

**GNSO – ICANN Sydney Meeting**  
**GNSO Open Working session**  
**Council Operations Team**  
**Date: 21 June at 13:00 local time**

**Note:** The following is the output of transcribing at the Council Operations Team Meeting held in Sydney on Sunday 21 June 2009 at 13:00 Local time. 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.

>>JULIE HEDLUND: Hello, this is the GNSO operations work team call. I was wondering if we have anybody on the phone. This is Julie Hedlund from ICANN staff.

>>RAY FASSETT: Hello, Julie, you have Ray Fasset on the phone and Wolf-Ulrich.

>>JULIE HEDLUND: Ray, wonderful. Who else is on?

>>RAY FASSETT: Wolf.

>>JULIE HEDLUND: Wolf is on. Hello, Wolf-Ulrich. We're just trying to see if we can round up a few more of the work team members who are here in Sydney. Sorry for the delay in getting you on. We had a little bit of a scheduling mixup here, but we'll be starting up shortly. Ray, I do have a question for you. Since you are chairing the call remotely, I would be happy to assist you in identifying people who have questions or comments during the call if you'd like that.

>>RAY FASSETT: That would be very useful, Julie, to take the names as people want to speak. That would be very useful for me.

>>JULIE HEDLUND: Yeah. And both Ray and Wolf-Ulrich, if you -- it would be best if you're not speaking into a speakerphone. We get a little echo here. And also, when you're not speaking, be sure that you're on mute. Otherwise, we get a little bit of feedback or background noise as well. Ray, I just want to let you know, so far on this side from the work team we just have Ron Andruff. Sorry. Yeah, okay.

Great. Actually, we've got Robin Gross is here as well. And then -- well, let me ask you this, Ray, shall we go ahead and get started?

>>RAY FASSETT: Well, I know Ken Stubbs did give his regrets not being able to --

>>JULIE HEDLUND: Ken Stubbs sent his regrets?

>>RAY FASSETT: Yes. And we have Ron and Wolf and yourself. How

about Rob? Is Rob present in this meeting?

>>JULIE HEDLUND: Yes, he is. And, as I mentioned, Robin Gross is here. And Chris Chaplow is here as well. And also from ICANN staff we have Craig Schwartz and Francisco Arias. That's what we have in the room. That's all we have in the room right now. So, if you like, I could turn it over to you, if you wanted to go ahead and start. I guess I sort of just did the roll call. I mean, in addition to those I announced here, it was also then yourself, Ray Fassett, and chairing the team and then Wolf-Ulrich Knochen on the line. Is that correct?

>>RAY FASSETT: That's correct. My understanding is the meeting has already been started, the recording. So I think we can go ahead and get started. We've -- we're about 20 minutes into our time for the first session of our meeting.

This is Ray Fassett speaking, by the way, the chair of this particular work team. I'm -- I am participating remotely. And Julie is going to assist me with picking members who may want to speak at various times.

Has everybody, I assume, had an opportunity to review the agenda that I had sent out? And it really, the first part of this meeting was to focus as best we can on the updated GNSO Council rules of procedure document that Julie updated for us at our request for a brief background for those that were not in our last call, is our team is to do our best to focus in on the GNSO Council rules of procedure that have really not been updated since, in some respects, since the old DNSO days. And, in order for us to progress on that particular work item, we asked staff to look at the areas of the existing rules of procedure that aren't in flux or involving the bylaws or other areas that other work teams or other areas that are being worked on, other parties, that we could then identify the areas that we could then work on. And this document was updated for this purpose by Julie and Rob and some other ICANN staff members at our request. And that is a document that I've sent around that is also in our Wiki work page. So, if we all have that document open or handy, that would be the place for us to start per our agenda today.

>>JULIE HEDLUND: Excuse me, Ray. I just -- I just wanted to let you know, I do also have the document up here projected on the screen here in Sydney. So all of the people in the room can see it as well.

>>RAY FASSETT: Great. That's even better. Nice job, Julie.

So on our last call we did spend some time on two particular sections. They were section 3.5 and 3.6. First I'm going to ask am I coming through okay there? Can everybody hear me okay, Julie?

>>JULIE HEDLUND: Ray, I'm sorry to interrupt you a little bit. Are you on speakerphone by chance? We're still getting a little bit of

feedback here.

>>RAY FASSETT: No, I'm not.

>>JULIE HEDLUND: Okay. Thanks.

>>RAY FASSETT: But I don't really plan on doing too much talking here today. But I just want to get us started here on the section 3.5, which is quorum. This is where we left off on our last call. And what I wanted to say to get this started was, you know, our part of what our work team is to be looking at is how to, you know, move away from votes, if you will, at the council level. And I would like to just have a discussion here on, A, what is the quorum for, and a discussion on the preliminary language that Julie has put in for us, as everybody can hopefully see on the screen. So with that, I'm going to just open it up for discussion.

>>JULIE HEDLUND: Ray, I've got Ron Andruff in the queue.

>>RAY FASSETT: Yeah, please. And, Julie, if you can go ahead and take the lead, as you see people wanting to speak, go ahead and allow them.

>>JULIE HEDLUND: I'll do that, thanks, ray.

>>RON ANDRUFF: Ron Andruff speaking. Regarding the quorum, I had a conversation with staff this past -- yesterday, actually. And I asked specifically about the language that was originally in the document regarding quorum because it was very ambiguous. And what I understood from the conversation was that the quorum needs to be one representative from each of the constituencies, as it has been in the past. So we may need just to revise that language that quorum is one representative from each of the stakeholder groups or something along that line. So we're just -- basically, a quorum is at least one representative from each group, then you have quorum. So that might be a way to start moving this ball down the field.

>>JULIE HEDLUND: And, Ray, I don't see anyone else here with comments. Did you have a comment on that or Wolf-Ulrich on the phone?

>>RAY FASSETT: This is Ray. I have a comment. I think I just want to have an understanding of what the quorum is for. What's the purpose of the quorum? Anybody have any ideas or thoughts on what the purpose of a quorum.

>>ROB HOGGARTH: Sure. Hi, Ray, this is Rob Hoggarth.

>>RAY FASSETT: Is it discussion? Can the meeting even go on if there's not quorum?

>>ROB HOGGARTH: Ray, this is Rob Hoggarth. I'll take a stab at

that. Fundamentally, I think it's are there enough members of the GNSO Council available to discuss and conduct business? And the evaluation you all have to make in terms of your recommendations are is whether you think the level that you ultimately agree on is appropriate for that. Is it 6 out of 22 people? That would be one member from each constituency? Should it be a majority, which would be at least that number? At present, at least the way I understand it from Glen, is that it's a majority of council members assuring the fact that each constituency is represented. So it's not a minimum of six. But it's -- you have, at least in this case, I think there's 22 members of the council. So you have at least 12. And ensure that each member represents at least one of the constituencies.

>>WOLF-ULRICH KNOBEN: It's Wolf. I would like to be in the queue.

>>RAY FASSETT: Go ahead, Wolf.

>>WOLF-ULRICH KNOBEN: So I do have a question to that, Rob and Ray and others. So, as members in preparing the document from the consensus group, you remember, it's just one year ago. There were fixed some voting thresholds. And they were related to some specific issues. For example, for the PDP process and other things, as I remember. And so my question is why shouldn't we then refer to those specific items and think about, you know, each item. Is that to think about quorum. Is that the question? I would like to understand should we go that way, or should we think about different issues, different items, any items which the council is dealing with? So I would like to see -- to ask should we pick up more particular questions, pick up those items and go through them step-by-step and think about if -- are those items ones which should be items for quorum questions? Is that understood?

>>RAY FASSETT: This is Ray. I think I understand, Wolf. I think you're saying that depending on what the issue or item is --

>>WOLF-ULRICH KNOBEN: Yes.

>>RAY FASSETT: -- would identify whether a quorum is necessary.

>>WOLF-ULRICH KNOBEN: Yes. But that means that we need to have just list the complete list of the voting thresholds and go through step-by-step.

>>RON ANDRUFF: This is Ron. I think, Wolf, you're maybe moving in the right direction in terms of trying to figure out how to get quorum. But "quorum" is a very specific term. Quorum means you have to have enough people in the room to make -- have a discussion and make a decision or take a vote in this case. So quorum has to be a static defined term. It cannot float, as far as I know. I look to general council for that. And I'm seeing both Rob and Julie nodding their heads. So the bottom line is that -- okay, staff support. I beg your

pardon. Not general council, for the public record.

But so quorum has to be a fixed definition, as I understood it. And I think what we need to be doing is just reviewing this language that we have. The language was ambiguous before. What we're trying to do is really firm it up. So I think the ideal here is to have, as Rob has described, at least one member of each stakeholder group present for quorum. Otherwise, what we'll find is that the GNSO might find itself not able to have a discussion or meeting or be able to act on anything. Because, if we're requiring two from each stakeholder group, that would be 12 people, as Rob's described it. That might -- we might find ourselves in terms of difficult situations in terms of them having meetings. So the recommendation is that every stakeholder group would have representation by at least one individual for quorum or two. Is that -- Rob, I'm looking to you for that.

>>ROB HOGGARTH: That's an interesting different twist to it. I mean, at present, the measuring stick is the constituencies. You're recognizing that with the restructuring process that will likely be measured by stakeholder groups. You might run into an even greater challenge there in that you only have four stakeholder groups. So I think it's some combination of assuring that you have a majority and then making sure that you have at least X-number of representatives from each stakeholder group.

Again, you know, Wolf-Ulrich mentioned the concept of voting. That's going to be another item for you to discuss because the council has approved this absentee voting model. So for someone to vote, they may not need to be present. So that will be another issue that you have.

But, yes, getting back to the fundamentals for you to have the discussion, for there to be enough people -- a minimum to do business but enough that you feel like there's a full-blown discussion. I think you have to have a minimum of majority and then define it perhaps by the stakeholder groups because you also want to prevent the situation that, if a particular stakeholder group simply doesn't want to move things forward, what if nobody shows up? Can they prevent the council from ever conducting business? So there's that element as well, I think.

