

**ICANN  
Transcription  
GNSO Bylaws Implementation Drafting Team- call  
Wednesday 05 October 2016 at 13:00 UTC**

Note: Although the transcription is largely accurate, in some cases it is incomplete or inaccurate due to inaudible passages or transcription errors. It is posted as an aid to understanding the proceedings at the meeting, but should not be treated as an authoritative record. The audio is also available at: <https://audio.icann.org/gnso/gnso-bylaws-implementation-05oct16-en.mp3>

The recordings and transcriptions of the calls are posted on the GNSO Master Calendar page <http://gnso.icann.org/en/group-activities/calendar>

**Attendees:**

Farzaneh Badii  
Steve Metalitz  
Darcy Southwell  
Amr Elsadr  
Edward Morris  
Steve Debianco  
Matthew Shears  
Wolf-Ulrich Knoben

**Apologies:**

David Maher

**ICANN staff:**

Julie Hedlund  
Marika Konings  
Mary Wong  
Berry Cobb  
Terri Agnew

Coordinator:       The recordings have started.

Terri Agnew: Thank you. Good morning, good afternoon and good evening. Welcome to the GNSO Bylaws Implementation Drafting Team call held on Wednesday the 5th of October 2016.

On the call today we have Amr Elsadr, Steve DelBianco, Steve Metalitz, Darcy Southwell, Matthew Shears, Edward Morris and Farzi Badii. We have listed apologies from David Maher. From staff we have Marika Konings, Julie Hedlund, Berry Cobb and myself, Terri Agnew.

I would like to remind all participants to please state your name before speaking for transcription purposes. With that I'll turn it back over to Steve DelBianco. Please begin.

Steve DelBianco: Hey thanks. Welcome, everyone. So the agenda that we have in front of us is mostly about reviewing our mapping document, which I'm going to ask staff to put up. And to try to come to some consensus if possible on where in that set of decisions for GNSO we want to differ from the three default decisions that we came up with and hopefully then we can take a few minutes to finalize our report.

As we discussed on our last call, we were initially tasked to finish our work by September 30. Council have said go ahead and take an extra two weeks and it was this group, who is on the phone right now, who said we wanted another two weeks, and no more than that as I recall. Two weeks and not a minute more so that we could try to come to a more complete report.

And there was a full understanding that if we couldn't get consensus on the recommendations we would describe all the alternatives we considered in our report but ultimately come up with a report that was the least supportable by a majority of this drafting team. We would represent it as such in the report and of course a minority report would be available to those who wanted to come up with a specifically different set of recommendations.

After the last call I incorporated some of what Steve Metalitz had described as concerns and objections about the Council speaking in all cases for GNSO. And I incorporated that on Page 3. And that makes it unnecessary to include the very last page of the document that Steve had because I summarized it there. But the invitation is open for Steve and others to more fully flesh out an alternative in a minority report.

And that's all I think we need to say about the report on today's call and died instead into the substance of documents. And that's up in the Adobe in front of you. So I will give the opportunity for any member here of the drafting team to comment on the agenda in the objectives for today before we dive into the document. All right, seeing none we will dive right in.

This is the document that first - staff had prepared first about five, six weeks ago and it is unsynced, everybody can scroll in it. If you determine that the Adobe display is too difficult to see you can zoom in, you can pan left and right but it's not particularly large. Some of you may find that it's better to look at the document or PDF on your laptop or displays outside of Adobe. That's what I'm going to do because it's a little too difficult to read such a wide long document within the Adobe window. So I will do my best to look at it that way.

So staff had prepared this several weeks ago, and then over the weekend Julie and staff color-coded the document so that the three types of decisions could be mapped to yellow, blue and green. And then over the weekend I took that same document and I pasted in the three default decision methods at the top and then added a column for drafting team recommendations.

And I populated that column with what I believe to be the color-coded defaults with an invitation for us to walk through that and neither raise the level of threshold required or change the threshold or indicate other details that we wanted to add here as a team. So that is our invitation for today.

Matthew Shears, you're asking for the link to the doc here in the chat. The doc is not available online so it would be better if you would retrieve it from the email that I sent over the weekend. Does anyone else need to get the document? Great.

Matthew, noted that you can only be on for 30 minutes so please watch your time and be sure and raise your hand and indicate items that - where you need us to race ahead to a different part of the document please.

All right, team, I think it might be best if we dove right in. So if you bring up that document and look at the very first page you see the three decisions that are laid out. And all I did was repeat what's in our report there, that we have unanimity with respect to Council decisions made on its own. That was the green. We have a majority five of nine, thinking that a majority of each house is appropriate for easy decisions in the blue.

But in yellow we did not have a majority either way. So four drafting team members thought they majority of each house was appropriate and four said it should be higher. Well this is the call where we determine how much higher we need to make it. And those will be the yellow decisions.

All right, the first one on here is Article 4, which is the accountability and reviews. And you will see in blue on Page 2 we've indicated that GNSO rep on the EC will act in accord with instructions that are approved by a majority of each house.

Steve Metalitz, go ahead.

Steve Metalitz: Yes, thank you. Steve Metalitz here. I was surprised to see this whole thing in blue. I think this is really covering two distinct activities. One is the empowered community doing something, filing a reconsideration request, being a claimant. And then 4.3b talks about a supporting organization by itself being a claimant.

So that's - that to me is a green activity, if you will, by your color coding. Or is that picked up somewhere else in this document or is this the point at which we talk about what would be required for the GNSO on its own to initiate, you know, reconsideration or other review?

Steve DelBianco: Yes, that's a great one to bring up now, Steve. I had split this first row into two to accommodate the difference on an implementation oversight team and the panelist, the standing panel. That's in yellow, the standing panel. So I think you could be correct, 4.3b suggests that a supporting organization, and that's like GNSO and ccNSO, and the advisory committee. But did you want to go even lower than that?

Because the GNSO, not the stakeholder groups inside of the GNSO, so this would suggest that if the GNSO made the decision to be a claimant that the decision would be on a majority of each house. That's certainly what is implied by the way I coded it right now. If you'd like to offer a different view as to whether GNSO would be - would make its decision to be a claimant by something other than a majority of each house, what would you say that it should be?

Steve Metalitz: Well I think it probably should be higher than that. Perhaps the GNSO super majority or something higher than that. My point was just that I think this block brings two things together that are actually different. One is, you know, the GNSO acting as part of the EC; and the other is the GNSO acting on its own. And of course you're right that a stakeholder group or constituency could be a claimant but that's up to that stakeholder group or constituency to figure that out.

Steve DelBianco: All right so we have a decision to make and that is that with respect to the EC what I've got in here is that the GNSO rep on the EC would act in according to the instructions that are approved by a majority of each house. And you'll see that throughout this document in many cases.

