

**GNSO Restructuring Drafting Team teleconference
TRANSCRIPTION
Monday 01 June at 13:00 UTC**

Note: The following is the output of transcribing from an audio recording of the GNSO Restructuring Drafting team teleconference on Monday 01 June at 1300 UTC. Although the transcription is largely accurate, in some cases it is incomplete or inaccurate due to inaudible passages or transcription errors. It is posted as an aid to understanding the proceedings at the meeting, but should not be treated as an authoritative record. The audio is also available at:

<http://audio.icann.org/gnso/gnso-restructuring-20090601.mp3>
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Present:

Avri Doria - GNSO Council chair, NCA
Chuck Gomes - GNSO Council vice chair
David Maher - Registry constituency chair
Tony Holmes – ISP
Stéphane van Gelder – Registrar
Jon Nevett –Registrar
Alan Greenberg – ALAC
Steve Metalitz - IPC

Raimundo Beca - ICANN Board

Staff:

Margie Milam
Liz Gasster
Ken Bour
Julie Hedlund
Robert Hoggarth
Glen de Saint Gery

Absent – apologies

Adrian Kinderis - Registrar
Olga Cavalli – NCA
Zahid Jamil - CBUC

Coordinator: Please go ahead.

Avri Doria: Okay, thank you - give it another couple of seconds until 9:05. Okay, Glen, would you read off who we've got on the call?

Glen Desaintgery: I'll do that with pleasure, Avri. We have Avri Doria, the GNSO Council Chair, Chuck Gomes, Registry Constituency, Tony Holmes, ISP, Stephane van Gelder, Registrar and Alan Greenberg, ALAC, John Nevett, Registrar, David Maher, Registry Constituency, Steve Metalitz, ITC, Ramundo Beca from the ICANN board and the SIC. And for staff we have Margie Milam, Liz Gasster, Ken Bauer, Julie Hedlund and Glen DeSaintgery. Have I left off anybody?

Avri Doria: Okay, thank you.

Glen Desaintgery: Thank you, Avri.

Avri Doria: We also had a couple people wrote and said they would not be able make it. I heard from Olga, who I guess has a geographic regions meeting at the same time.

Glen Desaintgery: And so will (Zaheed) as well.

Avri Doria: Okay.

Glen Desaintgery: And (Adrian) said he could not make it either.

Avri Doria: Right, okay. And hopefully we'll have people join in from the other constituencies. Okay, I put together a quick agenda. I obviously put it together rather - on a Sunday, which was rather late Friday. And so

probably people haven't had a chance to review it. So first thing was an update from the structural improvement committee and policy staff. And I'm not sure how that divided or who needed to say what. But just that there were a number of outstanding questions.

Then there's review action items on Question 5, Question 7, 8, Question 10 and the NCA appointment. Continue to work on other - on open items. And I sent an email later, I have sort of tried to pull together what the bylaws kind of look like at the moment so that we can either walk through the open issues list or maybe through that document. We can decide which is best.

And then discuss process completing the work. You know, possibilities including but not limited to work during the week of 8 June to complete as much as possible, extending our meeting next week to longer than one hour in order to complete as much as possible, crafting and publishing several motions that separate bylaw changes that have consensus or that have rough consensus and those that have unresolved options, discussing rough content of report to be sent to council by council to board after vote.

You know, but that's something that, you know, we don't necessarily need to work at today. That's more time at the end of the month. So any issues or comments, changes on the agenda? Okay, in which case we'll proceed with it.

Ramundo, were you going to give us an update on the board and the SIC?

Ramundo Beca: Yes, I can do it.

Avri Doria: Thank you.

Ramundo Beca: I don't have many news today because the SIC is only meeting tomorrow. We try to go through those - both issues.

Avri Doria: I can barely hear you.

Ramundo Beca: I say that I don't have many news to bring today because the SIC is only going to meet tomorrow. We tried to get the management to both issues on one hand on the questionnaire, on the (unintelligible) but the list wasn't able to come through with so many holidays in this weekend. But (unintelligible).