>>RON ANDRUFF: That's actually a very good point. The key words you just said were a minimum, if you could just restate that. We would have at least a majority of the members. So that would mean we'd have to have more than 11 in a 22-member group. So that would be 12. And then one -- at least one representative from each stakeholder group. Is that correct?

>>ROB HOGGARTH: Yeah, I think you'd want to keep it just the language being majority, because the bylaws provide for additional liaisons to be named to participate in the council. I don't know how detailed you get. I'm looking to Robin on this as well in terms of do

you measure it just based on voting members of the council or just all members of the council including nonvoting members? You've got those issues as well. Remember you have three Nominating Committee appointees, two of whom vote but one who sits at the council level who's a council level NCA who doesn't have a vote. And then you'll at least have the ALAC liaison who is a nonvoting participating member in the council and conceivably other stakeholder -- I'm sorry, other supporting organizations or advisory committees could also have liaisons. I don't mean to overcomplicate things. Just note the various issues that you have.

>>RON ANDRUFF: Well this is Ron. You're not overcomplicating it, but you are bringing some things to light that are critical. My knee-jerk reaction to this is that it would be only members who have a vote because liaisons or others who are nonvoting members, they're always, obviously, participating in the meeting but they're not voting. So the whole point about quorum is you'd have to have enough people to vote, in my view. So I think you're moving down a very interesting path because it gets -- as you said, there can be -- you can have lots of people in the room, warm bodies. But they're not -- if they're not -- if they don't have the authority to speak on behalf of their stakeholder group or whatever, then we don't have the right quorum. Simple as that.

>>ROBIN GROSS: I actually agree. I think it makes sense to have the majority to require a majority and require it be the voters, I think that makes perfect sense. And also, though, making sure that each one of the stakeholder groups is represented. A mixture -- which is what you guys are saying. So I think we're on the same page with this.

>>JULIE HEDLUND: This is Julie. I just want to make sure that we're giving opportunities for Ray and Wolf-Ulrich to comment. I had a question, Ray, if it's okay.

Wolf-Ulrich, I didn't mean to cut you off. I hope we addressed your question concerning voting thresholds that, as I think we were trying to say, that the quorum is -- the quorum is sort of what comes first. It's whether or not you determine whether you can even take a vote. And, once you have that quorum, then you're absolutely right. We would look at the various voting thresholds depending on what was being voted on whether it was a policy or whether it was some other business.

>>WOLF-ULRICH KNOBEN: It's Wolf speaking. So I would like to be sure -- are we talking about -- with regards to quorum, are we talking about taking decisions or taking votes on the council level in case -- where the majority of members should be attending and taking part in the voting, majority of the members? Or are we talking about voting where a majority of attending members are taking a vote? So this is different, I think. So -- and what we're talking about here?

>>ROB HOGGARTH: This is Rob speaking. I agree. Those are two different issues. The issue you've been discussing is just the basic quorum which is how many or what attendance do you need simply to conduct the business? That's section 3.5 of the current operating rules I guess or based on your draft. There is, Wolf-Ulrich, a subsequent section that talks about votes itself. So that would be a separate issue, arguably.

>>WOLF-ULRICH KNOBEN: Yes, I understand. 3.6 is about votes. 3.5 is about quorum. So maybe I'm not very clear what this is about quorum. But I understand at the time being the quorum is so -- about to be -- to get, let me say, to be sure at council meetings that in case we are taking votes that we have a, let me say, a -- a -- it's a kind of voting. It's a kind of voting. That's what I understand. That in case of taking votes, that we have votes enough from the different groups related even either the stakeholder groups or what else representing the council. And that's what I understand. Is that correct or not?

>>JULIE HEDLUND: Wolf-Ulrich, this is Julie. My understanding is that's correct. It's really there for the council to determine whether or not they have the suitable majority, as we define here in the procedures in order to have a vote, if there is indeed a vote scheduled for that meeting.

>>ROB HOGGARTH: This is Rob again. This work team could be a good example. You guys are conducting business.

You know, you haven't necessarily declared that there is a quorum. But it doesn't prevent you from meeting and discussing the issues. You just wouldn't be -- if this were the council, you wouldn't be eligible to make a policy decision, vote on an initial report or something like that, if you didn't have the quorum there to conduct the vote.

I'd like to also observe one other thing. Clearly, the area in the draft document that's been deleted referenced some concept of weighted voting. That's why you needed to change this, presumably, Julie, in putting it together. And now, since each council rep has a single vote and it's not weighted, the draft language looks appropriate.

>>RAY FASSETT: This is Ray. I think what I'm hearing is there is really two purposes of a quorum. One is simply to conduct business, to have the meeting, to go forward with the meeting. And then there could be another purpose, which is to take a vote on something. So we may want to delineate those two things under this section 3.5 quorum, draw attention to both aspects of what quorum means as it pertains to the council. So it makes sense to me that you would have to have a majority of members to -- just to conduct business, even if not all members happen to have voting ability. What do others think?

>>JULIE HEDLUND: Ray, this is Julie. My understanding is that

it's -- you can have a council meeting with at least, as it stands now -  
- and this is certainly a point that we can discuss. But, under the  
current procedures you can have a council meeting without a quorum.  
But you generally can't come to a vote on something where a vote is  
required. In fact, I was on a meeting recently where this happened and  
there were votes. And so we moved to discussion of nonvoting issues.  
And, you know, there were certainly interesting and useful discussions  
and had to avoid the issues that required votes until the appropriate  
quorum was present. I don't know if that's helpful.

>>RAY FASSETT: Yeah, sure, that's helpful. I mean, I can see both  
sides on that point. I think what I'm trying to get to is there a  
threshold at all that we should identify under this section 3.5 quorum  
in order just to have the discussion? There are two members that  
happen to be in a -- council members that happen to be on a particular -  
- in a work session, or would that meeting go forward? I'm just  
throwing the question out. What do we think about that? We should  
identify high level principle inside this 3.5. That is clear.

You know, we want to sharpen up what quorum means. What does it mean  
to conduct business? What does it mean as it pertains to voting? I'm  
throwing out the idea. Do we care if there are less than six members  
or five members and those five members go ahead and conduct business  
that day? Is that something we should care about or not?

>>JULIE HEDLUND: Ray, this is Julie. I'm sorry, but we have two  
people in the queue. We have Robin and Ron.

>>RAY FASSETT: Great. I would prefer to see this discussion  
happen there. Go ahead, please.

>>ROBIN GROSS: Hi. I think you raised a point that we should  
actually touched upon or maybe it was Julie that raised the point,  
which is at which point do you have to have a quorum? If you've got a  
quorum at the beginning of the meeting and some people leave, can you  
still have your vote? And I think that we need to clarify that, that  
at which point do you have a quorum? And, if you lose the quorum, can  
you then still go ahead and have the vote as long as you had it at the  
beginning of the meeting? I'm not offering a proposal. I'm just  
saying this is something we might actually want to think about.

>>RAY FASSETT: Okay.

>>RON ANDRUFF: This is Ron. Wikipedia defines "quorum" as a  
minimum number of members of a deliberate body necessary to conduct  
business of that group. That's quorum.

So what we need to do with regard to this is just establish what is  
quorum.

So -- and that is -- by definition the minimum must be of necessary

to conduct business. So we don't -- it's not -- quorum is not two things. It's not one to have a meeting and another to have votes. Quorum is one thing. A minimum number of members necessary to conduct the business of that group.

So what Rob was suggesting -- and we're getting support from, I believe, Robin and I, correct me, if I'm wrong -- to say simply that quorum is a -- a majority of the 22 members of the council. So that would be at least more than 11. That's 12 people. And that we would want of those 12 people, at least one from every stakeholder group, which would be roughly six people or four people. So you have to have one from each group and a minimum of 12 in order for that -- for the GNSO to conduct the business of the GNSO. And that's regardless of whether they're voting or just having a conversation about business of the GNSO. Thank you.

>>JULIE HEDLUND: Actually, Ray, I just wanted to let you know that Tony Holmes has joined us. And I tried to catch him up a little bit on what we were discussing. And we'll see if he's got any comments. Thanks.

>>RAY FASSETT: Ron, if I understand you correctly you're saying we should define the minimal as 12.

>>RON ANDRUFF: Well, I think the way Rob described it gives a little more flexibility. And I can't imagine why. But, I imagine there must some kind of legal perspective on that to say majority of 22. But, if we were to say 12 of 22, from my lack of legal background, that sounds like that would make sense.

>>RAY FASSETT: Anybody in the queue there, Julie?

>>RON ANDRUFF: Does that establish something too tight? I'm not sure.

>>ROBIN GROSS: I'm sort of thinking it should be a majority of voting members. So not just 12. But the majority and then make sure we tack on the bit about the voting members. And then also the other qualification is including one from each stakeholder group.

>>RON ANDRUFF: I see Tony looking across at me. And what we're trying to do is establish a minimum -- what does a quorum mean? So at this stage of the same, we've gotten to the point where at least it's the majority of the group, of voting members. Because liaisons and others may be invited to that meeting. What we're trying to define now is a majority of the GNSO voting members are present. So that's why the -- perhaps, Ray, that 12 of 22 doesn't work. You may have -- you may have 12 people in the room, but they may not all be voting members. So the majority of voting members and one at least from each stakeholder group.

>>RAY FASSETT: So we're defining the minimum to be a majority of voting members given that each stakeholder group is one of those members?

>>JULIE HEDLUND: And, Ray, since you can't see this, I think Tony had a comment.

>>TONY HOLMES: Yeah, I was just going to say the way it's been explained, I'd be fine with that. And apologies for joining late. This conflicted with the preparation for the meeting with the GAC with council and that was pretty important as well. So sorry I'm late.

>>RAY FASSETT: That's okay, Tony. Thanks for coming.

Now all I want to raise is the point Rob made earlier, which is does this leave open the possibility of somebody purposely not showing to a meeting and holding up business?