But with regard to the decision of the reconsideration request, which is not the same as an IRP, if a lower-level of review, but a reconsideration should have a higher bar than a majority of each house for instructing our EC rep. And as Steve Metalitz brings up, if the GNSO were to say it's time for the GNSO to ask for a reconsideration request what would it be? Would that be a majority of each house or a different level?

Ed Morris?

Edward Morris: Yes, hi, Steve. I see no reason why we should deviate on this one. I would suggest the majority of each house would be fine. Thanks.

Steve DelBianco: All right, is there any argument to - Steve Metalitz has suggested - okay so Amr is asking to repeat the question. We're on 4.2 and 4.3b, and there are two sets of instructions. One is the GNSO rep on the EC would act about a reconsideration request; and what I've put in here in blue is that the majority of each house would it prove a resolution instructing our GNSO rep what to do. Is that sufficient?

And the second question Steve Metalitz brought up is that if the GNSO itself, not our rep on the EC, that the GNSO itself decided to be a claimant for a reconsideration request what would be the level of support and Council, on the assumption that Council makes that call, what would be the level of support necessary for a reconsideration request?

And Ed Morris has proposed that it be a majority of each house; the same rule that we would have to instruct our rep. So I'm asking now Steve Metalitz has suggested higher - Steve, did you say super majority?

Steve Metalitz: Well, this is Steve Metalitz. I think that's the other option that's available. I'd be open to suggestions about what it should be. I'm just thinking that before the GNSO is committed to, you know, set off on that course it should be more

than a majority of both houses. And as you know, we don't feel this decision should be taken by the GNSO Council voting in houses. But...

Steve DelBianco: Right.

((Crosstalk))

Steve Metalitz: ...support a...

Steve DelBianco: Yes, with that qualification, Steve, it's very valuable to hear your insight.

((Crosstalk))

Steve DelBianco: Steve is suggesting a super majority. And Steve, I know there's a language that staff put in kind of comingled IRP with reconsideration. But I believe this is only about reconsideration. Is that correct? And staff can jump in and correct us but 4.3b, the notion that GNSO itself could be a claimant. I think that regards reconsideration but if it's also IRP I'd like to staff to straighten us out on that.

All right so how many members of this team would like to elevate it to a GNSO super majority versus a majority of each house? So I will just quickly ask for 4.3b, for GNSO, which members of this drafting team wanted to be higher than a majority of each house? I know that Steve Metalitz would prefer that.

And I don't see any other checks. So staff will note if you please that 4.3b had one favoring a higher threshold, but the rest were satisfied with the majority of each house for instructing the EC rep and for the GNSO's decision to do a reconsideration request. Thank you. Let's move on to 4.3 J, K and N, which are the standing panel.

This one is in yellow because it's the notion of nominating a person. And according to our yellow color-coding, this would be a panelist that would be presented to Council in the form of a resolution for approval. And that would be by a majority of each house. And yellow was, for us, we had not had a majority saying one way or the other for super majority or majority of each house.

With this one we do need to resolve. I had put in yellow at least what half of the team members, four of the team members had asked for which is a majority of each house. So now is the chance to consider whether we want to raise the threshold to the members of this IRP standing panel. Would anybody want to propose a higher threshold for the IRP standing panel nomination?

All right, seeing none were going to go with the majority of each house on that one. And I had a 50-50 shot at getting that one right because we were divided on that before.

All right specific review, okay Steve Metalitz, please go ahead.

Steve Metalitz: I'm sorry, I was typing another question in the chat when you raised that. But this is another area where we think for establishing the IRP standing panel they should be more than a simple majority. Because as I understand it, and I'm sure you'll correct me if I'm wrong, this is the group that would hear these IRP complaints, right? So they have the authority to take some pretty consequential actions with regard to ICANN. And I think there is a good argument for having more than a simple majority. Thank you.

Steve DelBianco: Anyone else would prefer higher than a majority of each house? All right so we will note, like we did, please staff, could you note on the second set of items that we had one drafting team member preferring a higher threshold; the rest were satisfied with majority of each house.



The next one is on specific reviews. This is 4.6, 4.6a is about review teams. And what I've indicated in the far right column is that this was one of the items when we brought the reviews into the bylaws, I think we actually did a pretty decent job of increasing the size of these former AOC review teams to give more participation from GNSO, which is such a diverse AC and SO, far different than what we see in the other ACs and SOs.

So we have a process by which the GNSO itself can put up to seven candidates on a review team. And that boards plenty of opportunity for the constituencies and stakeholder groups to have a diverse representation. And then after those seven are put in the chairs of each AC and SO, and this has nothing to do with the empowered community, let's just make this clear, the reviews themselves don't rely on the empowered community mechanism.

And then decisions to approve, 21 total which is of all the ACs and SOs, seven, and it would be three from each, 21 would be the maximum size of a review team. But there may be an AC and SO, like for instance the SSAC, might not nominate up to three people. And that would create openings. The chairs of the ACs and SOs would be able to select up to 21, taking from those who nominated more than seven. So if the GNSO put in seven nominations and one of the other ACs and SOs did less than three, we would have the opportunity to get additional members.

And so what I have indicated here is that each GNSO and constituency and stakeholder group can nominate one candidate, therefore Council itself doesn't have a role in picking them, each stakeholder group would. And then the decision to approve later on when the 21 told review team members would be presented to Council because Council itself, the chairs of the ACs and SOs would be able to approve it.

And what I've indicated here is that the GNSO Council chair would come back to the Council and say what about these 21 members? Would Council give a majority of each house in support of this review team?

Now it may be that you would prefer that our GNSO chair be able to make that decision on their own without consulting with Council but that's not usually the way things work in the GNSO. So I assumed that this group would want our GNSO chair to come back to Council, list the 21 names and say - look for a majority of each house in support.

So I will take a queue on that. Ed Morris is agreeing with the way it's presented. And again we are on Page 2 on the row for 4.6, 4.6a. Okay, so the consensus of this group is to move to the next one.

The next one is 4.7, the community mediation which is the whole part of this progression of decisions where the empowered community decides to move towards a discussion of blocking a bylaw, blocking a budget, launching a community IRP, spilling a single Board member or spilling the entire Board. And in fact, progression moves along. There are multiple steps where the community is involved. And those decisions would be presented to the empowered community and the empowered community representative from the GNSO has got to be able to reach a decision.

So we are at 4.7 on Page 4 of our document on community mediation. And this one is in blue. And so I represented what our group had concluded which was a majority of each house was the sufficient threshold. Are there any objections to using a majority of each house? Great.

All right let's move to the next one. It's Article 6, the empowered community composition and organization of the empowered community. This is Article 6 in our document. It's on Page 5. This one here is with respect to GNSO representative on the EC. And as you probably know, last week a Council we appointed an interim GNSO representative to be empowered community. And it didn't matter so much who it was. I believe that Council had nominated our chair, James Bladel, but it was even an effort to say it could be any councilor who was on the phone who is interested in doing it.

