A four-month interval will be allowed. And if somebody comes up with a better phrase, I'm certainly more than willing to substitute it. But for not it at least satisfies the if we can't figure out how to elect someone (unintelligible) - if you can't figure out how to elect someone there's at least a backstop.

Chuck Gomes: And so the assumption then on that Avri is that the Vice Chairs would serve as co-Chairs until such time that an election occurs.

Avri Doria: Until a successful election occurs.

Chuck Gomes: Okay.

Avri Doria: Right. And the Vice Chairs can change. I mean let's say that, you know, you haven't had, you know, because Alan asked this at one point saying this assumes that, you know, the Vice Chairs have been elected or ready.

And I think except for Day Zero, by and large there will be Vice Chairs and, you know, even if the yearly election hasn't happened yet and then it's just they reelect the Vice Chair and then there's a new one. It doesn't - the last year's Vice Chair, this year's Vice Chair doesn't matter. The only time this is possibly problematic is at time zero.

Alan Greenberg: I hesitate to point it out but this is probably I think the only action that houses have to take and they of course have no charter or formal rules.

((Crosstalk))

Alan Greenberg: Someone should think about that sometime.

Avri Doria: Yeah. Okay. Something I keep crossing out but for some reason it doesn't appear to be crossed out. Then the next one it should just be contracted parties house, not or house designated for contracted parties. That had been the language I used in while waiting for the

decision and I have crossed it out but for some reason the cross out seems to be missing.

And then second be to non-contracted party house and the rest of it is crossed out. House designated for non-contracted parties had been that. Then in the following line individual is crossed out. Three was crossed out. And 10 was crossed out.

And why this don't show as crossed out I don't understand. Sometimes I edit things and it just doesn't believe me. I just tried doing it again and saving. See if it shows up.

(Stephen): Doesn't it (unintelligible) the fun you have a decision from the Board on these house names and (SG) names. So we don't...

((Crosstalk))

Avri Doria: ...decided ones. We just asked if we could change them.

(Stephen): I'm glad that debate's been put to rest.

Man: Yes.

Avri Doria: Insofar as any debate is ever fully (unintelligible).

(Stephen): Avri you've been doing this for too long I think.

Avri Doria: And that's why I have term limits. Okay. Let me see. Where were we?

Alan Greenberg: Just as soon as you finally understand things you have to leave.

Avri Doria: That's why we can be grateful for term limits. Okay. Let me see. Let me see. I tried crossing it out. Did it cross out? Four-month interval is crossed out. Actually the 10 - it took them all except the last line where 10 was crossed out. And it just didn't take it. But any house, just 13 voting members. Okay. Nothing changed in the next paragraph. That's port and funding change did not change. Okay.

In Article 10B individuals is crossed out. And okay we had one that we've never talked about. In (DQ13). We had at large or at large written large or non-commercial at large community in (added at D); so non-commercial stakeholder group representing a full range of non-commercial entities over the Internet. Then is there any follow on phrase such as and members of at large, at large non-commercial, at large community.

Alan Greenberg: I object to that one. I object strenuously to any reference to at large.

((Crosstalk))

Avri Doria: So both written large or small.

Alan Greenberg: At large - you know, small is not a technical term but people are going to misread it anyway.

Man: Right.

Alan Greenberg: And you're just asking for continual confusion on a subject that has not - has generated far too much talk anyway.

(Stephen): You know, I'm confused on this. At large caps means the ICANN at large and at large not caps means everybody, right.

Alan Greenberg: It means the world. But people are still going to - I mean we've tried to use the term constituency upper case meaning one thing and lower case meaning other things. But even the GNSO uses it irregularly. We're not...

Avri Doria: Right.

Alan Greenberg: ...we're consistent and disciplined enough to do it properly so at large capital or not is going to be read as the group surrounding ALAC.

Man: Right.

Avri Doria: Okay.