>>TONY HOLMES: Well, is there the potential to overcome that in terms of the way it works? Now, maybe I was just thinking through the involvement of the stakeholders. But providing that's there, in most of these issues, you can progress these things with a smaller amount of quorum. And, when it comes to votes, make sure you have the ability to have voting after, after the meeting ends.

>>ROBIN GROSS: And, actually, that's the rule now that we -- you know, we have to have one person from each constituency, which is actually harder than getting one person from each stakeholder group. So we don't see people gaming that now. It's not something that -- you know, nobody's refused to go to meetings to hold up the process. So, while I see that as a theoretical possibility, it really hasn't happened. So I'm not sure we need to worry too much about that.

>>RON ANDRUFF: I support that. I think anyone who's going to try to filibuster and try to block something, that will be found out pretty quickly. And I think the embarrassment of the community or the wrath of the community on that, either that stakeholder group or those individuals will sort itself out. So I think that's less of a fear.

>>RAY FASSETT: Let's go back and see what we have in place of a stakeholder. It says -- I'll go ahead and read it. "At the time of a vote there must be a quorum present which shall be defined as majority of representatives from both the contracted party house and the noncontracted party house." We're going to change that now, right, if I'm understanding this conversation? Can somebody try and put down what that will read like now?

>>JULIE HEDLUND: Well, I apologize. But, you know, we had talked about 12. But then we talked about that.

>>RAY FASSETT: Yeah.

>>JULIE HEDLUND: Majority. But do we want to define what a majority is?

>>RAY FASSETT: Yeah, it will be a minimum for quorum is defined as a majority of --

>>JULIE HEDLUND: Yeah, what do we want to say the majority is of? I put in as a placeholder a majority of representatives from the contracted party house and the noncontracted party house. But no, from the stakeholder groups. I mean, you know, I don't want to -- you know, I don't want to put words in our mouths here. And you folks are more familiar than I am.

>>RON ANDRUFF: Let me take a kick at the cat.

>>RAY FASSETT: Yeah, please, Ron.

>>RON ANDRUFF: It would go something like this. A quorum is a majority of voting members of the GNSO, which includes one member of each stakeholder group and neither liaisons nor nonvoting members can be included in that majority? Something along those lines?

>>ROBIN GROSS: I think that's right. And then we maybe want to talk about the point of the quorum and the majority being at the time of the vote or at the beginning of the meeting. And it looks like right here the way it's been is at the time of the vote. That seems like a reasonable -- I mean, I don't know of a reason to change that.

>>RON ANDRUFF: I agree with that. Quorum really is about the vote more than the discussion about it.

>>RAY FASSETT: Okay. So we definitely want to tie a quorum to voting. So a meeting can go on. If there's not a majority of members, the meeting can go on. The meeting has nothing to do with that.

>>ROBIN GROSS: The meeting could continue even though they lost quorum, but they wouldn't be able to take any votes.

>>RAY FASSETT: The reason I'm harping on this is we're definitely tying this to voting.

>>RON ANDRUFF: I think that might be incorrect, Ray. I actually just asked Robin, just an aside, during while you were speaking, if GNSO has to have quorum now before they have a meeting. And the answer is yes. So we don't want to change that. Quorum for a meeting and -- but the quorum has to still be there if a vote is taken. So what we're saying is, if everyone shows up for the call or face-to-face meeting, it's all well and good. But, if one person or two people should leave that meeting who are quintessential to the quorum, then no vote can be taken. But the meeting doesn't necessarily end at that point. It

started with a quorum. So the meeting can continue, but no vote can be taken until that quorum has been reconvened.

>>RAY FASSETT: So a quorum will be identified at the beginning of the meeting. And, if it requires a vote, then the quorum will be retaken again. So that's the practical sense of how that will work.

>>JULIE HEDLUND: This is Julie. I think that may be covered in the statement at the beginning that says, "At the time of a vote." So at any time there is an imminent vote to be taken, then there must be a quorum.

>>RAY FASSETT: Right. But when I read it -- and maybe it's me -- it seems that we're only identifying the purpose of a quorum. If we lead off with the sentence "At the time of a vote," then it's not identifying that a quorum is also needed to conduct business.

>>JULIE HEDLUND: Tony has a comment.

>>TONY HOLMES: I was just going to come back to the point that Robin made. The fact that it's easier to obtain it now, I think we can also add that reference to representation from each of the stakeholder groups as well. Because it shouldn't being a tough barrier now. So we should add that one in as part of the makeup of the quorum.

>>JULIE HEDLUND: So the proposal is that the quorum consists of representatives of each of the stakeholder groups. But I was hearing -- and I'm sorry. I was sort of typing and then trying to gather the comments as well. So perhaps someone can help me. That we're -- Ray, were you also saying that we need to have a quorum to conduct any business?

>>RAY FASSETT: That's what I'm asking. That's exactly the question that I'm asking.

>>RON ANDRUFF: So let me -- I'll just rephrase what I said, Julie. And we'll see if we're on the same page here. So quorum is a majority of voting members. This is how we'll start the discussing. A quorum is a majority of voting members, which includes one member of each stakeholder group and only voting members. And in parentheses, not liaisons or nonvoting members, as an example, can make up quorum. Then the second line or the second paragraph, if you will, is what you've written here. At the time of a vote, there must be a quorum present. So you need quorum for the meeting, and then you need quorum for the vote.

>>ROBIN GROSS: Yeah, I support that. I think that's the fairest way to do it.

>>JULIE HEDLUND: As I have it written now, though, I think we might need to modify this. If we just say a quorum is the majority of

voting members, we need to say, in order for a meeting to be conducted, a quorum must be present. A quorum is a majority of voting members.

>>RON ANDRUFF: While Julie types, I'll pick up this pause so that you understand, Ray and Wolf-Ulrich, what she's doing now is trying to draft that language. So I think I've captured the essence here from the people in the room. I don't see any dissents for that, so I'll turn it over to you as Julie continues to type.

>>RAY FASSETT: that makes sense to me. Wolf, do you have any comments?

>>WOLF-ULRICH KNOBEN: No. For me.

>>WOLF-ULRICH KNOBEN: For me it's really I'm thinking practically really. So that means to have really strict quorum in both cases, in conducting a meeting and in taking votes. And I will come back to it, to what Robin was saying. I feel that there is a slight difference. If you start a meeting and ask for a quorum, so that could help. But it could be -- and I understand from many teleconferences I took part in -- and I think on council level it may be the same -- that somebody is going to disappear or doesn't have time off after half an hour, he has to leave. And then the quorum is going away.

And the question for me is really so -- then, the council is not -- we'll not be able to conduct the meeting any more. So I don't think that it's -- it's the optimal way. So -- because I was thinking because -- so, if somebody is going really to -- if somebody wants to, if the council -- to make the council unable to conduct the meeting, so he has only to leave. And this can't be the case.

So I don't think it's a very optimal solution. But, on the other hand, I don't have another one.

>>RON ANDRUFF: Wolf-Ulrich, Wolf, if I may, it's Ron. That's not what we were saying. What we were saying is the chair will check for quorum at the start of the meeting to allow the meeting to begin.

>>WOLF-ULRICH KNOBEN: Yes.

>>RON ANDRUFF: If someone leaves during the meeting it's irrelevant because a quorum was present to start the discussion.

>>WOLF-ULRICH KNOBEN: Okay.

>>RON ANDRUFF: Now, the discussion can continue. But if, in fact, quorum is now failing for a vote, then no vote will be taken but otherwise the full discussion is allowed to continue your respective of the fact that quorum is no longer because someone has left the room.

>>JULIE HEDLUND: This is Julie. If I might, then, ask this

question: the way I have it written now I say in order for the GNSO Council to conduct a meeting a quorum must be present but if you're saying that's really just to initiate a meeting but a meeting can continue then I think we'd probably need to change that. Ray, what did you think about that?

>>RAY FASSETT: My thoughts are really close in line with Wolf where it's not practical that, you know, a quorum can be present at all times during a call to conduct a meeting. Now, to initiate -- so then the threshold question becomes simply to initiate the meeting, should we be requiring a quorum, the minimum number of people on the call or at the meeting, and I -- I'm not sure. But that is the question. I think we're pretty clear on what it takes for a vote.

>>ROBIN GROSS: But we have to remember, though, now that we have electronic voting, that you don't have to be present on a call to vote so let's think about that.

>>RAY FASSETT: Yeah, that's -- ability now to vote after the fact, you know, such as through e-mail, et cetera, that's something recently adopted by the council, I believe. I'm not overly familiar with it, but I know that mechanism has been put in.

>>ROBIN GROSS: Exactly.

>>RAY FASSETT: Again, that deemphasizes the need for a quorum on the call for the vote. But that -- but that's almost a separate issue. What we're talking about now is simply to hold the meeting, are we going to require a quorum, that is the question to initiate a meeting.

>>TONY HOLMES: I don't think we should break -- it's Tony here -- I don't think we should break with the existing protocol and we have to do that now. I see no reason to change that.

>>RAY FASSETT: And what is it now, Tony, can you tell us?

>>TONY HOLMES: You have to have a quorum to initiate a meeting.

>>RON ANDRUFF: I support that, this is Ron.

>>TONY HOLMES: You're asking me a question I'm struggling to answer.

>>RAY FASSETT: I wasn't necessarily putting you on the spot, does anybody know what quorum is defined as now by the council?

>>JULIE HEDLUND: Yeah, it was what was in the current rules of procedure.

>>RAY FASSETT: Members entitled to cast a majority of the total number of votes of GNSO Council members then in office shall constitute a quorum for the transaction of business.

>>JULIE HEDLUND: Right.

>>WOLF-ULRICH KNOBEN: I understand. As Tony was saying, so to initiate the meeting, so then -- it would be fine for me, I think so. Just an issue doesn't mean okay, it has to be a quorum at any time, the entire meeting, but when it comes to vote, it's different, yeah.

>>JULIE HEDLUND: So since -- for the benefit of Ray and Wolf-Ulrich, should I go ahead and read the language that we have right now? Because those of us who are here can see it on the screen but I don't think you've seen -- you can't see what we've typed here.

>>RAY FASSETT: Yeah, please go ahead, Julie, I'd appreciate it.