And so the SIC's meeting tomorrow, I hope we get both through tomorrow.

Avri Doria: Okay, thank you. Does anyone have any questions for Ramundo? Okay, so we look forward to hearing something after tomorrow's meeting.

Ramundo Beca: Okay, as soon as I have something, I will (unintelligible).

Avri Doria: Excuse me? I mean, we won't wait - we won't have to wait until the next meeting, right? You'll send something to the list that we can work on it?

Ramundo Beca: Okay.

Avri Doria: Would that be okay?

Ramundo Beca: Yes.

Avri Doria: Okay, thank you. Okay, so if there's no questions on that, is there any update from policy staff? One question I wanted to ask about - and my - I might be misremembering since no one else has confirmed my memory. But has someone from the staff mentioned that some of the policy staff and legal council were working together on a parallel version of the bylaws that they were going to be bringing out soon or did I hallucinate that?

Margie Milam: I can address that. No, I think what we were talking about was specifically related to the Annex A, the PDP. You know, dual - and so the thing where we were looking at was how you just update if, you know, to deal with the PDP rules in the transition because obviously the PDP group won't be completed their work when the transition takes place of it's possible. You know, it's not going to be in the same time.

So we were trying to see what cosmetic changes, you know, just to allow, you know, everything to go forward.

Liz Gasster: Hey, Margie, it's Liz. There was also the conversation where we had started a bunch of bylaws changes with (unintelligible) and realized that it was premature basically to try to get their exact wording when so many issues were still up in the air. There was that early draft, as you recall, that we sent to legal and they had a bunch of, you know, comments and suggestions about reworking things. But that was premised on, you know, the first draft that we had put together.

And I think that it was overtaken by the events and that we have a placeholder with them also to go back on all of these changes, once we have, you know, a clear understanding of the details of what we want to do.

Margie Milam: That's right, that's right.

Avri Doria: Okay, thanks. Any questions on any of that? Okay, then the next thing was the action items we had. And the first one was Question 5. And (Milton), Olga, Chuck and Phillip were working on that. I have an email from Chuck is on the call but he's on silent at the moment. So he sent me a copy of their text but I guess it isn't fully approved by the group yet. I don't know, Chuck, if you want to say anything. If you want me to read the text, let me know and I'll do so. But maybe...

Chuck Gomes: Avri, I just took myself off mute. So feel free to read it, that would be fine. (Milton), Olga and I are all fine with the text but we have not received a response from Phillip.

And my suggestion, while I'm off mute here, is that if Phillip doesn't support the text that we have - that the other three of us have agreed to, that he go ahead and submit an alternative and that we present to the full group the one that the three of us have agreed to and his. And then the group can comment and discuss and try to reach at least a rough consensus of a final wording.

Avri Doria: Okay, so that's something that we'll probably end up doing. I'll read what you sent in now. The stakeholder groups should insure the representation on the GNSO Council both geographically and pictorially diverse as appropriate. If the number of allocated council

seats for stakeholder groups is less than the number of ICANN geographic regions, the applicable SG should select counselors who are each from different geographic regions.

If the number of allocated council seats for a stakeholder seat is greater than or equal to the number of ICANN geographic regions, the applicable SG should select at least one counselor from each geographic region. In all cases, no more than two stakeholder group council representatives may be from the same ICANN geographic region. Any exceptions to this requirement must be approved by a two-thirds vote of both houses.

So I could probably cut that in somewhere so it could be seen by people. But any comments, questions?

Steve Metalitz: This is Steve Metalitz. My only comment is that at first glance, just having heard it read once, this imposes a much greater geographic diversity obligation on the user house stakeholder groups than it does on the contracted parties stakeholder groups.

Avri Doria: Thank you. Anyone else want to comment?

John Nevett: This is John; could you explain that point, Steve?