Chuck Gomes: So what's wrong with what's there - what was there originally? Stakeholder group representing the full range of non-commercial entities of the Internet period.

Man: Right.

Avri Doria: There's been a recommended change and we were discussing it.

Chuck Gomes: You know, I understand that. I'm just - I'm re-asking the question.

Alan Greenberg: I think nothing was wrong with it.

(Stephen): Yeah. I agree.

Steve Metalitz: This is Steve. I think it's sort of irrelevant what we say here because it really is up to the board when it decides on the stakeholder group terms.

Chuck Gomes: Yeah. That's right.

Avri Doria: Right. And that's where it'll really be defined. So...

((Crosstalk))

Alan Greenberg: That's not true of all of these actually.

Chuck Gomes: Yes.

(Stephen): Yeah. I was going to say...

Steve Metalitz: And that's why, you know, there's only so much we can do until we get final stakeholder group charters.

Alan Greenberg: The last place you want an opportunity for ready confusion is in bylaws.

Avri Doria: Right. Okay.

(Stephen): And on the subject of at large.

Alan Greenberg: That's right.

Avri Doria: Okay. And then the last thing is I think there was nothing - no changes, well there was one small one, in the name of non-commercial stakeholder group that is obviously gone. But we need to add one transition point that comes out of the Board here that I have not written yet. And that is something that says, and perhaps we can wordsmith it now and be done, that until such time as the non-com can designate the house or non-voting placement of (NCA)s the Board will make that determination. Something like that.

(Stephen): Where are you?

Avri Doria: I'm nowhere. I'm basically - this is at the end of transition articles. One of the transition things that we need to add is, and this is in Article 20, transition Article Section 5. We need to put in a statement - oh this was - actually this would be properly speaking 5F.

(Stephen): Okay.

Avri Doria: Oh actually 5E. The three seats currently selected by the nominating team shall be assigned as follows. One voting member, the contracted party and (unintelligible) - oops, got to change that. I missed that one.

Alan Greenberg: Where are you...

Steve Metalitz: I'm having trouble following you.

Avri Doria: I am - I'm sorry. I am Article 20, 4E. We need to make a slight change to this one other than getting rid of all the provider stuff.

Steve Metalitz: Okay.

Avri Doria: Right. It says the three seats currently selected by the Nominating Committee shall be assigned as follows. One voting member to the contracted party, one voting member to the users house and one non-voting member assigned to the GNSO Council at large written small. Then basically just need to add a sentence to this one saying initial determination will be made by the Board or initial assignments - initial assignments will be made by the Board.

Alan Greenberg: Yeah.

Raimundo Beca: The wording should be by the seat of the - by the Board.

Avri Doria: So initial assignments will be made by the Board. Is that okay?
Raimundo I didn't hear the...

Chuck Gomes: I think what he's saying is that it - is the Board's going to define procedures for doing that. That doesn't necessarily mean they will made the decision.

Avri Doria: Oh. Okay. So initial assignments will be made...

(Stephen): The SIC did say the Board should define a selection procedure for the first assignment, which pretty much corresponds...

((Crosstalk))

(Stephen): ...to what Avri was saying.

Avri Doria: Okay. So I guess we just leave it empty. I mean because you're not going to put in the bylaws a statement...

((Crosstalk))

(Stephen): Yeah. For the first time, yeah.

Avri Doria: Right. So the Board will just make them. Okay. So there's no change there.

(Stephen): Five E would be enough.

Avri Doria: Five E is enough. And maybe there's just a note to the board to remember that you've got to say how. Okay. But it looks to me - I mean I'll go through it again. But it looks to me like we have covered the changes. What I will do next is I will save what I've got. I will produce a clean copy of this without all the possibilities so trying to leave the changes in italics I guess so people can see them.

Woman: (Unintelligible.)

Avri Doria: Hello. Olga, were you trying to say something or was that a side conversation?

Chuck Gomes: That was a side.