>>JULIE HEDLUND: Okay. It says "In order for the GNSO Council to initiate a meeting a quorum must be present. A quorum is a majority of voting members which includes one member of each stakeholder group and only voting members, not liaisons or nonvoting members, can make up a quorum. At the time of a vote, there must be a quorum."

>>RON ANDRUFF: I would make a friendly amendment --

>>RAY FASSETT: That's pretty good. Any thoughts.

>>RON ANDRUFF: Just a friendly amendment to that. I'd say at least one member of each stakeholder group, that way we're covered.

>>WOLF-ULRICH KNOBEN: Okay.

>>ROBIN GROSS: I would suggest another friendly amendment. I don't know if we need the bit about liaisons and others don't -- not making up a quorum because they're not voting members to begin with so maybe it's a little redundant to say that.

>>RAY FASSETT: Right, yeah, and we'll review this language, you know, we don't have to make a decision today this is the final language. But I'm just looking to see if we've captured it and it seems that that does capture the spirit of what we're saying.

>>JULIE HEDLUND: Okay so I'll read it again just because I've made a few changes. In order for the GNSO Council to initiate a meeting a quorum must be present. A quorum is a majority of voting members which includes at least one member of each stakeholder group. At the time of a vote a quorum -- I'm sorry -- at the time of a vote, there must be a quorum.

>>ROBIN GROSS: I wonder if we want to qualify that a little bit more, maybe we say a voice vote because we can do electronic votes now anytime. And so just to...

>>RON ANDRUFF: Would you mind expanding on that, so what's the difference between a voice -- voice vote and a electronic vote for those of us who don't understand that.

>>ROBIN GROSS: Yeah, it's something new that the GNSO Council just came up with a few months ago whereby, you know, in the past we've always voted, you know, aye, nay, a voice vote, and then we had problems because people had to be on airplanes or they couldn't make the meeting and they weren't able to vote and there was a very important vote scheduled and thus their constituency wasn't going to be represented if we couldn't come up with some mechanism to allow them to vote even though they couldn't be at the meeting.

So now we've come up with a proposal, and it passed, whereby -- it basically would be like an e-mail with Glen where Glen would send you an e-mail, an electronic vote and you would vote and then send it back and so if you couldn't make the meeting you can still vote. So the quorum we're talking about here doesn't apply to electronic votes, as I understand it, but correct me if I'm wrong.

>>RAY FASSETT: No, I think you're correct, Julie, it would not apply to electronic voting. This only applies to being able to physically -- or being present at the meeting.

>>RON ANDRUFF: I'm -- this is Ron. I'm not sure, this needs a little more thought just because a vote is a vote. And I'm not sure whether the voice vote -- the voice vote is obvious. It's when we're having face-to-face meetings, I assume not on telephone.

>>ROBIN GROSS: Telephone.

>>RON ANDRUFF: Telephone voice votes as well. And then electronic votes is to cover an individual who can't meet -- so it's almost putting a proxy in place, here's my vote and you're holding my proxy, they send it to Glen, Glen says I've got three proxies, they vote -- not proxies, but as an example --

>>RAY FASSETT: No.

>>TONY HOLMES: No, it doesn't work as a proxy. What happens is that for those who don't attend the meeting, she sends them out to them with a set period to respond in which they can vote. And if they don't vote, then it's recorded. So it isn't really the same as a proxy vote.

>>RON ANDRUFF: But there's a quorum from, when that vote happens?

>>TONY HOLMES: There's a quorum.

>>RON ANDRUFF: That's what I'm getting at you still have --

>>PHILIP SHEPPARD: (Speaker off microphone).

>>TONY HOLMES: I don't really see a reason to differentiate.

>>RAY FASSETT: So we would still require the quorum at the time of the voice vote and then --

>>JULIE HEDLUND: Or I think Tony's point was, ray, we don't need to say voice vote. At the time of vote there needs to be a quorum and when we deal with the voting section, then we will have to write in this new procedure that allows for electronic voting, and that is so that people beyond the quorum that was there for the vote have the opportunity to record their votes, as far as I know.

>>RAY FASSETT: Right, I think Tony's correct, you don't have to call out the voice vote. That's a good point.

Okay, any other comment on this particular section ( )that was Philip Sheppard up there (.

>>JULIE HEDLUND: No comments here.

>>RAY FASSETT: That took longer than expected, but I think it was a good discussion. Because just getting an understanding of what quorum is for, I think we've done pretty good on that. And Julie, you've got some draft language now. And now off- -- you know, offline let's look at that and offer any other friendly amendments to it as it gets published.

Do we have time -- we have the OSC coming in in, what, five minutes? The next section we were going to talk about was votes which, of course, this ties right into. Do we want to try to go into that section now or not?

>>RON ANDRUFF: I would suggest that based upon the fact that everything's moving on slower time here, people are arriving slower, I see one other member from the OSC, two, actually, Tony was already in here. Why don't we get started on that and we can adjourn at that point, at that point, as the OSC arrives we move forward to OSC discussion.

>>RAY FASSETT: Okay. So, you know, I'm just going to read from the documents that Julie has prepared. "Acts by a majority vote by the GNSO Council members present at the meeting in which there is a quorum shall be acts of the GNSO Council unless otherwise provided herein." Then we've got all these exceptions, all right, that come after that.

One thing I just want to say at a high level is one of the things we're trying to do here, I think, is deemphasize voting. So, you know, why do I raise that? I raise that because, you know, how -- I think we should always be mindful of how is the council going to perform where it's almost like votes are the last resort, right? I mean, we want

consensus to be discussed and reached and -- in a manner that doesn't necessarily fall back on boy, that's one of the things that we're trying to sort of correct from the present system, if I understand it correctly and I'm just throwing this out, by the way, for discussion. So one of the things we're trying to correct is too much emphasis on voting. Does anybody have any comments on that as it pertains to this section?

>>JULIE HEDLUND: Ray, this is Julie. It's not a comment per se and I know that Ron does have a comment but I just wanted to point out that since, as you mentioned, we are looking at the GNSO Council as the -- more as the manager of the policy development process, we should all keep in mind that there are several sections within the procedures that deal with votes in the context of policy-making. And that section is being dealt with by the PPSC work teams, and you're absolutely right, I think they are looking at deemphasizing the -- you know, the role -- or changing the role of the GNSO Council in that respect. And I'm sure that they will be rewriting the sections that have to do with votes on policy-making. This section on votes is the nonpolicy voting section because the votes that are taken on policy-making is all in the policy-making section so this would be all other business as far as my understanding goes.

>>RON ANDRUFF: This is Ron. I sat in this morning on the PDP operating steering committee discussions and I raised this issue of voting. And no surprise we've got a myriad of different answers, a lot of the different members had different views on vote but ultimately what I was able to sort of retain from the discussion was, along with what Julie just said, but basically councillors will vote on all working group recommendations. And effectively all issues that are brought before the council, even in terms of developing PDP work groups and so forth will ultimately be voted on at the end of the day, whether the vote is that we agree and we send this to the board for passing this or whether it gets kicked back, they vote to kick it back to the working group and so forth.

So voting while being deemphasized on the whole will continue in the same manner as it is today in many ways. That's my understanding of it. So therefore, in a development of this document of real procedure, we have to make sure we address the aspect of voting, however, much or little we think may happen in the future my take-away from the meeting will be voting will be very much a part of the council's regular activities.

>>RAY FASSETT: I think that's a very useful comment, Ron, to our work. So to me that definitely gives me the thinking that a green light, if you will, that we definitely want to concentrate hard on this section to, you know, identify, you know, how the -- procedurally how these votes go. The reason I raised that was simply because the concept of deemphasizing voting has been brought to our attention but from what I'm hearing is, yes, it is going to be deemphasized but the

procedure of having to vote is still absolutely going to be part of the process and therefore we've got to spend some time on this.

>>PHILIP SHEPARD: And ray, it's Philip here, just to clarify, I think in the ideal world, we'll see a working group coming out with a coherent policy and a set of recommendations and council will look at that. And it may be a simple vote as council notes the outcome, thanks, the working group for its hard work and recommends its report to the board. That would be I think the ideal system and if there's any variation based on that, if the working group outcome is less clear.

>>RON ANDRUFF: So --

>>RAY FASSETT: Thanks, Philip.

>>RON ANDRUFF: So this is Ron again. So one of the other points I just sort of put on the table for the working group is that because we have this rules and procedures document in front of us it doesn't necessarily mean we need to change this issue of voting other than correct language. So just want to be very clear that the rules of procedure -- our job as a work team is to review these things and to make sure that they are up to date and they address the issues of the new GNSO going forward. So from my point of view, apart from any language changes or cleanup that might be done, I think that we're pretty close to having this 3.6 section done. I mean, I don't think we need to modify it, or the work team needs to be spending too much time trying to modify this as much as just making sure that the language is clear, thank you.

>>RAY FASSETT: I don't disagree with that. Anybody else have any comments?

>>JULIE HEDLUND: There's no other comments from this end and just so you know, Ray, we are starting to get some of the OSC members here. We probably want to wait just a bit more and have a few more people join us but just want to let you know that.

>>RAY FASSETT: Okay. Well, on this, on my page, my document that you sent, Julie, page 15 of 45, it's -- I suppose it's the third full paragraph down it says "initially, each member of the GNSO Council selected by the gTLD registry stakeholder group or the registrar stakeholder group shall be entitled to cast two votes and all other members, including those selected by the nominating committee shall be entitled to cast one vote," that changed, didn't it?

>>JULIE HEDLUND: Well, I think that that -- the reason I left it that way is that's something we do need to discuss on this team is what we want those numbers to be. 'Cause I think they probably do need to change. And didn't want to make an assumption as to what they would be.

>>RAY FASSETT: Right, right, fair enough. Fair enough. So my

understanding is I don't think any particular stakeholder group is going to have two votes, is that correct, Rob, or anybody else.

>>RON ANDRUFF: Rob left the room but that was his comment and actually, Chuck is now here so he can clarify that, perhaps.