At one point our vice chair, Heather Forrest, was nominated but she decided not to jump for it. This is an interim post that was appointed by Council last week. What you have in front of you is an attempt to determine how we do the permanent post. And I permanent I don't mean forever, but following up on the interim.

In yellow it says here the majority of each house to approve the representative or super majority. And I've put both in there, since there was some ambiguity in this group. So we need to make a decision on which it will be. This is for our representative to the empowered community who only acts upon instructions of the GNSO. So that individual is not given decision-making authority but they would be involved in discussions, it would represent end of use of the GNSO on the empowered community. So it's an important role.

So which members of this group would want to go up to super majority for approving our representative on the EC? Steve Metalitz would like super majority. Would anyone else want to step up to a super majority for approving the EC rep? Marika, your hand is up. Can't hear you, Marika.

Marika Konings: Yes, thank you Steve. This is Marika. One question I have in relation to this one is that I think the current way in which the bylaws are written diversity as the default that it a GNSO or the SO/AC chair that would take on that role unless another person is designated. Should the drafting team also for see that what is the selection process if it's not the default?

Or your assumption is that indeed we just set that voting threshold and whoever is being nominated - my question is basically as well what happens for example if some people push forward, you know, the GNSO chair and others put forward the other one? Is it just than the question of guilt how the need whatever gets a super majority if that is the proposal here or how would you deal with that kind of situation? Is very discussion that needs to have -

happen before you actually get to the voting that determines, you know, who is the person that the GNSO deems most fit to take on that role? That's my question.

Steve DelBianco: All right so, Marika, are you suggesting that the way the bylaws are written right now that if an AC and SO doesn't designate a representative to the EC, that by default the bylaws say that the representative of the EC is the chair?

Marika Konings: I think that is what it says but it still says that the ICANN secretary needs to be notified. So - and, you know, at least in the case of the interim appointment, I think that was interpreted as requiring, you know, a vote or a decision by the GNSO Council to be able to do that notification. So the way it's written is a bit tricky because it says indeed the chair or someone else that's designated but it still requires certification I believe I think is the word is used, to the ICANN secretary who that - who is going to fill that position.

Steve DelBianco: Steve Metalitz is pointing out that 6.3a, which appears a page or two below, answers the question. This is the certification. It is in 6.3a, which is below on Page 6. Now keep in mind that if the bylaws suggest that the chair of each AC and SO, the GNSO doesn't per se have a chair. The GNSO Council as a chair but the GNSO per se doesn't have a chair.

So I believe this group would probably suggest that if we are going to hand Council the role of speaking for GNSO and the Council has to nominate a representative to the EC, that the GNSO would not have a representative unless and until Council came to a decision. That there couldn't be a default as chair of the GNSO because the GNSO doesn't have a chair, only Council does.

So I guess that would be my view, and I hope that the team can come to a consensus on this, that it takes either a majority or supermajority to designate a representative on the empowered community and until we reach that threshold we don't have a representative. Amr, please.

Amr Elsadr: Thanks, Steve. This is Amr. I just wanted to note that the bylaws have always referred to the GNSO Council chair as the GNSO chair so that the GNSO Council shall select a GNSO chair. A distinction is made with the vice chairs of each house where they are vice chairs of the GNSO Council, not of the GNSO. But the bylaws have always been clear that the Council chair is actually the GNSO or the full supporting organization chair. I just wanted to note that. Thank you.

Steve DelBianco: And, Amr, are you speaking of the new bylaws that we have on the document in front of us because that's what's relevant here are the new bylaws regarding the empowered community, not residual bylaws.

Amr Elsadr: Yes, Steve. Both old and new. I haven't spotted any changes in reference to the GNSO chair in that regard. Thank you.

Steve DelBianco: And then with respect to GNSO, so, Marika, you're agreeing with Amr in that the default of GNSO chair would also reference specifically the GNSO Council chair. And that means that if we...

((Crosstalk))

Steve DelBianco: ...cannot - thank you. And you're suggesting then if we could not come to consensus - sorry, the threshold - if we did not meet the threshold that this group is going to recommend then the bylaws would indicate that the GNSO Council's chair would be the representative on the EC and that is different than what I was just talking through on the assumption that it referenced the GNSO chair. Marika, your hand is still up.

Marika Konings: Yes, this is Marika. Because I'm not sure if that is actually true because I've said it still requires a notification to the ICANN secretary. So the question is can that notification happen if there is disagreement within the GNSO of that happening of, you know, the chair being the person taking up that seat. And I

don't know if that's, you know, a question may be to ask ICANN Legal what happens if that notification doesn't occur.

Do they interpret this part on the bylaws meaning that, you know, it is indeed the GNSO chair as per the bylaws, which is also the Council chair, that takes up that role regardless of whether there has been official notification or it's by - it's the assumption that it is the chair with, you know, notification from the SO/AC unless it is specifically stated differently in that notification.

But at least from my perspective, and again I'm not a lawyer, so but from my perspective it's not clear that without a decision whether there can be notification or not or whether that's also something that the drafting team would need to clarify or make a recommendation on and saying, indeed, you know, the default is GNSO's chair and, you know, the GNSO secretariat would be authorized to make that notification and less by this vote the GNSO decides that it should be a different person.

Again, not opining one way or the other but I think it currently leaves it open to interpretation of, you know, how this would work in practice.

Steve DelBianco: Right, so we are not going to sort that out. Legal is not on the phone with us today. And you invited us to consider whether we wanted to explicitly suggest what happens if we can't read a threshold. And I'm not sure we'll get to that level of detail on this call. I don't know about that.

The first question we had in front of us is when we are trying to nominate our representative on the EC. Do we want to have a majority of each house? Or a super majority to pick that nomination. And at this point I believe Steve Metalitz has suggested super majority. And I haven't seen anyone else weigh in yet. And this would be for us designating that person who may or may not be the GNSO's chair.

Marika is bringing up a second level question is that if we cannot reach a threshold do we want to comment on the fact that the bylaws would default to the GNSO Council chair? That's not a question we considered before so let's just first come to conclusion on whether it's a majority of each house or a super majority. Ed Morris.

Edward Morris: Hi, Steve. I prefer just a simple majority and have the default, suggested by Marika, that if we can come to a consensus decision or under that threshold that the GNSO chair take that responsibility. Thank you.

Steve DelBianco: All right, any member of the drafting team would like to argue for a super majority as opposed to majority of each house? And staff, I'm asking your help to record the comments that come both in the chat and the checkmarks. Steve Metalitz please.

Steve Metalitz: Yes, I do support a super majority or greater than a simple majority. Again, this is an important role. And even though - even though this person is instructed, I mean, realistically there may well be situations where in a fast moving environment, you know, circumstances change and you can't always go back to the GNSO for instructions.