Steve Metalitz: Well, if I heard it correctly, you have to have - and assuming that the registry - excuse me - the registrar stakeholder group has three seats, you have to have people from three different regions, assuming that the contracted party - excuse me - that the commercial interest stakeholder group has six seats, we have to have people from five different regions.

John Nevett: Okay, I understand. But you could have two people from the same region, we can't.

Steve Metalitz: You have to have two people from the same region. It's mathematically impossible to do otherwise so thanks a lot.

John Nevett: Exactly right, thanks.

Avri Doria: Well actually - okay. Even if they increase the number of regions, that would still be the case.

Steve Metalitz: Is there any consideration in increasing the number of regions?

Avri Doria: They have a regions group talking. I have no idea what they're going to do.

Steve Metalitz: I wasn't aware that there was any - I thought it was reallocating among the five. But that, you know, that could change then obviously.

Man: Avri, could I just ask whoever is running the admin on the Acrobat thing and who's zooming in and out of the document, if they could stay zoomed in, it's really useful. That way we can actually read what's written on the...

Avri Doria: Okay.

Man: I don't know who's doing that.

Woman: Yeah, that's me. And I don't know if it's in this - is it in this document, Avri?

Avri Doria: I just cut it into the bylaws now as one of the options. It's not in this document, no, I didn't have it yet.

Woman: It's actually not in this document.

Man: Okay, but I - it's still useful to follow that document. It's explains why I couldn't find it in this one.

Avri Doria: I just cut the text that I read into the bylaws. And if you look in the notes, the draft I'm running of the bylaws, the URL is listed there.

Man: Okay.

Avri Doria: I just did cut it into there as an option under - and if you search for Q5, you'll find both the existing text and this text. So it's not clearly laid out yet.

Man: That's on the Wiki, right?

Avri Doria: Right. And I have to do a little more...

Man: I'm looking at that now. Okay, thanks.

Avri Doria: All right, just to make it distinguished where one ends and the other begins.

Man: Thank you.

Avri Doria: Anyone else want to comment on Q5 at the moment? Okay, then we'll wait for Phillip. As I say, I've got both of them cut into the - let me - I'm trying to do too many things at one time. Let me change - there it is. I've made it a little clearer. If you did pull it before, I've just resaved it, putting a little space between the two so you'll be able to tell which is which.

Okay, on 2, 7 and 8, I basically had an action item of trying to figure out where to stick something about how various rules will get made. I looked at it for a while and basically it occurred to me that it was really Section 2 that needed to encompass this. But for it to make sense, I also had to mention constituency stakeholder groups, houses and such at the beginning. Otherwise talking about, you know, the two houses before stakeholder groups, the constituencies will be responsible for defining their charters wouldn't make sense.

So I sent to the list over the weekend - I guess only yesterday - a proposed change. And I apologize for waiting until the weekend to do all the work but regular work got in the way. But a suggested to change to replace what is currently in Section 2 - and this is in the Wiki and on the email list. It is not in the table because it was just proposed for this meeting and it is something we haven't even talked about yet.

But the DNSO shall consist of, one, a number of constituencies organized within the stakeholder groups as described in Section 5 of this article; two, for stakeholder groups, organized within houses as described in Section 5 of this article; three, two houses within the GNSO Council as described in Section 3 of this article; four, and the

GNSO Council for responsible for managing the policy management process of the GNSO as described in Section 3 of this article.

Except as otherwise defined in these bylaws, the GNSO Council, the two houses, the stakeholder groups and the constituencies will be responsible for defining their own charters, rules, procedures and/or names with the approval of their members and of the ICANN Board of Directors.

And that was my way of trying to express that concept that, you know, the (unintelligible) concept within the GNSO structure here. Any comments? Does that seem a reasonable thing to leave? Does anyone...?

Steve Metalitz: This is Steve. I think it is a good approach. I did have one question, which is, is this - does this mean that none of these groups can make any changes in their charters, rules or procedures or names? But leaving that aside, without getting approval of the Board of Directors?

Avri Doria: Well, I think all charters...