>>CHUCK GOMES: Yeah, nobody gets two votes in the new structure, in the new bicameral structure, but instead, the way it happens is all votes are taken in both houses. And the criteria for passing is defined always on a level for both houses. So there's no need to do a two -- a two-vote for anybody.

>>RON ANDRUFF: Absolutely and I don't think that was intended, what Rob had stated was there were 22 council members and each one has a vote, if I'm not mistaken, if I got that right.

>>CHUCK GOMES: We don't even -- we don't even look at total council votes anymore. You're always looking at a vote in each house. And the parameters, then, for passing are based on, you know, a simple majority of both houses or a super majority of both houses, et cetera, like that, so, does that make sense?

>>RAY FASSETT: Yes, it does. So, you know, under the new bicameral structure there are two houses. In order for a vote to be an approved vote, if you will, in total, each of the houses has to have some threshold identified, whether it's a majority or super majority in order for the total vote to be accepted. Everybody understand that?

>>JULIE HEDLUND: Any comments here.

>>RON ANDRUFF: I would, Julie. That's what I was referring to in the -- in my comment, was that the language, in terms of the number of votes cast, and so it just needs to be cleaned up to meet the standard that is there today so as Chuck just described it I'm sure it's written somewhere so what I was recommending is staff come back to us with the revised language if it's not been drafted already -- it's not been drafted, Julie.

>>CHUCK GOMES: It's, yeah, actually, we've been working on that, the council will be probably voting on Wednesday on the changes to the bylaws. Included in that will be thresholds that we agree now so we should know after Wednesday at least where the council -- ultimately the board has to approve that but that -- yes, that is -- the data's all available in terms of what the thresholds are because we agreed on that as a council quite some time ago.

>>JULIE HEDLUND: Right. And I hadn't put that in here because of the fact that it hadn't gone to a vote. But I would suggest that I could go ahead, since it's going to be something that's going to be voted on this week, I can then amend this accordingly.

>>RAY FASSETT: I think that's a good idea. Anybody disagree? Okay. Now, with that said, we're basically -- is there enough OSC attendants now, Julie, there, as my eyes and ears to start that part of the meeting?

>>JULIE HEDLUND: I think so.

>>RAY FASSETT: Okay. So before we do, I just want to leave off next action steps on this is review the draft language we came up with a 3.5 quorum, if we could review that and if possible comment and list any friendly amendments, if any. Let's review the new language that comes in for 3.6, reflecting a new bicameral structure and anything else we can identify to update under the new structure, and now what we did not get to today is -- unless we can very quickly -- is identify other sections of this rules of procedure that have been outlined within, that we can work on to focus our attention on next.

So I'm going to suggest -- well, I'm going to throw out there real quick, how do we want to approach that? I could ask Julie to talk with Rob to talk with maybe some members of OSC to maybe head us into the direction of those items that are more urgent than items that are less urgent and come back to us? Or do we want to try and do that now?

>>JULIE HEDLUND: Ray, this is Julie. Actually, I had made some suggestions with respect to that but that was a couple of weeks back, when I had consulted with Rob and with Ken Bour. Why don't I go ahead and suggest that again. It was -- the first top items are those that we've dealt with today and that is quorum and votes and then there were some other sections that were -- that had to do with conducting council meetings that were not dependent on actions on the bylaws or on the PDP work teams. And I'll go ahead and send those around again, as a suggestion to the team, if that's okay with you.

>>RAY FASSETT: I like that suggestion. Anybody disagree?

>>RON ANDRUFF: No, I agree with it -- I agree also with that, this is Ron. But what I was also thinking might be a good way forward is, as I mentioned a moment ago, a lot of the language in here doesn't necessarily need to be changed but just to be reviewed, so maybe we might want to just knock off a block of that text that, you know, all of that stuff that we -- is non-- you know, it's just enough that we need to look at and say, yeah, that still makes sense and that may whittle down the workload if we can start to focus on that and I see Julie nodding.

>>JULIE HEDLUND: Actually, Ron, that was really what I was going to propose, is the suggestions I was going to suggest next are the ones that have to do with conducting meetings that largely are -- you know, we can decide are probably very good and don't need to be changed and there might be some things that we might need to update with respect to sort of e-mail list and that sort of thing and I can consult with Glen

on that as well.

>>RAY FASSETT: Okay. Very good. This is Ray. Let's move on to the next part of the meeting which involves an update from the OSC and also feedback from the OSC on various work products that we've done up to now. The first item on that agenda is the kite document that has to do with sending out a document to constituencies that pertains to the separation of duties amongst GNSO Council members, identifying that as a high-level principle. And whether the substance of that document is something we want to receive broader feedback from, this document has been sent to the OSC, to Chuck who disseminated it amongst the OSC members, and the first agenda item here is: Is there any feedback from the OSC members on the kite document and our sending it out for broader community feedback?

>>JULIE HEDLUND: Any feedback here from the OSC members?

>>CHUCK GOMES: Are you talking about the structural document?

>>JULIE HEDLUND: Yes, I'm sorry. The document being referred to is the draft GNSO ops proposed structural.

>>CHUCK GOMES: Everybody has it, right? Well, I'd like to --

>>RAY FASSETT: Brief background real quick, Chuck -- sorry to interrupt -- is, what we were not able to achieve consensus on ourselves as a work team is sending out this document for broader community feedback. So we're specifically looking -- hopefully the OSC members have had an opportunity to review this document and we're just simply looking for advice or guidance on whether or not to send this document out for broader community feedback.

>>CHUCK GOMES: So Ray, let me get a clarification, then. Are you just looking for the OSC to weigh in, in terms of whether it should be sent out for public comment, or are you looking for feedback on the ideas, or both?

>>RAY FASSETT: I think the two are interrelated, Chuck. The two are interrelated. If the OSC is of the opinion that they are not interrelated, then that could affect the feedback that we get back. So I don't want to say that they are, but I think I just did. I think I did say they are interrelated.

So what we're looking for primarily is guidance from the OSC, is should we send this document out, the structural document, for broader community feedback.

>>JULIE HEDLUND: And Ray, you can't see this but we have a couple people in queue here, we have Tony and we have Ron.

>>RAY FASSETT: Okay. Tony, go ahead.

>>TONY HOLMES: I'll just refer to Ron, if I may, I think he may have a similar point.

>>RON ANDRUFF: Tony, you're reading my mind from across the room. No, all I wanted to do is just to shed a little broader light on what this document is about. The sole purpose of this document is simply to get, for the work team to understand if the community likes to go left or right. This document is not intended to be anything more than a kite, that's what we call it, that's what we refer to as a kite, so we get a sense from the community at large, does the community feel that a two-legged GNSO is stronger than a one-legged GNSO as it stands today. So that's what we're trying to achieve with this. And the question was whether we just -- it's not going out for public comment as a public comment status would be with ICANN, it's just going to the various current constituencies to ask them to circulate it to their members to get some feedback from the members, do they like this or that. We have no, as a working group, we have no vested interest one way or the other. It's only to find out which way we should go with this, as I understand it.

>>JULIE HEDLUND: And Tony I think has a response to that.

>>TONY HOLMES: Yeah. Ron did answer my question at the end but I think it's worth clarifying. When we talk about sending it out for broad community input, it was clearly just to existing constituencies. It isn't broader than that.

>>RON ANDRUFF: You're exactly right.

>>CHUCK GOMES: So I come back to my question: Do we want to take time here for any feedback on the document from the OSC or just focus on the question of whether it should be put out for public comment to constituencies?

>>JULIE HEDLUND: And I should note, too, that I saw that Vanda had her hand up.

>>VANDA SCARTEZINI: Yeah, my question is most of the checklist. And I have some comments on the structural ideas, but just think about to circulate and open up, it's okay. Let's do that first and we can comment during this period, okay?

>>RON ANDRUFF: That is how I saw it, Vanda, that every person in the community will comment, I would hope, one way or the other. But it's certainly open for discussion with OSC.

As Wolf-Ulrich pointed out, that's why we actually have asked the OSC to sit in on this meeting, that when we come as a working team to a position where we can't find consensus under our bylaws, we bring it to the OSC. So we're bringing this up to the OSC to say can we send this

up to the community at large, that was how I saw it, but I leave it to others to put their comment on.

>>CHUCK GOMES: And before I comment let me ask the other members of the OSC to share their view, like Vanda just did, so that they will feel free to give their viewpoint before they hear mine.

>>RAY FASSETT: This is Ray. I want to interject here real quick. We understand that we can send it out. It's not like we're seeking permission. Okay? The issue here is the document speaks to structural -- how the GNSO Council is going to be structured, two-legged, one-legged, however we want to call it. Okay?

And the issue is whether that will draw confusion to the broader community that we're looking to change the structure or propose a structural change to the GNSO Council. We know we can send the document out. It's within our rights to do that to send it to different consistencies. The question is should we, based on the content of the document?

>>WOLF-ULRICH KNOBEN: It's Wolf speaking. Can I?

>>RAY FASSETT: Yes, please, Wolf.

>>WOLF-ULRICH KNOBEN: We have just a half hour left. I would say why shouldn't we get right now the feedback of OSC members, the other OSC members here. Also maybe in their capacity as being members or representatives of their constituency. I suppose they may have already discussed, some of them within some groups, maybe not officially within their constituencies. But they may have discussed it with other members. So it may be helpful to get a response from some other bigger issues on the document, what could be the direction and where to go. So I think that would be helpful as well. Not only to hear okay, just hand it out and ask the community also to get a feeling here within our group what are OSC members thinking, maybe in their capacity as being constituency members.

>>RAY FASSETT: I think that's reasonable, Wolf.

>>JULIE HEDLUND: Philip has a comment.

>>PHILIP SHEPPARD: I think --

>>WOLF-ULRICH KNOBEN: Chuck, I would like to have that to you as OSC chair and also representative of the constituency what you're thinking about looking at.