I'm not clear on whether we are addressing Marika's scenario or not. I tend to agree with you, Steve, that we probably don't need to address that right now but if we do I'm happy - I have a comment on it but, I don't know whether...

((Crosstalk))

Steve DelBianco: Yes, please go ahead. Go ahead, Steve, because if we went to super majority it may well be that weeks would go by and we wouldn't have a super majority. Go ahead.

((Crosstalk))

Steve Metalitz: It could be it's true with a majority as well so, you know, so you could have two candidates and neither of them gets a majority. That's quite feasible. And I think under Marika is very if one of those candidates is the GNSO Council chair and that person does not get a majority and nobody else gets a majority, that person becomes the decisional, you know, the representative of the decisional participant even though a majority of the Council, and again assuming the Council makes this decision, doesn't support that person.

So I don't think that that - that there should be that rule. And I'm not sure that our drafting team needs to get into every single contingency that might occur. I think our focus needs to be on what is our recommendation about how this person would be selected. But if we do have to get into that contingency I would disagree with Marika.

Steve DelBianco: Thank you, Steve. I appreciate that. And like you, I don't want to get into all the contingencies. We are only an hour left on this call and we need to go through many, many pages here. All right so with noting that Steve Metalitz preferred a super majority, the rest of the drafting team members on the call today are fine with a super majority of each house on approving the GNSO rep.

So we can move on to a 6.1, which is the composition, the organization of the empowered community. The decision here is - staff teed this one by saying clarity as to whether the GNSO asked for the Council or not. And we debated that for five weeks and the majority of this drafting team said that yes, Council did speak for GNSO. And when it makes a decision or recommendation to our empowered community rep it's the majority of each house.

So I don't know for sure if we need to get into each and every one of the powers because at this point any time the EC, the empowered community rep from the GNSO is acting they are acting on instructions which are approved by Council with a simple majority of each house. And this is under 6.1. So all we have noted there is answering staff's question. But I don't believe we have



it fill anything in. It's the simple majority of each house on that one. So let's go to 6.2, we're down to Page 6 of our document.

6.2 is EC powers. Again, Council speaks for GNSO. And then when the gets to 6.3, the EC administration. This is a yellow one with respect to the administration of the EC and delivering certification. Steve Metalitz referred us down to this one earlier when we got into the discussion at our EC rep.

And what we've indicated is the drafting team recommends that the GNSO's rep on the EC acts in accord with instructions that are approved by a majority of each house. And the way that the Council does that is through resolutions that are approved with a majority of each house. And that would be with regard to that.

So let's move on to Article 7 which is Board of Directors. This is appointment of directors via the empowered community very and this has to do with vacancies when one or more directors of ICANN's Board are removed as part of the new powers. And the designation of the replacement directors on ICANN's Board, according to the drafting team, would be a majority of each house in Council. Is there anyone that wants to argue for a higher threshold at appointing replacement directors for ICANN?

Steve Metalitz, please.

Steve Metalitz: Yes, as I read this 7.12 I guess...

Steve DelBianco: Seven point 12 I guess, right?

Steve Metalitz: Yes, I think that's what it says here. This is about whether the entire Board is recalled, right? I mean, if there's a vacancy, one seat becomes vacant then that gets filled - the existing bylaws kind of deal with how that gets filled doesn't it? Like if it's the one selected by the contracted party house becomes vacant then they contracted party house chooses a successor don't they?

Steve DelBianco: I think that's...

((Crosstalk))

Steve Metalitz: ...the entire Board is, you know, this is in the extreme situation, hopefully it would never occur...

Steve DelBianco: Yes.

Steve Metalitz: ... the entire Board has been kicked out and now we need to put new people on the Board in the interim. And it just, you know, I don't see how that can be a simple majority. These are the people that are going to have fiduciary responsibility for the entire corporation.

And, you know, it's going to be chosen by the EC, I guess. But in terms of instructing decisional participants on the EC it just seems odd that it would be such a low threshold. So I would support a higher threshold than a simple majority. Thanks.

Steve DelBianco: Thank you, Steve. We are going to go to Ed, but I'm going to ask staff to clarify. This is only with respect to the entire Board. And this is the interim Board as opposed to GNSO's new replacement to the Board. Because GNSO has two seats on the Board of Directors. We already have procedures for the GNSO to designate its directors. We have one from the contract party house and one from the non-contract party house. So nothing we are doing here would interfere with the way GNSO picks its directors. This is, instead, I believe, the empowered community approving interim directors in the event of a removal of ICANN's Board.

I'll ask staff to clarify that. And then leave Ed Morris to go into the queue. Go ahead, Ed.

Edward Morris: Thanks, Steve. Yes, that's how I understand it as well. And if the GNSO along was going to be appointing an interim Board I'd agree with Steve that a simple majority would be too low. But that's not the case. In this situation, as I see it, we are going to be under time pressure because we are trying to appoint an interim Board after some traumatic event has caused us to dump the entire Board and we are going to have to act in concert with I believe three - perhaps 2 to 3 of the other decisional participants.

So given that it's going to be very difficult any time pressured situation to appoint an interim Board during I prefer to have a simple majority so we can get it done because the nightmare scenario is we dump the Board and we can't agree on getting anybody in their place in the interim period. Thanks.

Steve DelBianco: Julie Hedlund, you were sending something in the chat so please help us understand because we are working through the bylaws and according to a table that staff prepared. And you were very helpful to us by organizing in a certain way and posing questions with regard to our obligations and rights and procedures.

And it maybe in my efforts to shorten the document and make it more manageable I may have excised a particular context that would be helpful. So are we talking about an entire slate of interim directors? And we want to avoid interfering with the way the GNSO picks its directors. Julie please.

Julie Hedlund: Yes, this is Julie Hedlund. Thank you, Steve. Well, I do think I need to look back at the full - this section because if I look at just 7.12b, it seems clear that a discussion is - but that section pertains only to the selection of an interim director. But I am noticing, you know, that as our staff guidance for this particular item we talked about GNSO discussing a process and criteria for selecting directors including interim directors.

So if you will bear with me while you continue to discuss this, I'd like to look back at the original staff document, which I don't have right in front of me at this moment.

Steve DelBianco: I have a proposal for the group. I would say that our recommendation is that designations of interim directors could be a majority of each house, but the GNSO's selection of its actual directors would be consistent with current procedures by which GNSO selects its Board members.

So that the only thing that would be a threshold of majority would be the interim but our actual directors would continue to be selected according to procedures that we use today. Ed Morris, your hand is up. Ed? And Julie, your hand is up.

Julie Hedlund: Sorry, old hand.

Steve DelBianco: Got it. All right so I am proposing that only interim director would be majority of each house but the selection of GNSO's actual director would follow our current procedures. And that actual director is really a replacement. So we need to distinguish between any interim versus replacement. Replacements would follow the current rules are the way GNSO selects error Board seats. It's only the interim that would be presented to the empowered community for a decision - for a designation. And since our EC representative would approve the interim slot of directors that would be a majority because. Any objections to that? Great. Thanks everyone.