Avri Doria: Oh it was a side. Okay. So it looks like we've got a set of bylaw changes that can be put forward for comment and could even be put forward for vote at this point because we're still two weeks before the meeting at our Wednesday session.

((Crosstalk))

Avri Doria: Does anybody object to doing...

Chuck Gomes: I think you're correct and it's very important in my opinion that we get this out to the constituencies and other interested parties as soon as possible to give as much time as possible for discussion.

Avri Doria: I can certainly put together, you know, later today the clean copy and we can even start crafting a motion - I mean I'll craft an initial motion on it that we can put out. But we don't have to wait for the motion to send it to the constituencies for comment. But it'd be good to have this on our - I mean I do already have it on the Wednesday agenda for discussion but if it would be possible to vote on it at that point, it would be great.

Alan Greenberg: Avri I would think it's only going to be possible to vote if none of the constituencies come up with changes. If they do, the others are not going to be in a position to vote or not vote for the changes I would think.

Avri Doria: Well in any of our votes we could definitely have a constituency say listen, we need further work on this and it gets postponed. But it can only get postponed as I say, we still have the obligation according to time to have basically sent our recommendations for the bylaws change to the Board by the end of June.

Alan Greenberg: Okay. So we schedule it for a vote knowing full well it may not happen if there are changes.

((Crosstalk))

Avri Doria: Right. And if it doesn't happen then we have to take the vote at a special meeting in June so that we can give it to the Board in time for them to vote on it at their July meeting. And of course there's the whole public comment period that they have to order before making changes.

((Crosstalk))

Alan Greenberg: It wouldn't be June anymore. It would be early July.

Chuck Gomes: It has to be June.

Steve Metalitz: Well I think this all depends on when the - what happens with the stakeholder groups.

Avri Doria: Well that's sort of separate.

((Crosstalk))

Avri Doria: I mean that's the parallel but separate thing isn't it.

Alan Greenberg: If we can't reach a decision on the Wednesday of the ICANN meeting, it's July less than a week later.

Avri Doria: I know. That means that we have to have a special meeting a week later.

Alan Greenberg: Okay.

Chuck Gomes: Alan - so what you're saying Alan that would be in July, not June.

Alan Greenberg: I think so. Not that it really matters a lot but...

((Crosstalk))

Alan Greenberg: I'm just saying if there are any - if there are any really substantive changes proposed because of the consultation we'll have over the next two weeks, we're likely not to make the end of June deadline.

Avri Doria: If we don't make the end of June deadline, it is difficult to have this new Council seated in Seoul.

Alan Greenberg: Understand.

Chuck Gomes: And it's - it may be unrealistic but maybe we need to at least strongly recommend that any substantial changes be made a week before the Council meeting in Sydney if possible.

Alan Greenberg: Or certainly before the Tuesday.

((Crosstalk))

Chuck Gomes: Yeah.

Alan Greenberg: In other words what - the point I was bringing up is issues raised during the meeting are likely to cause the vote to be deferred.

Chuck Gomes: Yeah.

Avri Doria: Right. But if it get deferred, what I'm looking for is that it's only deferred to a special meeting we hold the following week. And that is basically making an all out attempt to get this done. And then a lot of the issues have been deferred as I say to the - to the GNSO operational rules and procedures which we have to start working on next and to the stakeholder group charters which you all in stakeholder group which I guess leaves out Alan and I.

But you all in stakeholder group need to start working on with the (second policy) staff as soon as you get the guidelines and possibly staff recommendations on the rewritten charters. But in terms of the bylaws I think we've taken out most of the most contention stuff and that had Board recommendations to us on any of the decisions.

(Stephen): So give us that timeline you're aiming for again.

Avri Doria: The timeline that we've got is that these need to be approved by the end of June because the Board needs to approve the bylaw changes by the end of July in order to be able to get the proper Council to Seoul given travel arrangements and all of that. So (as) worked it out. I sent it in email. But I worked it out backwards that by beginning of August we need to know who's going to Seoul for the Council.