Steve Metalitz: Yeah, I'm just wondering if all those things really need to be treated the same or not.

Avri Doria: Right, you mean, like, rules and procedures?

Steve Metalitz: Yeah, I mean, you know, what if you said, I don't know, a motion had to be presented 10 days in advance and you changed that to 12 days in advance. Would you have to get an approval - I guess you have to have a resolution to the Board of Directors?

Avri Doria: That's seems to be overkill. If we assume that rules and procedures are defined in chart - well, for example, with the GNSO Council, our rules and procedures do need to be approved by the board, as I understand it. They're supposedly easier to get approved than a bylaws change because it doesn't have to go through the legal process and it's a lighter weight process at the end game.

But essentially to the GNSO Council, as I understand it, the rules and procedures are still subject to board approval. Whereas for constituencies and stakeholder groups and whatever process is probably informal, a house developed they probably don't need to be.

Steve Metalitz: Yeah, that was my concern that there might - this might be a little bit too extensive.

Avri Doria: Right. So if it was just charters and/or names, would that be a more reasonable statement.

Steve Metalitz: Yeah, except if in fact the council - the council still has to have its rules and procedures approved. I guess it doesn't - that could be spelled out somewhere else.

Avri Doria: But basically that's defined in their charter, that they have to have their rules and procedures approved by the board and doesn't necessarily need to be (unintelligible).

Steve Metalitz: I guess that's right.

Avri Doria: That each of the charters could be the responsible place for defining to what degree your rules and procedures were micromanaged. So does that make sense that I just drop those too?

Man: Avri...

Avri Doria: Yes.

Man: I'm not sure there's really any need to drop them, to be honest - or at least if you drop rules and procedures, wouldn't you have to put them in somewhere else?

Avri Doria: Well, if the argument is that - which I understood - is that rules and procedures, for example, for a constituency, those other what's defined in the charter, rules and procedures about how to run a meeting, when to have a meeting, how to do all these things that are housekeeping at a constituency level do not need anyone's approval but the members.

Man: Yeah.

Avri Doria: And the second thing where I was agreeing with Steve was sort of saying - and it is each of the charters that will define to what extent rules and procedures belong. So it's really only the council that there's an issue.

Man: Yeah, that makes sense. So I'm in favor of dropping rules and procedures and...

Avri Doria: And maybe you're right. For the council, somewhere down in Section 3, a comment about rules and procedures needs to be added.

Man: Yeah, the problem with that sentence there is that we're mixing in the council, the houses, the stakeholder groups and the constituencies. And they'll have very different ways of working once the new GNSO system is in place. So maybe we're trying to mix into...

Avri Doria: Actually, if I think about it, the GNSO Council could probably be dropped from this in that - even their rules and procedures are housings that defined is elsewhere in this document that since these - with rules and procedures dropped and with GNSO Council dropped would make sense. And if we need to add another sentence for GNSO Council, we can.

Man: Yeah, could work that way. But you'd still have - so you've got - you'd have just in these bylaws commented through houses and so on. Is that what you're suggesting?

Avri Doria: (Unintelligible) bylaws to houses and stakeholder groups and the constituencies were responsible for their own charters and/or names as the approval of their members and the ICANN Board of Directors. The GNSO Council is pretty much constrained anywhere else. We do have statements later on about their being a rules and procedures and things being put in the rules and procedures for the GNSO. And that may be the way to handle it.

Or I...

Man: The sentence does say except as otherwise defined in these bylaws. I'm just looking at the fact that we start with the GNSO shall consist of

listing (unintelligible) and then missing one of the out might not seem too logical, if you see what I mean.

Avri Doria: And it is, as you say, defined elsewhere in these bylaws...

Man: Yeah, so maybe we don't need to drop the GNSO Council out because...

Avri Doria: Okay.

Man: You know what I'm...

Avri Doria: Yeah, okay - I - yeah, I understand. I put it back. I mean, I'm working on an edit version (unintelligible).

Okay, any other comments on this?

John Nevett: This is John, I have a comment.