Let's move to the next one. We are moving along here. This is Article 11 on Page 8, the default threshold to a Council motion. What Council put in front of us was we defined super majority, and I put that into the definition. And I'm going to ask staff for some help on this one. Why is this one presented to us as needing a new procedure? Is there any clarification from staff? Julie Hedlund please.

Julie Hedlund: Yes, thank you. This is Julie Hedlund. So I think I had designated this in blue so that there could be at least some discussion on whether or not there needed to be a new procedure. I'm just looking at, you know, annotations here. Our comments are that we could just deal with this, the recommendation would be to deal with this by amending the voting threshold table. There's currently a voting threshold table in the GNSO Operating Procedures that does not actually include these new, you know, these new thresholds.

So that really I think is the only reason why we have it here is that there is a change but it would be more of an administrative change.

Steve DelBianco: Okay, and that administrative change would be the result of what the drafting team recommends as to whether or not you need to modify the bylaws describing the kinds of decisions that are reached by something else. So I get that but I don't believe this team has to make a decision on this particular row. But, Steve Metalitz, please.

Steve Metalitz: Yes, thank you. It just occurs to me that if, you know, I think this is an appropriate place to bring this up that if we're going to be amending the existing bylaws those on this team that are enthusiasts for having the GNSO Council exercise all these powers, that it is not permitted to exercise or that are not given to it under the existing bylaws, maybe you should be proposing an amendment to the bylaws to make it clear that the GNSO Council has this authority. That would be the appropriate way to go about this rather than just saying oh well it's not prohibited in the bylaws so that they can go ahead and do it. That's a very slippery slope to start down.

And I think if you're serious about the Council being the right vehicle for this you would come forward with a proposal to amend the bylaws to say that. And I haven't heard anybody suggest that.

Steve DelBianco: Steve, I think that's part of what Julie Hedlund just remarked upon is that if the drafting team put together recommendations, Council approved the recommendations, asks staff to come back with bylaw changes it's the least I believe that when staff comes back with bylaw changes those bylaw changes would reference these new rights and responsibilities in the bylaws.

And they would specifically, where it isn't already stated that way, they would reference GNSO Council, not just GNSO. So it's my belief that our recommendations would result in changes to the bylaws that clarify that it is Council that speaks for GNSO and identifies the thresholds. So I believe we'll do what you're suggesting. Go ahead, Steve.

Steve Metalitz: Well, Steve, if that's the case I don't see that in our draft report. This is about, you know, everything we are talking about here could be done by, you know, this could be the operating procedures or whatever. I think if that's the case that should be specifically mentioned. And of course it's a procedure for amending the bylaws. The GNSO Council cannot amend the bylaws by itself. And the GNSO can't amend the bylaws by itself.

So that's a different process. If that's what this group wishes to do, then I think it should be explicit about it. Thank you.

Steve DelBianco: Okay, so if our drafting team went as far as the Council asked us to do, what our drafting team tries to achieve consensus or majority recommendations for how these decisions are made, we wouldn't be presenting bylaws or procedures language. We would be presenting who and how the decisions are made.

The next step is that staff would come back with proposed way of amending the GNSO procedures or bylaws. And as Steve Metalitz is bringing up the point that - the preference that it be in the bylaws and not just the procedures. And Steve Metalitz brings up a good point that change to ICANN bylaws, and I don't believe these are in the fundamental bylaws, but changes to ICANN

bylaws can be blocked if the empowered community decided to try to stop a change to the bylaws.

It does not require an affirmative approval of the empowered community to change the bylaws unless it is part of the fundamental bylaws. And the designation of whether it is Council or GNSO is, to my mind is probably not fundamental. All right so let me look in what's in some of the chat here. Steve brings up a good point, I'm not sure that we are going to decide that today.

Amr, I'm curious, you pasted a big chunk of green text into the chat. And why is that there? Why are you bringing that point up?

Amr Elsadr: Thanks, Steve, this is Amr. I'm just bringing up that point because a few minutes ago Steve asked that proponents of the Council acting on behalf of the GNSO in these situations should probably introduce text into the report or something to that end. And I just wanted to point out that we already did and that it's already - it's in the current draft. But I just wanted to point in that direction. Thank you.

Steve DelBianco: Well, Amr, Steve is bringing up the different point. And it's a valid one is that when staff comes back with the recommended changes to GNSO procedures and bylaws that the drafting team is going to want to comment on whether we should put it in the bylaws or put it in GNSO procedures. And as Steve indicated, if it is in GNSO's section of the bylaws of ICANN then the empowered community have a role that potentially could block the bylaws and it would have to approve a change if it were in the fundamental bylaws.

And so therefore...

((Crosstalk))

Steve DelBianco: ...the question right now. And I don't believe Steve was being argumentative or anything else. He's simply saying let's clarify so that if we are going to end

up having Council speak for GNSO in these new rights and responsibilities that it would be better if the bylaws set so as opposed to just putting it in GNSO procedures. Amr, you want to come back on that and I'm going to go to Steve Metalitz.

Amr Elsadr: Yes, thanks Steve. This is Amr. Yes, if at some point in the future it is determined beyond a doubt I guess that changes in the bylaws are necessary then certainly we should probably work on that assuming it is the consensus of the GNSO to move in that direction.

But for now, speaking for myself, I see plenty of language in the current bylaws that supports the GNSO Council and carrying out a lot of these duties. And so I would agree that we don't need to make any of these changes now. And again I just wanted to point out that I do believe that the bylaws already have language that would allow the GNSO Council to act based on the content of the Operating Procedures that are no explicitly stated in the bylaws. Thank you.

Steve DelBianco: Thanks, Amr. Steve Metalitz.

Steve Metalitz: Yes, just two points. First, Steve, I think the important point about the bylaws change is not, I mean, be empowered community and fundamental bylaws, that's a separate case. But I think as Marika pointed out in the chat, the GNSO can't change the bylaws by itself; the Board changes the bylaws. And then, I mean, is a process for doing that.

Steve DelBianco: That's right.

Steve Metalitz: It set out in the bylaws. So that would be required. And I just have to say I don't agree with Amr and what he put in the chat about there's no direct prohibition of Council assuming such duties therefore we can do it. I think that's an extremely troubling assertion of power. You know, agenda so Council can't choose the most valuable player in the National League in US



baseball system either but there's nothing in the bylaws that prohibit that from doing that so why do we take that up too?

I mean, there is simply, to say that if it's not prohibited the GNSO Council has unlimited powers unless something is prohibited to it in the bylaws I think is a very troubling assertion. And if that's the basis for saying we don't need to amend the bylaws, I obviously disagree with that. And I think that if - and I'm not trying to be argumentative here, I'm just saying those who think that these power should be exercised by the GNSO Council should consider whether they want this team to recommend that there be a change in the bylaws. Thank you.