>>PHILIP SHEPPARD: Before Chuck answers that, it's Philip here. Two comments, one on the question of the broader question of sending it out. I think it's -- we need to be clear, I think, when we -- in general as any GNSO body or part of it consults in terms of expectation

or responses and the -- shall I say, the awareness level at what we generate, interest level we generate by consulting. I think it's -- we do have a certain consulting fatigue, I think, on a number of issues particularly on reform issues. I think we need to be aware of that. And so, when we do go and consult, it's better to consult on more ready-made proposals than ones that are sort of ideas in the air perhaps. And that maybe that they're better suited for discussion in groups, in different groups first.

So I think that -- there's that sort of general point.

And then, secondly, I have a stroke in a moment about my own take on some of the issues that were raised here. But perhaps I'll let Chuck respond first because you asked a question of him.

>>CHUCK GOMES: The -- I didn't understand the question totally. Can somebody repeat it for me? Wolf, can you restate it?

>>WOLF-ULRICH KNOBEN: Yes, Chuck.

It's very simple. So I think we should not only talk about, okay, whether we should send out the document or not to the constituencies. I would like to take the opportunity to hear from the OSC members as being constituency members present, some, let me say -- something about maybe bigger issues they have with that document. That's only to get feeling so just -- you may have already discussed it some points of that within your constituency or other members of your constituencies, I suppose, so it would be fine if you could hear something about that.

>>CHUCK GOMES: Sure, that's what I was trying to clarify at the beginning whether you wanted to hear from the OSC members in that regard. I'm perfectly comfortable for us doing that. And is the rest of the committee okay with that? Tony has something.

>>TONY HOLMES: Yeah. Just to make it absolutely clear, I think when I introduced it, we said it's a document we haven't actually got consensus on within the group.

And that's for sure.

So one of the ways to test this if it's viable is to send it to the broader community. But, if we do that, one of the things we need to do is make sure that the document is totally explanatory, that it would be well understood. Because there's nothing worse than sending something out and getting back a load of comments that really don't help us at all. So one of the tests that we could actually do is to get the advice from the OSC as to whether they have clarity of what this document's about and to say how it sits with them before we undertake that part of the exercise. So feedback from the OSC is a step along that path.

>>CHUCK GOMES: Thank you. That's helpful.

And so can we take the time right now to get feedback from those members of -- it looks like Vanda is ready.

>>VANDA SCARTEZINI: I do have some comments on that. And just a few comments. That one is how to get more easily feedback from the community. Because what I see in this design is everything goes up. And it's all decided in the top. So I should suggest that we could have some dash lines between these two councilors, round design council back constituents, 1 to 2 representatives. They need to have some opportunities to get together sometime to get more feedback from the community. That's -- you know, just talking about the design that the - - how they will work in such a way. That's my point on that. The most important one. The other is just to think about that, if each constituents will choose this own process to elect the head representatives, we may have imbalanced people sitting in those groups. So I believe we should have some general direction on how to choose that representatives. Is just that. Thank you.

>>RON ANDRUFF: Vanda, if I may respond, because I was a lot of the architect of this. You're referring, I think, to figure one, the suggested GNSO structure, just for purposes of those who are on the phone.

This diagram was only to try to depict what an executive committee would look like and how it would be tasked or filled out or fleshed out. And the idea of two councilors per constituency making up the GNSO policy council and one to two representatives as determined -- obviously, all of this is determined by the GNSO approving it -- would make up then the -- would report to the administration side. Point being it's really to try to explain that here's how the council or how the GNSO executive team would work.

>>VANDA SCARTEZINI: And, once you send this back to the open community, it's not clear enough to people to read that and understand how they will work.

>>RON ANDRUFF: Okay. Absolutely.

>>VANDA SCARTEZINI: So that's the idea to make some better, you know, design about that.

>>RON ANDRUFF: Thank you.

>>CHUCK GOMES: Olga.

>>OLGA CAVALLI: Thank you, Chuck. My -- I just received this document. And I would like to -- you to know that I just quickly reviewed it. I would like to have more time to review it in more detail.

But I have two or three questions come to my mind in the same sense that Vanda pointed out.

And being GNSO council members appointed by NomCom, I don't work within a constituency almost for two years. Which would be the dynamic of this 5-people chair -- two chairs and one chair and -- I -- I don't imagine that. And, which is the advantage of having this new structure in between GNSO? And which would be the role of NonCom appointees in this new upper structure of three chairs and five people? That's my comment. But, again, I would like to have the chance to review it in detail. And perhaps in two or three days provide you some comments either online or personally. Thank you.

>>CHUCK GOMES: Philip?

>>PHILIP SHEPPARD: I did have a chance to look at it earlier. I have some concerns in terms of where it takes us. I think my more general concern is we seem to be adding some complexity to an organization that's already rather overly complex, in my view.

I think the good thing about the document is the careful analysis it makes between the historic position of the different policy roles and the sort of coordination admin roles. And they've always been mixed in the past on council. And that has sometimes just been tedious for those of us involved in council. And I think that division is useful to recognize.

But I'm not convinced it makes the right call in terms of where we should be going forward having made that analysis. And I think part of it and part of the work that happened in the past was because we had inadequate staff support.

So in early days, you know, there wasn't even a Glen in terms of administration.

You know, we did that ourselves.

And then Glen, indeed, was something that we paid for ourselves. And, as things have gone on, we now have a whole team of paid policy staff and admin staff who are there to support us.

And I think that a lot of the roles we've identified in terms of coordination admin that historically council was involved in, I think, council increasingly should be less involved in. Because we should be trusting staff to get that right. And, if they're not getting it right to our satisfaction as council or as members of the broader GNSO community, then it's an issue to take up with ICANN management to say, look, you're spending your 100 million rather badly and not providing support in the way that we want it and this is the way that we want it.

And, if you look at some of the specific functions that we're suggesting that the admin side could do, sort of outreach and program planning, Web site enhancement travel, I mean, to my mind, they're all separable issues for which ad hoc groups can be set up by staff, if consultation is needed. Indeed, some of those already have ad hoc groups where that consultation is taking place, which exists at time for that issue and then go away. And their results are implemented by staff.

And my final concern, I think, is just looking at availability of people. We know that, even in a constituency as broad as a BC, we have challenges in finding volunteers for the policy-related work. Trying to find volunteers to do coordination and admin work, which to my mind is providing in a free management time to an organization of a hundred million budget strikes me as a very odd thing to be doing. And, certainly, my own interest in participating in ICANN has always been policy. And the bad stuff has been the admin and the coordination. I've been delighted at each time we've had improvements in staff who can take some of that away. Sure, it's not perfect.

But I think our job should be working with staff to make that better, not trying to replicate a structure to do what staff should be doing for us. So I'm afraid I have personally some fundamental concerns with the outcome. But I think the analysis of the document is very good.

>>CHUCK GOMES: Tony, did you want to add some comments there?

>>TONY HOLMES: Well, I'll say a few things. I feel a little awkward here because I sit on both sides of the fence here.

But there's some good things already that have come out of the dialogue with you guys. Because I personally share a lot of the same points, the same concerns that Philip brought forward.

When I looked to this originally, I thought it would be an excellent way of making the existing council more efficient. And I don't particularly share all of Philip's remarks about the role of staff. I still think there are some admin things that have been pointed out in this document which will still be done by the GNSO.

But the position I took on this was that under the new working arrangements, the load that would be carried by the GNSO both as a policy council and an admin council should actually reduce because the onus is moving towards working groups. So I personally didn't share the view or become convinced that splitting it in this way and requiring more resource was necessarily the right way to go. That's just a personal view.

The good thing about this conversation is that the points that have been picked up by the people who have commented so far really say that I think we've done a fairly good job in producing a document to get

some feedback on.

And I would very much support the view that it's worthwhile putting this out to the community to see what the broader view is and whether it's something that should be supported and progress more or whether there are enough issues to suggest maybe we go back and have a rethink.

>>CHUCK GOMES: I think that covered everything except myself, and I'll comment now.

Let me ask a question, first of all. Ray, I distributed some -- my initial thoughts on this. Were those distributed to the full team?

>>RAY FASSETT: Yes.

>>CHUCK GOMES: Okay. Good. So you're going to hear some of the same things. I won't go over all of that.

>>WOLF-ULRICH KNOBEN: This is Wolf speaking. I don't remember.

>>RAY FASSETT: I'm sorry, Wolf. That was the comment when we originally decided as a work team to send it out to the small group of people. And some of those people responded with their comments.

>>WOLF-ULRICH KNOBEN: Okay.

>>RAY FASSETT: That was one of those. And the comments were then distributed to the work team members.

>>WOLF-ULRICH KNOBEN: Okay, good.

>>CHUCK GOMES: The first thing I would say is a very simple thing. The focus in the document is on constituencies. And I think that it needs to be on stakeholder groups. That can include a focus on constituencies as a subset there. But I think it will create a little bit of confusion since we're moving to a model -- the council representatives that we're talking about in the future will be from stakeholder groups probably not from constituencies, although we're still debating that with staff, right? The council has pretty much unanimously disagreed with the staff approach in terms of assigning council seats on that. Now, the board will ultimately determine that. But I think it's quite reasonable that it will be a stakeholder group process rather than a constituency process. So that would be a simple edit that I think, if you agree -- because keep in mind, as a working team, you don't have to do everything we suggest. We'll give our guidance and suggestions. But it's up to you to make your decision.

I have a question for the team. Does the -- because one of the things that I found in here is there seems to be an assumption that the council has some management task related to constituencies and stakeholder groups. Am I getting that correct? Do you think -- I

don't think historically that the councils had a role of managing constituencies and, of course, in the future of the stakeholder groups. Does the committee think the council should have a role like that?

>>RON ANDRUFF: This is Ron. No, Chuck, just to respond to that. The -- under the purpose of the document in the first sentence, it finishes with the word "constituency." And in footnote number 2 we can beef that up. Because at the very bottom it says, "It's well understood by the work team that pursuant to BGC recommendations, stakeholder groups rather than constituencies is the way forward for ICANN." It's the footnote there, number 2.

>>CHUCK GOMES: Yeah, I see it.

>>RON ANDRUFF: So that needs to be brought up into the body of the copy. So we are quite aware of that.