Avri Doria: Sure.

John Nevett: The way we're formulating the registrar approach to this, Day 1 we will not have any constituencies because the registrar constituency will be turned into a registrar stakeholder group. We represent all our ICANN registrants. Some constituencies may form based on geography type of registrars, that type of thing at some point in the future.

So my only concern is, it looks like you have to have a constituency under this formulation. So if it's some kind of language that we could put in little I and then in the sentence it says, you know, the sentence

you just read, GNSO Council, the two houses, the four stakeholder groups and any applicable constituencies or any approved constituencies with that. And then little I, we'll need to put in some language just to cover that concept.

Avri Doria: Right. There will need to be language on little I. On the last one, I don't know that there would be because it says all of the constituencies. So if little I has already said that a stakeholder group might be a constituency list...

John Nevett: You could say any constituency list.

Avri Doria: Well...

John Nevett: Yeah, all constituencies is fine.

Avri Doria: Right. And the constituency doesn't specify that there's one in every stakeholder.

John Nevett: Yep, I'm good with that.

Avri Doria: Right. So on the first one, I - this is entering territory beyond this in terms of charters. But I guess assuming that it would be okay, you know, with those that are approving the charters, the sentence would be a number of constituencies if any organized within stakeholder groups.

John Nevett: Yep.

Avri Doria: Would be the phrase. I'll put it there in parenthesis at the moment to see if we can get more feedback on it. But sure.

John Nevett: Thank you.

Avri Doria: Okay, so at the moment, I mean, I won't delete the original yet. But at the moment, is it safe to assume that this is sort of our working language as we proceed with this? And we need to resolve, I guess, if - any language. I had known that was an option. I mean, I'm interested in seeing the new stakeholder group charters.

So any other comments on 2, 7 and 8 here? Okay, on Q10 then, Q10 - where were we on Q10? Now this will - having accepted this, while we're still waiting on the board to tell us if we can change names, I believe that an implication of this having accepted it is that name changes proposed by one stakeholder group by another sort of fall out, since houses, stakeholder groups and constituencies with members and board approval are responsible for their own names. Is that a sensible conclusion?

And that would mean that the issue that we still had opened on names was the renaming of the non-contracted party's house because that's the name suggested by one of the members that would need to be discussed with one of the other member and resolved. But all the other proposals we had for name change had to do with one stakeholder group or (proto) stakeholder group recording a name for someone else.

So would it be safe to assume that we can sort of cross those off our list as issues that we need further resolution on? Well, I'll write that one up later and see if there's other comments on it.

Okay, move to Q10 then if there's no more discussion on 7 and 8. What was there on 10? There was just one of the action items - I don't remember who was working on that one - go back to my notes.

Anyone here that was working on that one or is that me? One thing I didn't bring up.

Man: Where are you now, Avri, on Q10?

Avri Doria: Trying to move to 10. And so 10 basically, we had two items - issues. Line 45 on a spreadsheet, it was (postulated) that there was full agreement on the point that with the exception of voting, no individual or entity should be excluded from observing a constituency merely because of participating in another constituency. Each constituency will be responsible for determining its own rules relating to observer participation.

Oh no, that was Line 46 - sorry - excuse me. Line 45 - let me go back. It was postulated that full consensus on the point, an individual may not serve simultaneously as a GNSO Council and a board - an ICANN board member (unintelligible) confirmation.

So the assumption was that no one was disagreeing with that - and I'm just coming back to make sure that that is the case. The question was on the list for a week and now I'm just double-checking that that is the

case, we all do agree on that one. Is that correct? No one spoke out about that.

Okay, then the second one was a line that I guess I suggested right at the end of the meeting on Line 46 in the spreadsheet which was the Article 3, no individual or entity shall be excluded from participation of constituency merely because of participation in another constituency. And there was a concern during the discussion that, you know, well what does that mean about voting?

And so I think it was (Nancy) that suggested some language; with the exception of voting, no individual or entity shall be excluded from observing a constituency merely because of participation in another constituency. Each constituency will be responsible for determining certain rules relating to observer participation.