Steve DelBianco: Thank you, Steve. Ed Morris.

Edward Morris: Yes, thanks Steve. These are valid points. I'm just not sure this small drafting team is the one to reconcile those differences between Steve and Amr's vision. I would suggest that we just move on. And when it gets to the Council we will have to deal with that perhaps, and perhaps I'll actually make this happen, we need to turn to ICANN Legal and say, hey, to do this do we actually need to amend the bylaws? So let's get a legal opinion rather than assuming we do or we don't need to amend the bylaws.

But as I understand it, though we can certainly within our scope recommend bylaws changes, I'd suggest in order to get through the bulk of this document we leave that for Council to decide. And throw a line there - the stake - that this may or may not require changes to the bylaws we would suggest that Council referred that matter to ICANN Legal for an assessment and leave it at that because we have a lot of work to do to get through these thresholds and we have a short time to do it. Thanks.

Steve DelBianco: Right, so let's note that this drafting team realizes that some of recommendations will be implemented in GNSO procedures and some may be able to be reflected in the revisions to the ICANN bylaws in this section of

the bylaws referencing the GNSO. These are not changes to the bylaws that affect the way all the other ACs and SOs work, it would only be this section of the ICANN bylaws where GNSO describes how it reaches decisions and thresholds.

It's logical that some of our recommendations will trickle through to the bylaws. And you're right, GNSO would come up with recommendations and then the Board of ICANN would be responsible for proposing and putting out for public comment changes to the bylaws regarding how the Council reaches certain decisional thresholds.

It's likely that there will be some bylaws changes and send GNSO procedural changes. But I think Ed is right is that we ought to focus, and you're right, Mary, the GNSO can recommend bylaws changes in particular changes to the sections of the bylaws reflecting how the GNSO operates and reaches decisions. So that's understood. And maybe some of that is necessary.

Ed Morris, your hand is still up.

Edward Morris: Old hand, Steve.

Steve DelBianco: Okay thank you. All right so let's move to the next one which is - I don't believe we have to make any decisions on Article 11.3, that we should go to 16.2, this is PTI governance. This is 16.2. It's on Page 8 of our document. And PTI is post transition IANA and it is an entity that we have created in the post-transition.

And the bylaws indicate that you can't modify the articles of incorporation of PTI, it is a different entity than ICANN, and they have to be approved by the empowered community. So a change to the PTI articles of incorporation would have to be approved by the empowered community according to our blue code, the GNSO's rep on the empowered community would consider these changes to PTI's articles of incorporation, present them to Council.

Council would instruct the GNSO rep based on a majority of each house before a change to the PTI articles. Any objections?

Ed Morris.

Edward Morris: Steve, this is such a fundamental power and fundamental direction, I would prefer a super majority for this particular issue. Thanks.

Steve DelBianco: Any other member of this drafting team want to raise the threshold for approving a change for the articles of incorporation to the PTI? The 16.2. So Ed and Steve Metalitz would argue for a super majority to the change of PTI articles of incorporation. And Farzi. I'll agree with that as well for the BC. And Darcy. Okay great. So we have a majority for super majority on 16.2, GNSO super majority.

Okay, and we already know what the definition of super majority is, it was in the chart, the row right above. Ed Morris, your hand is up.

Edward Morris: Sorry, Steve, it's an old hand.

Steve DelBianco: Great, thank you. Let's go to 16.3. This is the IANA naming functions contract. This is an agreement that ICANN has with PTI to perform the IANA functions. And the contract itself, or statement of work, could be modified. And this is a rather technical function. And the EC itself would have to approve changes to waive, amend these contractual terms. So this is a contract level, not an article of incorporation for the PTI.

So I have in here that a majority of each house would approve instructions for our rep on the EC. Does anyone argue that that needs to be higher? Great. Seeing none let's go to the next one. This is the Customer Standing Committee or CSC. Path to escalate failures and identify deficiencies to two entities - the ccNSO and the GNSO. And the EC itself takes action on that.

Further action using consultations with the EC. And it might move to a special IANA functions review. This is about the EC itself authorizing instructions. And I have indicated in here in keeping with the default in blue that the GNSO rep would act in accord with instructions approved by a majority of each house. Steve Metalitz.

Steve Metalitz: Yes thanks Steve. If I'm reading this correctly, this is not about the EC. This is about the ccNSO and GNSO. I don't know if that means acting together to address matters escalated by the CSC or whether either one of them could act on measures escalated by the CSC.

If it's the latter, this is a green issue, not a blue issue. But it's not an empowered community issue.

Steve DelBianco: Okay.

Steve Metalitz: As I read the (unintelligible) that's there.

Steve DelBianco: Yes, good point, and the bottom section of 17.1 says that the ccNSO and GNSO address matters escalated by the CSC pursuant to their own operating rules and procedures.

So I'm going to take out - it's not GNSO rep at all, you're right. And in fact GNSO itself would respond. And in keeping what is in the rest of this document, when GNSO would respond, we have said that for purposes of these new powers, the GNSO Council speaks for GNSO as does the majority recommendation of this drafting team.

So if GNS Council speaks for GNSO, and the GNSO has been given an escalation, what would be the determination of an escalation? It would be a resolution that comes before council. And an escalation is not a final decision. It's simply moving things further down the road towards a review.

And I would propose that it would be a majority of each house would decide on the resolution in front of GNSO Council as it reacts to an escalation. Anybody propose a higher threshold on Council for dealing with an escalation brought to it from the CSC?

Okay, we'll go with that - a majority of each house on the escalation. Thanks for clearing that up, Steve. It's not the empowered community. Thank you.

17.2 is the next section on Page 10. 17.2 is the composition appointment for members of the Customer Standing Committee. And what GNSO has on here is a liaison. And what I have recommended is that we present the nominated liaison and that Council itself would approve that liaison by a majority of each house.

I believe James Gannon serves this role today. Could somebody clear that up for me? Yes, okay thank you Farzi. So James Gannon serves in the role as a liaison, which was presented to council for approval of majority of each house. Is there anything else we need to cover on this one?

Okay, great. Let's move on to the next one. It's 17.3, the charter of the Customer Standing Committee and periodic review. And I indicated in the right hand column that this was an empowered community item, but I may be wrong on that. Steve Metalitz brought up earlier that the empowered community doesn't seem to have a role on this one.

So we need to strip out - I had written "no role for Council" in the second one. But it's not an EC role at all. I'm not sure exactly what our decision is. Staff, I'm looking for some guidance from you on how our decision rules apply to this.

It says, "The method of review will be determined by ccNSO and GNSO. It would strike me that GNSO Council would take up a method of review and it would do so through a majority of each house. Any objections to that? So

GNSO Council would respond to these challenges, the method of review, and it would be determined by a majority of each house.