And, reflecting back on your second point, no. The view of the work team is that the policy council will be doing work with all of the working groups. So we try to define that in the -- in I guess it's page number 4 policy councilors and explains the different things that we'll be doing. And that list is a list of examples of some of these things. So we're talking about, you know, developing policy development and coordination. Policy development meaning the overall policy has to get developed. So who's going to do that? Well, the council is going to work with the working groups to do it. And they're going to do it in these kinds of activities. So we're trying just to give some sense of what that means. But clearly that needs to be fleshed out.

>>CHUCK GOMES: Good. All right. Anybody else have a comment? That's fine.

Now, when I read this -- and I may be wrong on this. But it seemed to me or at least I couldn't tell how this fits in the board recommended structure that we have. It seems to almost require revisiting starting all over on the council structure that's recommended in the bicameral approach that came out. Am I missing something there? How would this work without changing the board's recommendations in terms of structure? I don't understand that.

>>TONY HOLMES: Shall I try that one. It's Tony.

My take on that was -- and maybe that's something that isn't clear in the document -- that what's actually proposed here in terms of administration is a peer body to the policy council. So it's almost an adjunct that is separate to the board's recommendations. In other words, it's another peer body that would be having the function of trying to improve the administration process. Not impacting back on the core decisions taken by the board or what was set out in the bicameral approach.

>>CHUCK GOMES: Oh, so let me pursue that a little bit. So what you're saying is that administrative body would not be part of the council?

>>TONY HOLMES: Correct.

>>CHUCK GOMES: Correct. I didn't pick that up in there at all.

>>RON ANDRUFF: That's why we're talking about this diagram was to try to clarify that exactly point. So it's not -- the policy council is 22 individuals. And they continue to do policy activities. And the administrative group is concerned with outreach and development and those kinds of things to broaden the base of people participating and doing those kinds of activities. They do not interact on the policy development side. Policy councilors do policy council work. Administrators just do administration work to further the development of the organization.

>>TONY HOLMES: It could be something that needs -- well, it is something that needs to be made clearer. But it could be a totally separate set of people from those who are on policy council. And I think that also tends to answer maybe the problem about NonCom representatives. I don't see any reason why, if we go down this path, they couldn't be part of the administration arrangements. But, specifically, we didn't build in the same structure because it is a separate peer body.

>>CHUCK GOMES: That really helps. You can tell I was way off base on that. So I suspect other people may do a better job of picking that up than me. But I would still suggest you make that clearer.

>>RON ANDRUFF: Chuck, you're a veteran of this stuff. And I know that you read. And most people don't read. They just scan things. But I know that you read. And I appreciate that was lost on you because we've really tried to make that clear. So, obviously, there's work that needs to be done on that.

Now, another thing that hit me, as I'm reading this. There's several places where it really sounds more like the council -- and you're referring to it as a policy council. By the way, calling it a policy council and then you have this other council, administrative council, whatever, that probably leads to the impression that they're all part of the council. So just to let you know on that. My perception anyway. But there's a lot of wording that makes it sound like the -- what you call the policy council is a policy development body.

And it's important -- the board's recommendations are quite clear, in my opinion, that it's a policy management body and those are different things. I know you guys understand that but I'm just sharing this in

terms of the document, that's an area. By the way, I want to come back to Philip's comments. I -- I agree with probably most everything he said that -- and so I think he made some good comments there with regard to this.

It did appear -- it appears that we need even more resources. That's one thing I'll follow up on in this model than we already have need of. And we know the challenge in that regard. But maybe there are ways of dealing with that. I also thought -- and now this has been corrected -- that it would be harder to find -- if you're looking for people on the council that have administrative skills and other people that have policy skills, I start thinking my goodness, how are we going to do this? We have enough trouble meeting geographic diversity and everything else. So that clarity helped me there.

My first read -- and you've revised it since then. But my first read of it I thought this really added a lot of bureaucracy. Maybe it doesn't. And I also made some suggestions at the end that actually you could accomplish a lot of your objectives maybe without what appears to be a structural change to what the board has recommended. I don't think there's any chance that we're going to be able to go back and get the board to change their recommendations. So that would be a fundamental assumption. You guys have my written comments, so I think I've said enough.

Let me -- I'd like to provide opportunity for the -- if it's okay, for the other OSC members to see if they want to add anything there.

>>RON ANDRUFF: If I could just respond to your comments, Chuck, just a couple before we do that with everyone's blessing.

The point is that, with regard to the concern about needing more people and how this will work, the view that we're trying to -- we've been kicking around within the work team and to try to understand this better, is that in the first instance, we're now 10 years old as a body as ICANN. And we're moving into a new era of significantly larger number of domain names and so forth. So there's -- without any doubt outreach and getting more people actively involved and engaged in this process is absolutely critical to the organization. Otherwise we won't be meeting the mandate of what we should be doing.

So the idea here is that councilors continue to focus on council activities. Administrative people step up and say, you know, let me work on outreach. As an example, here we have within the BC a outreach program that will happen on Monday or Tuesday. And Liz Williams has been very active in that and working in that along with a couple other people within our organization. So they've picked up the ball, and they've just been very active in getting together a group of business leaders from the region to come and participate with us to learn more about ICANN. This is a core activity that really has to be as important as policy development, in my view personally. Because we

have to build a structure that can support an organization that's going to grow significantly.

I don't know if we're going to have five new TLDs or 5,000 new TLDs in the coming 5 years, 10 years. But our view of the working team is we have to create a structure that can support those kinds of activities. So the argument about not enough people maybe in the beginning it's going to be all of us carrying a little more load. But, as time goes by, the hope is we're developing the group. We're developing a lot larger participation in the organization.

So I think it's really critical to understand that the logic here is not to deconstruct anything that was there but, rather, the GNSO today, most people think the policy council is the council. But it's -- in fact, there's a group of people that work as policy councilors. And then there's the GNSO. So what we're trying to do is just flesh out that GNSO to be a stronger, more robust organization to provide for the needs of the larger and large community that we hope to see in the future. So this is kind of the base point that we're working from to really expand the organization on -- as a whole. And from within that we'll find the people to fulfill the roles. That's the hope.

>>CHUCK GOMES: Thanks. I would just point out that the bylaws don't call it a policy council. But the mission of the council is to develop policy. And I would back up to what Philip said. I guess I side with him on the fact that I think staff is helping us tremendously in terms of a lot of administrative duties. That doesn't mean I'm opposed to volunteers within the GNSO who would want to work on those issues. So that concept could be developed further. I'm not opposed to that at all. But I do believe -- and I -- as vice chair of the council and as -- in working groups that I've chaired, I fully appreciate all of the support -- administrative support we get from staff. So I think that does alleviate a lot of that need. But there's still -- you identify some good administrative tasks in here. So I would say that. Does anybody else on the committee want to talk before I see if any other OSC people have -- I know we have one more document to look at.

>>RAY FASSETT: Yeah, this is Ray, I would like to make one comment.

>>CHUCK GOMES: Robin did too, Ray, just to let you know.

>>VANDA SCARTEZINI: Just a little comment about what is going on on at-large structure in -- a lot, because more and more -- less, more than 100 people, 100 groups or people are now working in policy issues and they are more and more interested in participating on those new gTLDs. And so I believe that, you know, with the time, we could really outreach more people for many regions to work on those kind of things that we don't find the interest till now.

But what I'm seeing now, it's a very, very huge participation on the

people around the world on -- focused on this new gTLDs issues and probably we can go further and get more help from them.

>>CHUCK GOMES: Ray, you want to go next or do you want Robin to go next?

>>RAY FASSETT: Robin, go ahead.

>>ROBIN GROSS: Thanks, I just wanted to go back to something we were talking about a few minutes ago and just get a clarification on what it is we want to do. On the figure one, the suggested GNSO structure and then the little green circles at the bottom.

>>RON ANDRUFF: They're not colored on their copies.

>>ROBIN GROSS: Okay, the circles on the bottom that talk about the number of people -- representatives per constituency. So we talked about how that's confusing people because we're moving to the stakeholder group model so are we going to reword this so it says two councillors per stakeholder group, is that what we said? Okay, I just wanted to make sure I understood that, thank you.

>>RAY FASSETT: This is Ray. I just want to make the high-level comment that our work team members did not reach consensus that this is a structure that we think or are recommending would be, so this isn't a product here that we all said, yeah, we think this is a good idea of how the structure should be, let's go now, see if the community agrees with us.

Instead, we were qualifying quite clearly upfront not to read it that way, that that is not what we're saying, that we're not saying this is what we think it should be. I just wanted the OSC members to understand that when we say this is a work team product, that we were not ourselves able to reach consensus on this structure.

>>TONY HOLMES: I just had a comment on the document that we should probably note may be directed towards Ray and Ron. If this is going to go out for comment, one of the other changes I think to make clear is in the administration box, the involvement of the representatives in that function doesn't require any geographic diversity, it's probably something we should state.

>>CHUCK GOMES: Now, I didn't express my opinion in terms of this going out for broader comment from constituents. I'm perfectly okay with that. I think you'll get a lot better feedback if you address some of the things that those of us on the OSC suggested and some of the things that you've discovered U. Otherwise it may create some confusion -- some confusion and not get back what you want and I think Tony mentioned that himself. So I'm okay with that. Does anybody on the OSC think that's -- think differently?

Okay. So feel free, if that's what you -- if that's what you'd like to do. I would recommend that you be as clear as possible in terms of what type of feedback you want. Otherwise you'll get people all over the page.

>>RON ANDRUFF: I smile, Chuck, because this important notice for consideration of this document that's on the very front, I guess we should make it in capitals and in red but it says very clearly that "to be clear, the work team is asking you two questions: Do you think the proposed separation of responsibilities would better serve the stakeholder groups that make up the current and future GNSO or not"? The second question is "if your answer to one is negative why, if your answer to one is affirmative, you know, is there anything we're missing?"