But I basically read that out of the end of the meeting - no one commented then, no one's commented on the list. And are there comments on it?

Alan Greenberg: It's Alan, I have a question for clarification. Is the implication that for voting they would - the individual would have to choose where they vote?

Avri Doria: Yes, I think that...

Alan Greenberg: Doesn't that have to be clearer, though?

Avri Doria: Well, they can only vote once. I mean, how would you make it clearer?

Alan Greenberg: By saying they have to choose or something. Otherwise, it's unspoken completely.

Man: In some cases, their eligibility to vote might be determined by the rules of the body that we're talking about in the constituency, I guess, in this case.

Man: So are we not working on the assumption that these individuals are already a member of one constituency and observing another? So they would vote in with the constituency they're members of, wouldn't they?

Avri Doria: Perhaps in changing the word participation to member.

Man: Where that word.....

Avri Doria: Membership in the first sentence.

Man: Avri, I think the - I wasn't at the last meeting. But I think your intent is to preserve the current clause but remove duplicate voting. Is that correct?

Avri Doria: Yes.

Man: Okay then, currently and ISP could also - who is also a registrar could be a full member of both those constituencies. And we're saying that would still be the case but they have only one vote and they need to decide how to task it, case-by-case basis, every - permanently for life?

Man: So maybe it's the simple thing is to go for a simple sentence, no double voting or whatever.

Man: Well, are we saying that or are we questioning whether in one constituency would have full rights than any other constituency, just observe as stated? I'm confused now to what's being proposed (unintelligible).

Man: I understood it to be that we're trying to avoid a case where people, I mean, do we have a problem, as you say, with people being members of two constituencies or do we have a problem with them because of their being members of two constituencies voting in both?

Avri Doria: I think the latter was the problem.

Man: Yeah.

Avri Doria: And we wanted to keep - at least as I was understanding it, we wanted to maintain the ability for anyone to observe and to be a full participant with the exception of voting and the constituencies were appropriate.

Man: I'm not sure, do we have many situations where this happens.

Avri Doria: We have lots of situations where it could happen. Every registrar and registry as a business.

Man: Okay.

Man: And most registrars might be registries soon.

Avri Doria: Right.

Man: Or vice versa.

Avri Doria: And someday we may have a non-commercial registrar or non-commercial registry.

Man: Regardless of how we draft this, Avri, how would it be policed?

Avri Doria: How would it be policed?

Man: Yes, how would you maintain this is effectively put into practice?

Avri Doria: Okay, I guess - and you're right, I hadn't given much thought to it. But I guess one of the first things is part of the new - of the improvement is the global list of all constituencies, correct? I mean, some staff policy - some policy staff please confirm that, if I'm remembering correctly? One of the improvements was we build a global list of members of constituencies.

Woman: That's in the OSC.

Avri Doria: That's in the OSC but I think it was also in the improvement requirements.

Woman: Yeah.

Avri Doria: Right. It was the OSC that was working on it but I think it was on the improvements requirement. If that's the case, I mean, then - I don't know that that's a policing but it's certainly a place where you demarcate where someone is a voting member. And perhaps that's a

way of declaring it. Policing it is - we don't police anything other than people standing up and yelling so-and-so voted twice.

But I don't know about policing but certainly about making it visible if within the membership roles of GNSO, it's demarcated where someone is a voting member.

Tony Holmes: Okay, it's Tony. I mean, I think that would provide a way to do it. But somehow, even within a constituency, having a checklist you can refer to can be quite helpful at times like that.

Avri Doria: Right. So that would be stuff to basically pass on to the OSC in terms of, you know, your question which is a good one and I'm sure it's been picked up is, you know, how do we enforce such a rule? And I think, you know, visibility and transparency is, I mean, the standard way people start shouting about what they've seen.

Steve Metalitz: Avery, this is Steve. Can I get (unintelligible).