Okay, and there is no role for Council on the second one. And Council could approve amendments by a majority of each house under D. Okay, thank you. No objections there. Let's move to the next one.

And many of these we responded to because staff put a request for us on the drafting team. You may want to discuss the current procedures that council may apply. And this was written five or six weeks ago. We have made a lot of progress since then where a majority of the drafting team said the Council does speak for GNSO, and we have default procedures.

So I believe we have answered these questions earlier in our report. And we just apply that answer here. Steve Metalitz.

Steve Metalitz: Just to point out that 17.3(c) does raise the possibility that GNSO can request the formation of this committee. So it's not - we have to - someone has to decide who is empowered to request the formation of this committee. So it's not irrelevant here.

Steve DelBianco: Thank you Steve. 17.3(c) I had indicated "no role for Council" but Steve indicates - he's right -- that at the end of it, it says at the request of GNSO, right, the very last line. Because I thought that the Registries Stakeholder Group picks a representative.

And I know that if the Registries Stakeholder Group picked a representative, the Council has no role in that. But at the bottom of that section, there could be a request coming from the GNSO. And if that request comes, it would be GNSO Council making request on a resolution that was approved by the majority of each house.

So I'll copy the recommendation from the row before, which would be that Council would make this recommendation through a majority of each house. There is no role for Council on picking the Registries Stakeholder Group representative, but there is in terms of making the recommendation. Thanks Steve.

All right, let's move down to the next one. It's 18 - the IANA Naming Functions Review or IFRs. And in the bylaws they talk about a delay of the periodic IANA functions review, and it could be delayed with a supermajority of ccNSO and the supermajority of GNSOs.

So the bylaws themselves say GNSO Supermajority. And all I did in the recommendation was acknowledge that and show what a supermajority is. So this drafting team is not making a recommendation, and the bylaws already say that it's a GNSO Supermajority, and that is a vote of Council.

I don't believe we have anything to do on 18.2. On 18.6, it's the same thing. The words "GNSO Supermajority," capital S Supermajority, is in the bylaws. This drafting team isn't making a decision about that.

Let's go to 18.7. 18.7 is coded in yellow because it's an IANA functions review team. So it's coded in yellow because it's a team member. And I don't believe there's a role for Council here.

The bylaws themselves say by the GNSO who among the members appointed by the stakeholders groups or constituency, so it strikes me that that team does not have a Council role, that each of the GNSO stakeholder groups and constituencies would designate its own member.

And I would look for staff to help me on that to make sure we have that right. This is 18.7. Doesn't seem to be a role for Council. Staff had said that the stakeholder groups in GNSO have to have a uniform process. I'm not positive

it's a uniform process to nominate their individuals. But if there's a co-chair, those representatives would have to find a way of picking their co-chair.

All right, no further comments on that. Amr, with respect to the co-chair, do we want - does this drafting team want to suggest that the IFR team selects its co-chair? Amr, go ahead please.

Amr Elsadr: Thanks Steve. This is Amr. Yes my understanding was that the GNSO would select one of the co-chairs for the IFR team. So in that sense, might there not be an action required by the GNSO Council appointing a GNSO member of the leadership team to the (unintelligible) team? Thanks.

Steve DelBianco: Amr, I'll go out on a limb to suggest that the GNSO will have several representatives. The bylaws say that GNSO constituencies and stakeholder groups, (seven) representatives. And I would recommend that the representatives from the GNSO would appoint their co-chair as opposed to coming back to Council to select a co-chair when Council had no role at all in the selection of those members.

The GNSO reps or members would select their co-chair. And that would be my recommendation. And any other views on that?

Amr Elsadr: Steve this is Amr again, if I may.

Steve DelBianco: Go ahead Amr. Please.

Amr Elsadr: Maybe I'll just ask for clarification on this then because if I'm not mistaken, GNSO stakeholder groups also appointed members to for example the cross-community working groups on IANA stewardship transition and enhancing ICANN's accountability. But the GNSO Council did appoint a member of the leadership team for each one of those cross-community working groups despite stakeholder groups appointed members.



So I'm not arguing this. I'm just asking for clarification on whether this again would be the case or whether the actual members of the review team would be appointing their own leadership. Thank you.

Steve DelBianco: The bylaws as written Amr do say that the co-chairs are selected from among the members that came from the stakeholder groups or constituencies. So it would not be a separate individual, right? It would be several individuals from GNSO and they would get together and one of them gets to be the co-chair.

We're debating whether we allow them to select their co-chair or go back to Council -- which would be your preference - go back to Council to pick from amongst them as the co-chair.

I don't see a need for Council to get involved in this. Does anyone - I think we need to hear from the rest of the drafting team. Do we want Council to get involved or let the GNSO reps do it?

And Amr was asking about clarifications too. Well Amr if you don't have a strong preference, what I would recommend is that the drafting team say that each GNSO stakeholder group designates its review team member and those GNSO review team members would select - from amongst themselves would select their own co-chair.

If you're okay with that, we would clarify that this additional role for Council. We would then leave no ambiguity there. That's great. Thank you Amr. Appreciate that.

Okay, let's move on to the next one. That was 18.7. Now we get to 18.12. A special IFR - IANA functions review - could be initiated outside of the cycle. And I don't believe this involves a team in GNSO. It looks like this puts it to the Council.

And we already defined Supermajority. We know what that is. And I had written in here the required review would be determined by a majority of each house within GNSO. Any objections to that? GNSO is handed the required review to comment on it. And it says in the by-laws GNSO Supermajority.

Darcy - I'm looking at some of the chat here. So Marika (unintelligible). So Marika you're responding to Darcy about corrected voting. Is that correct?

Marika Konings: This is Marika. No I think Darcy was asking the question whether any of what is discussed here that feeds through to actually the stakeholder groups and constituencies might need to take if those are going to be called out. And my response was yes I think that's probably something that we can address that may be helpful.

But I made the point that of course nothing prevents stakeholder groups and constituencies to already look at their respective procedures and see, you know, similarly as the drafting team is doing on the level of the bylaws and the GNSO operating procedures, whether any changes need to be made to respective stakeholder group and constituency procedures to be able to act in a new environment or determine whether any updates need to be made.

And one of the examples I gave was in relation to directed voting. I know certain groups have directed voting and the consideration may need to be given if there is specific provision need to be in place related to directed voting on some of these type of actions. That was just a question and a suggestion.

Steve DelBianco: Right and then Morris notes that whether or not counsellors have directed voting is currently determined by that constituency or stakeholder group in their own charter, in their own bylaws. And Ed Morris noted that NCUC I guess is working on a bylaws update right now.

And presumably that would address directed voting there. What about - honestly let's not get into this right now or we're not going to make it. We only have 15 minutes left. So let's park the issue of directed voting please.