My point is, we struggle ourselves trying to make it more clear. We went with bold language, we went with red language, we put it in a box. So we will -- we take your comment wisely and we will go back and rework it but it's a struggle when you've used every color and capital letter we can but we'll do that and certainly clean up the language. And I guess what we're hearing from the OSC to take out anything that says "constituency" and move everything to stakeholder. Put it in future tense as opposed to the current tense, does that make sense? Okay, thank you.

>>CHUCK GOMES: Also you, in your first question, when you ask about separation of responsibilities, without having the context of -- this administrative thinking is not really part of a council, there's going to be the impression that you're dividing the council into two areas of responsibility. So probably, I don't know how you deal with that as an upfront page because they need to see the explanation later but -- but that's it.

So anything else on this document before we go to the interest policy? Is that the next, item, Ray.

>>JULIE HEDLUND: Yes.

>>RAY FASSETT: There are two items remaining. That is one of them. And the other one is just an input from the OSC members on the progress of the other work teams and how that progress may interrelate with our work as well whichever one we want to take there Chuck.

>>JULIE HEDLUND: Ray, this is Julie. I do want to point out that we've got another work team meeting follow shortly and there will be people who are waiting to get on that call. Olga, I'm sorry, remind me, I don't have my schedule up, what time does that start.

>>OLGA CAVALLI: It's 3:15. The issue is that there are people calling from abroad.

>>CHUCK GOMES: So can we spend maybe five or eight minutes on the interest statement.

>>RON ANDRUFF: I would recommend we do exactly that. Because we who are here, Ray, are actually going to the other meetings and gathering notes and will report that back as much as we can with regard to what the other work teams are doing, thank you.

>>RAY FASSETT: That's great, thanks, Chuck.

>>CHUCK GOMES: Now, I have some pretty blunt comments on that one, but I defer to the other -- if others have comments on that. Did -- anybody like to go before me? I don't want to set the tone. Okay, if nobody does, I'll just jump right in.

First of all, I think your approach is way too complex. Now, let me qualify that by saying that I'm -- I'm sharing my own personal bias. And I'll explain that. I believe that all of us in the GNSO have conflicts of interest. Or we wouldn't be participating here if we didn't have certain interests that we're supporting. And I think that those should be brought forward, we should communicate those. But when I read this document -- and I got further into it, I could see us in the GNSO spending half or more of our time managing conflicts of interest. To me let's try and be upfront, let's post them, let's update them, but if it ends up that we spend so much time focusing on possible conflicts and then disciplining people if they don't, and I don't know how we determine that, I just -- again, that's my personal bias. I think that an interest policy needs to be clear, it needs to be consistent and uniform for everybody that's doing it. But the -- I see this process as terribly time consuming and complex and we'd spend half of our time managing on that and not working on the policy development that we need. Now I told you that I'd be blunt.

[ Laughter ]

>>RON ANDRUFF: And we appreciate your frankness, truly, we really do, much better than walking around the point.

The logic behind the SOI-DOI agreement, documents, was not to add burden, more for clarity. What's happening now, as you've quite rightly stated, Chuck, everyone's conflicted. But it's really important, if we're going to be a transparent organization going forward, that we make sure, as individuals, we make our statements of interest and our declarations of interest, perhaps this document is also not clear but to the critical issue from our point of view on the work team was that the chairperson just make a request, does anyone have a declaration of interest or statement of interest to update with regard to this topic that we're talking about today. And look around the room and she enters it, and she enters it in and the Chairman enters it into the record, there was no changes.

Now, if something comes out after the fact where -- it was an important discussion and someone, actually, was working for someone else but yet sitting at the microphone and advocating an idea as an individual or coming from a different position, what we were trying to do is to put some kind of measures in there, and the measures are really measures of embarrassment. There's really very little -- there's no teeth in this thing but it's really kind of being brought up on this thing and now you have to explain yourself. And I certainly, as one, would not want to be embarrassed in front of the community like that, and I don't think you would either.

So it was really more about that. We're not trying to add layers of administration but just to have the chairperson ask the question or someone's on the conference call, I would say, Ron Andruff, R & A Partners, and we may be looking at new top-level domains, however, I'm speaking now in an individual capacity or as a member of the BC or however but I'm declaring that interest because what's happening now within the community is many people are involved in many different things, they're not declaring their interests and it's really not being very forthright. If we as the GNSO councillors and representatives of the community and so forth don't -- aren't upfront and aren't transparent, how can our organization be.

>>JULIE HEDLUND: I saw two other comments here, Philip and Vanda.

>>PHILIP SHEPARD: Thanks. I think -- I mentioned conflicts of interest is an extraordinarily difficult task in general. In ICANN, it is a extraordinary organization in that it was almost constructed upon conflict of interest. I would go as far as to say that if ICANN had chosen to be housed in the European union, we would have been greeted by now by the EU competition authorities because of the nature of the work that we do here. And I'm insufficiently briefed as to why that hasn't happened in the United States of America.

The way we manage it in the -- up to now has been to have declarations which are made upfront and updated. But indeed, those are done remotely, they're posted somewhere, and they're not made (inaudible) to the time that people are speaking. And I think we all do ourselves as an organization much better if precisely, as the suggestion makes, that there is continuous reference to conflicts as conversations happen so there is clarity as to what is there.

I disagree with the statement generally that everybody is conflicted. There are certainly members of different constituencies who will be conflicted at different times and I think it's precisely those differences that is interesting to note at the time that they take place. Even in an organization as pure as the driven snow like the BC, we do have members who are very interested in the concept of new TLDs. And they make that known to us and I think it's very important that they make that known also as they're speaking within the BC or outside where that is the case, and this sort of policy would help that. So I

think this is going, actually, in the right direction. It shouldn't be burdensome, it can be done quickly and quite easily. But it does make life much clearer as the issues are made and I think it is that clarity of declaration of the timing which is missing at the moment which this proposal seems to be making.

>>VANDA SCARTEZINI: Yeah, just remember, this is the most difficult task I had in my life, be the ahead of the conflict of interest inside the board. That's because most of the people really have one. And I do agree with Philip that what we need is make the statement timely, to be transparent. It's just that. Because conflict of interest is the base of this community. We all are here because we are -- we have interests on these issues.

So it's very hard to talk, especially when you talk in the different frame -- legal frameworks around the world. For the Latin framework for instance, there is a lot of conflict of interest that is not touched in the American legal framework or, I don't know, Germany or somewhere.

So it's -- the most important issue, in my idea, is to make statement during the process, just that, that's my point, thank you.

>>JULIE HEDLUND: I also -- also I saw Eric had his hand up and Tony.

>>ERIC BRUNNER-WILLIAMS: Thank you, Eric Brunner-Williams from CORE. Initially I thought the point of this part of the exercise was just California and federal tax status. However, the layering of interests pointed out by Ron appears to be increasing in part due to what I'll call present starvation and also in part due to what I'll call anticipated feast.

So I -- if I was correct initially -- and it is possible I was not -- that the point was merely to meet the California and federal tax status requirements, I would say that the need for this is now larger than those formal requirements for tax status for ICANN. Thank you.

>>TONY HOLMES: I had a question for Chuck, really, because I noticed when Ron was explaining the intent of this document, you seemed to be nodding your head agreeing with the principles that Ron was explaining.

So my question is: Do you see a difference between those principles that were being explained and what is actually written in this document? Because you appeared to have a problem with the document itself.

>>CHUCK GOMES: Well, when Ron explained that, you know, it's a great explanation, and I think it should be the primary focus. I heard Philip and I heard Vanda say the same thing. Timely declaration, I think, is a beautiful principle that's very applicable and would

recommend that that be your focus. When I read through this, that didn't stick out at me, although I can go back now and see that, okay? Because of the -- it seemed like a very elaborate process, one that was going to require a lot of effort. Philip said that it shouldn't be overly burdensome and that's what I was really getting at. When I read this it came across as overly burdensome and going to take a lot of time and I don't think that's your intent and that's why when I was hearing Ron's explanation, that's good. I think that's important, to be -- to make clear in your proposal there. I totally agree with the timely -- timeliness of declaration. And -- and that is a great principle for this. And so I think probably it just, you know, part of the reason I was reading this on my flight over here, right?

So the --

>>RON ANDRUFF: Reading?

>>CHUCK GOMES: Yeah, I did a lot of reading. So anyway, good, I'm glad you pointed that out, that's very true.

>>RON ANDRUFF: If I may just come back quickly to Eric's comment. I'm not sure what draft, Eric, you're looking at but that was -- in the early draft, there was this statement of Section 5227 of the California Not-for-profit Public Benefit Law. We had asked staff to remove that. I'm not sure if it got removed. But we were talking about putting this on international law basis so that it is not a U.S./California issue. We've asked for that, I'm not sure what draft you may be looking at.

>>JULIE HEDLUND: Ron, I think we have removed all of the sort of legal language. Eric, please.

>>ERIC BRUNNER-WILLIAMS: Nevertheless, a requirement exists for the 501(c)(3) incorporate in California to be responsive to the question.

>>RAY FASSETT: If I could make a quick comment. We drew a distinction between conflict of interest and statement of interest. We understood the board, for example, would need to have a more formal, legally sound conflict-of-interest policy. We went with a statement of interest and the other part being the declaration of interest which is the point-in-time aspect.

>>JULIE HEDLUND: Yes, Philip, please.

>>PHILIP SHEPARD: I think for me the point is the California requirement is wholly inadequate for our requirements.

>> (Speaker off microphone).

>>RON ANDRUFF: We're trying to raise the bar.

>>JULIE HEDLUND: Ray, I think I would like to suggest that we may

have to adjourn this. We do have people waiting on the phone for the constituency and stakeholder group operation team. Did you want to wrap up?

>>RAY FASSETT: Yes, I think we should adjourn, stop the recording, and certainly thank the OSC members for joining us today and their very sound feedback to us. I think we have -- excuse me -- our action steps on the structural document and also some good, solid feedback on the SOI-DOI documents. So with that, unless there's any other business or any other reason to not adjourn the meeting, let's please adjourn.

>>RON ANDRUFF: Thank you very much.

>>JULIE HEDLUND: Thank you, everyone. Thanks, Ray.

>>RAY FASSETT: Bye-bye.