Avri Doria: Certainly, I don't...

Alan Greenberg: And (Alan).

Avri Doria: Okay, Steve and then Alan.

Steve Metalitz: Well, one problem I see with this, I guess there's two things I want to say. First of all, as I mentioned before, some of this problem can be dealt with in - by the constituencies in the way that they defined membership and voting membership and they can say, you know, when you apply to be a member, you have to disclose if you're a voting

member at some other constituency. And if so, you can't be a voting member of our constituency.

So there are ways this could be dealt with at a constituency level. But my other question is, we heard a few minutes ago that the registrar stakeholder group is not going to have any constituencies. So a registrar is over there in that stakeholder group but under this language, they could still be a voting member of a constituency in some other stakeholder group. Is that intended? I hope that's not intended.

Avri Doria: That certainly wasn't intended when I wrote the...

Steve Metalitz: Yeah.

Tony Holmes: I don't think it's true. Steve, actually because if you can't be a member of - if you can't be a voting member of two constituencies, no matter where they are, it doesn't really matter, does it?

Steve Metalitz: But if there's no constituency....

Tony Holmes: But there would be - but the stakeholder group would be the constituency.

Steve Metalitz: That's not what John said earlier in the call.

Tony Holmes: That's true, that's not what John said but John, put us right.

John Nevett: Obviously the language is - the intended language I'm sure was not to impact that, that a registrar would be able to do that, whether we call ourselves a stakeholder group or a constituency.

Man: A stakeholder group without constituency, de facto has a constituency of the whole.

Tony Holmes: Yeah, that's my understanding. At the outset, the registrar's stakeholder group is the registrar's constituency.

Avri Doria: And in fact, I could probably remove that if any if that (unintelligible) because what we're saying is yes, if there's an identity between the constituency....

Man: That's not what's in our application so don't remove...

Avri Doria: I'm not removing it. I just - I had parenthesis still.

Man: It also doesn't coincide with what's in the non-commercial stakeholder group application.

Avri Doria: That's true.

Man: In which case, as I saw in the registries, you could become members of several constituencies, presumably voting members in their own right.

Man: You know, is there, I mean, is some of this discussion premature because you're expecting SIC to...

Avri Doria: At this point, yeah....

Man: To write or change the stakeholder group charters?

Avri Doria: When do those - those come out, like, in the next day or two, right?

Man: Well, we know they're meeting tomorrow but we don't know when they're going to release them.

Avri Doria: Oh, okay.

Man: According to the resolution, they were supposed to release them yesterday.

Avri Doria: Yep, that's right. Someone from policy staff indicate when they think those - but you're right, we probably - we've probably resolved all we can on this language now. So I'll keep it as working language but we'll come back to it, I'll keep in parenthesis as working language. And then we'll come back to it, having discussed all these things.

Can someone from policy staff give us an update on when we'll see those?

Margie Milam: This is Margie, is Ramundo still on the phone? He may be able to answer that.

Ramundo Beca: Yes, I am on the phone. What was the...

Avri Doria: The question is, when will we see the updated stakeholder group charters that were mentioned as coming out...

Ramundo Beca: I hope that this has been postponed one or two times since. I hope that we will have the - at least on the final date of the posting of the charters tomorrow.

Avri Doria: Okay, thanks.

Ramundo Beca: I am not guarantee.

Avri Doria: Okay, so we'll come back to this one after that's happened with state at the moment. And I'll look at....

Ramundo Beca: (Unintelligible) to the group.

Avri Doria: Okay, thank you. So I'll leave this one as tentative language. But we'll come back to it and I'll see if I can't come up with a fine tuning for the voting versus non-voting issue that Alan brought up that sort of separate from whether co - whether a constituency exists or doesn't exists. You know, one constituency stakeholder group or non-constituency stakeholder group or a soft constituency stakeholder group - whatever word we use.

Man: I would suggest whatever it is, we try to keep the words non-voting and not use the observer which may have very different meanings in different stakeholder groups or constituencies.