(Stephen): What I meant was what do - what are you planning for - so you're putting this out later on today.

Avri Doria: I'm putting this out later on today.

(Stephen): So that we can send it back to each constituency, get their comments...

Avri Doria: Right.

(Stephen): ...and hopefully vote on it...

Avri Doria: At our Wednesday meeting on the 24th.

(Stephen): Okay. So that gives us - yeah, 24th, yeah.

Avri Doria: Right. And then what I will tentatively schedule is a meeting for I guess the 31st...

(Stephen): Okay.

Avri Doria: ...on a special meeting...

(Stephen): The 1st of July.

((Crosstalk))

(Stephen): There's no 31st in June.

Avri Doria: Oh there's no other Thursday. That's why you were talking Alan. Sometimes I don't remember how many days there are in a month unless I count on my knuckles.

Alan Greenberg: I believe even if there were 31 it would still be July. The 30th is a Tuesday.

Glen DeSaintgery: It would be Thursday...

((Crosstalk))

Avri Doria: Okay, but even if we did it the 1st of July that would be good enough or the 2nd of July.

Alan Greenberg: Yeah.

Avri Doria: But the Board needs basically time to get it to send it out for I guess 21 day public comment before they can vote on it. And they need to approve it by their meeting - they need to approve it in their 31st of July meeting so that the stakeholder groups - and at that 31st meeting, they need to approve stakeholder group charters and they need to approve the bylaw changes so that...

Alan Greenberg: Aren't we ignoring the fact that Council is likely to have to get in the loop in the middle of that and actually make sure that the wording is exactly what they're satisfied with as lawyers for bylaws?

(Stephen): You talking about legal counsel?

Alan Greenberg: Yeah. Legal counsel, I'm sorry.

Avri Doria: I'm sure legal counsel gets involved in it as soon as we start doing it. I mean they already did take a look at it. They stopped because we went into discussion. So the legal counsel once we stabilize it, which is hopefully now, they can start looking at it immediately because we

shouldn't have any major substantive changes since all constituencies have participated in this exercise.

Alan Greenberg: If they don't wait for us to formally approve it, you're right.

Avri Doria: And then they still have that month and in any case before the Board votes.

Alan Greenberg: No. We have to put out for comment the actual words I'm sure.

Avri Doria: That's true.

(Stephen): So this all boils down to the fact that we need to get this out as quickly as possible.

Avri Doria: Yes. Yeah and that's been the fact for the last - basically if we're going to have this - because this is also allowing a month for all these (SG)s to come into existence and to make their choices about who their representatives are. And a month's going to be tight for them too I bet.

So that's why even though we haven't gone to Sydney yet, we're already almost late on getting it seated for Seoul.

(Stephen): So this is out later on today or tomorrow and we send it...

Avri Doria: Oh this will be out later today.

(Stephen): Okay.

Avri Doria: I mean I'm going to do it after I get off this phone call. I've got two things to write today but getting this out is my highest priority. And my other deadline is what, midnight on June 8 so I'm fine. So this will be out later today in the Wiki. I won't have perhaps the motion crafted yet although, you know.

And what I actually recommend we do on changes of working and what I'd like to do is that the changes of wording come as amendments that we vote on before voting on this is what I would sort of recommend. That the motion will get made that the bylaws be changed to read as follows and that anything that anybody wants to change come through as an amendment on that.

(Stephen): When you suggest the new bylaws, would you be sending out two versions, one final version without any of the red lines in it and one red lined version?

Avri Doria: I'm going to be leaving this red lined version in the Wiki forever and I'll send out a clean version.

(Stephen): Okay.

Avri Doria: So anybody that wants to go back can go look at this and by going through the history can look at the whole history of changes. Is that okay?

(Stephen): Yeah. Sounds good.