Let's go on to 19, Article 19, which is an SCWG. And the role here is supermajority, which is defined in the bylaws. Since it says supermajority, we know what that means. I don't believe there's any action for the drafting team.

19.4, again references to GNSO supermajority. So I guess staff brought a lot of these to our attention so that we knew the GNSO or GNSO Council had a role. But where the bylaws are explicit and it says GNSO Supermajority, there's nothing for this drafting team to do other than to take note of it.

Let's go to 19.6, which is the co-chairs and liaisons on the SCWG. And what I had indicated in the recommendation is that the nominated GNSO co-chair would be presented to Council for an approval by the majority of each house. Any objections to majority of each house? And this is only for a co-chair, not that big a deal. Great. Steve Metalitz please.

Steve Metalitz: Yes, just reading this in isolation - I don't know how 19.5 reads - but it sounds like it's the same thing that we talked about five minutes ago, where the stakeholder groups are choosing people to serve on this working group. And then one co-chair is appointed from GNSO among the members.

And so if that's the case - and I don't have 19.5 in front of me - but if that's the case then why wouldn't we deal with this the same way we just dealt with choosing a co-chair of the group we talked about earlier in the IFRT?

Steve DelBianco: Thank you Steve. Let's clarify this. So I'm going to ask staff for some help on that, that if this SCWG is composed the same way, we have a general principle that we all agreed to earlier that where each of the constituencies and stakeholder groups are appointing their own person to go into a team, a review team, that we want those individuals then to pick their co-chair.

And Steve's right. Let's apply that principle to this row if in fact it's the same scenario and if it would not come back to Council. And I'll make a note in the table on that, but I will need staff to help us to clarify that please. We want to be consistent. Thanks Steve.

Nineteen dot - now we move to 22. So we're really only about halfway through this document. And we only have another ten minutes on this call. And that would indicate that we have several items for follow-up. We made good progress, but it's going to take our next call to get through the second half of this document.

There's several pages at the end which we'll be able to get through rather quickly. So I'm confident that with another hour and a half, we would be able to finish going through this document - I know it's painful - and at that point approve our report.

But the timing is tight. We have attempted to do a doodle poll to have another call for this group on Monday or Tuesday of next week with the intent of having our report handed to Council for its meeting on Wednesday, 13th of October.

There's a placeholder motion on the Council agenda for Council to accept the report of this drafting team, giving us the two weeks that we asked for, and to turn that report over to staff to start to develop a detailed recommendation for change it to the procedures and possibly to the bylaws affecting GNSO.

So I think we can get there if we have a similar disciplined approach. But let me ask staff has everyone responded to the doodle poll for our call on next Monday or Tuesday?

Julie Hedlund: This is Julie Hedlund. No I haven't checked this morning. I think there was another vote this morning, but from what I've seen so far, I don't think

everybody has responded. But I did say that we had until the end of the day today to respond I think.

Steve DelBianco: Okay thank you Julie. So anyone who hasn't responded, please pick a time. We had good attendance on this call, but we would like to have the universal attendance on our last call.

The beginning of that call agenda would pick up at Page 15 on inspection. And we would move from Page 15 to the end, which is 22.7. We would go to the end, and we would try to approve our report as well.

What I will do is circulate another version of our report prior to that call where I'll indicate - I'll pick out the stuff where we said given an extra two weeks we would move further. I would take that out because we were given the extra two weeks.

So I'll make a few small edits to the report. And then we also invite members of this team to take Version 3 of the report, and if they have specific edits they'd like to see, to please do so. I'll note that there were no objections to the way I tried to reflect Steve Metalitz's points in the discussion on Page 3.

And Steve, I just wanted to confirm with you that the way I've reflected that discussion, it isn't necessary to have that final page that you added since I tried to reflect that in the discussion.

And then there's an open invitation to do a minority report - maybe not to explain the nature of an objection but to prepare an alternative for how decisions would be made by the GNSO. But Steve, do you have any objection then to me dropping that last page?

Steve Metalitz: No, I don't have any objection and I appreciate your changes.

Steve DelBianco: Thank you Steve. Does anyone else on the team have any observations about whether we'll be able to get this done in one more call?

Amr is noting that he's going to send out some edits to Version 3 of the report. Please do Amr and then I'll reflect those when I take out the two-week part. Okay. Anyone else have - yes, one more call. Thank you Darcy. Does anyone else have any other edits to - oh go ahead Ed Morris.

Ed Morris: Hi Steve. Could we extend the next call to two hours just to make sure we do have enough time to get through everything? Just a suggestion because I'd hate to be rushing in the last ten minutes as we are today on the final meeting. If we don't need the time, obviously we can give it back. Just an idea.

Steve DelBianco: Julie Hedlund?

Julie Hedlund: I'll just note certainly staff can do that, but I think that people were taking the poll on the assumption that it was 90 minutes, so I hope that does not change people's responses to the poll. I don't think we really have time to redo the poll.

Steve DelBianco: Ed, let's do our best to move briskly on the next call and see if we can get it done. I certainly can stay an extra 30 minutes, but at this point to go back and ask people might be a little bit difficult to do.

So the next call would go more quickly if the members of this team decided to take a look at the color-coded document beginning on Page 15, and 22.7, which is the inspection area.

In other words, if you're able to review that document ahead of time, the call will go much more quickly than we did today. And I know this is incredibly difficult stuff, and there are times we - there are times we have to ask staff for clarification for what was brought over from the bylaws because in many

cases staff was noting things to the GNSO without suggesting that the drafting team had to make any decisions about it. Steve Metalitz?

Steve Metalitz: Yes just as my contribution to expediting this, I really think we've actually talked about the stuff on Page 15 already. This is the inspection authority. And I think it was Ed Morris who suggested that any stakeholder group or constituency could request that.

So obviously people should look at it, but I think we've pretty much covered the green part on Page 15 already, and we could probably start down at the bottom of the page on our next call.

Steve DelBianco: I think you're right Steve. If you guys all browse to the right hand edge of the green item on 22.7, you'll see what I pasted in was the exact text that was in our report, including the same issues report threshold of a quarter of each house or a majority of one house.

So 22.7 I would say you're right, Steve. 22.7 is done, and we can pick it up at 22.8. Thank you Steve.

All right everyone. Thank you very much. I'll give you back four minutes of your time rather than dive into more details on this call. And please review and respond to the doodle poll. And I'll expect edits to Version 3. Amr could you please get me those edits by close of business today so that I can turn around a Version 4 sometime tomorrow? Would that be okay Amr?

Okay. Thanks everyone and I'll talk to you on Monday or Tuesday once we pick a new time.

Steve Metalitz: Thanks Steve.

Steve DelBianco: Thanks operator.

Terri Agnew: Thank you. Once again the meeting has been adjourned. Thank you very much for joining. We ask (Stafford) if you could please stop all recording. Everyone else please remember to disconnect all remaining lines and have a wonderful rest of your day.

END