((Crosstalk))

Steve Metalitz: It would probably be - it would probably be helpful if you can to also send out the red lined version, which we can then forward to the constituencies. But if that's not - if that's not practical then we'll just give them the link.

Avri Doria: Yeah. I...

(Stephen): I'd suggest you wouldn't - you don't do that because if you send out the red lined version, people are going to discuss it no end.

Alan Greenberg: Right.

Avri Doria: Also that would be difficult for me because I don't have the original version in anything but Wiki. And what I'm going to do is send out a version that's not Wiki'd. I mean I will have it in Wiki.

Steve Metalitz: I guess we're talking about different things here but that's okay. If you - if you send out a clean version, people can do a compare or something.

Avri Doria: Yeah.

Alan Greenberg: But by the time it goes out for public comment, the staff will have to have done that surely but I think asking us to do that right now is adding an extra...

((Crosstalk))

Avri Doria: Yeah. Public comment is after we've done our votes on it.

Alan Greenberg: Yeah. And legal counsel.

Avri Doria: Right. And - yeah. And I mean if staff wants to do it now from the current view to this one, they're more than welcome to but that's not a step I'm going to take. Okay. Anything else at this point?

So I guess our next step other than working through on this is to start working, so we can take a little bit of a break, but to start working on the GNSO operational rules and procedures. And I don't even have a copy of that in the Wiki and I'm going to ask for staff's help in terms of getting an original copy up there and then see where we go from there.

Chuck Gomes: Now Avri a question in that regard. Since we have a working team working on that, how do we not preempt their role?

Avri Doria: Oh yes. Yes. Yes. You're right. We shouldn't do anything on that yet until they give us something.

Chuck Gomes: We should just continually encourage them that that's a time sensitive task which I...

((Crosstalk))

Avri Doria: Right. And that - and make sure that they've got - make sure that they've got the changes.

((Crosstalk))

Alan Greenberg: There's a bunch of things that we've identified that are now their tasks, which they may not have known before. So to the extent there's

overlap in the groups, we need to make sure there's continuity there, communication.

Avri Doria: And it's quite possible that basically - I don't know - one of the things we need to look at is I don't know to what extent any of that needs to be done before this new Council is seated. Approving those may be the first act of this new Council.

Chuck Gomes: Approving what?

Avri Doria: The new operational rules and procedures. Although they also need to be blessed by the Board. So we need to figure out the timing on those. But we don't need to do that right now. We need to start thinking through that and I just haven't thought that through yet.

In other words, we need to have a Council seated in Seoul. They need operational rules and procedures. To a large extent we don't want old Council to have put in rules and procedures they must live by except for those, which are necessary to seat them and to make them functional.

Alan Greenberg: Realistically if we're just going to barely get the bylaws in place, we're not likely to get rules and procedures in place including Board approval, public comment.

Avri Doria: We have - we have an extra month on that because they can be approved at a - at the - they don't need to be approved through a live Board meeting. They could be approved at the August one or even the September one because they're not necessary for electing the (SG) representative.

Chuck Gomes: And I think it's accurate to say that not all of the rules and procedures are critical to seating of the new Council. And so there's certain elements that we at least need to have of a starting off process for working and I think the working team understands that.

Avri Doria: Right. Basically and in terms of the timing what we don't have is we don't have to have these approved in time to elect net representatives in order to get them tickets to Seoul. So those two months that are taken up by that, we have at least one of those extra months for working.

Okay folks. Thank you very much. Thanks for sticking with the meeting. Thank you for all the consensus building.

Alan Greenberg: Thank you for all the hard work.

(Stephen): Yes. Yeah, well done. Thanks.

Avri Doria: Okay. Thank you.

Chuck Gomes: Thank you. Bye.

Avri Doria: Okay. Talk to you again soon.

Man: Bye.

Avri Doria: Or maybe I won't talk to you until I see you. Bye bye.

END