Avri Doria: Okay. Now, the next one was the one that I was doing in the (Doodle). And let me go to that which was the placement of NCAs. As I looked at the (Doodle) - if I can get back there - oh, well - we seem to have a

very strong majority for strong support for two things. One is that it's a non-comp that assigns NCAs to a house or to the non-house option.

There were four voices against that but one of the voices against that marked it also. So it was against it, it was just one of the two options that was acceptable. So that leaves three. One of the three voices that didn't go that way said it would live with anything. So that one doesn't really count.

So at this point, basically there was two - Alan and Olga - who basically felt the NCAs side among themselves and felt very strongly about that. But everyone else basically - so I would say that we're tending toward the rough consensus on asking non-comp to make the determination.

Then the other question that was close to being weighted the same way was the question between should it be defined in the bylaws as being the non-comp or should that be defined in GNSO rules and procedures or process and procedures.

And three people, Alan, (Greg) and Steve, basically preferred bylaws with everyone else preferring the GNSO procedures, the specific document. Both of them are approved by the board, the main difference being one is the legal document that has to go through the legal review and one is, you know, less onerous to change.

I'd like to open the discussion on that because like I said, this was just to give us an indicator. I think we're tending towards rough consensus on - in the rules and procedures and non-comp does it. But would anyone like to comment?

Alan Greenberg: It's Alan, I'd like to continue from staff on whether we really can put instructions on how the non-comp works in the GNSO rules because that's what we're really saying to do here.

Avri Doria: Well, we're asking the non-comp. And the non-comp does come to the GNSO each time, saying what do you need, what do you want.

Alan Greenberg: But then they have discretion to whether they listen to (unintelligible) or use some other rules or whatever. This is different. We're not asking - we're not setting qualifications or suggested qualifications. We're suggesting- we're saying what it is they advertised for and filled positions for.

Avri Doria: I think you're right, I think it's the most that we ask that this can happen. And then within the non-comp review, it gets the decided. And we obviously needed transition procedure for this one anyhow since there's no way it'll happen next year.

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

Avri Doria: Please.

Steve Metalitz: Yeah, I just want to support what Alan said. He was looking at it a little bit differently than I was but I think that's a good point that unless it's in the bylaws, it's hard to see how this would be binding on the non-comp.

The other point is, I think that the way that the GNSO Council - all the other seats on the GNSO Council is spelled out in the bylaws, you

know, the stakeholder group gets this many seats, this stakeholder group gets that many seats and so forth and they sit in these houses. And I just think it would be odd if part of that were in the bylaws but part of it were in the rules and procedures which is certainly much less public. So that was my reason for supporting having this in the bylaws.

Avri Doria: That is actually a good point about if the board approves it in the bylaws and it gets made a legal document, then it is binding on non-comp, I would assume.

Alan Greenberg: I would assume it's in the non-comp part of the bylaws.

Steve Metalitz: You'd have to have a conforming change, anyway...

Avri Doria: Yeah.

Steve Metalitz: That this is the things that the non-comp does and it would have to be spelled out that they make this assignment.

Alan Greenberg: The only thing we haven't discussed here, it was discussed in a very early meeting with the non-comp was to what extent they feel - the individuals feel that this may make it very difficult to actually fill the positions.

Avri Doria: Well, I thought that that one was especially the case when they were being asked to fill one that might have the attributes of chair. I don't know that it was quite as difficult for them to find someone at one house or the other. But...

Alan Greenberg: We don't know to what extent that, you know, if they have to fill the house list NCA and one or the others. Are they going to advertise this as two different positions, will they advertise both of them and make a decision internally which goes to which? It's just a logistics issue that I think they should be party to have, you know, have some input of the discussion.

Avri Doria: There is no non-comp. There's this year's non-comp...

Alan Greenberg: No, I understand.

Avri Doria: There is no non-comp in general. And I think if this becomes the requirements for the past, you know, and it's reviewed by the board and perhaps by non-comp review, it just becomes one of the tasks. It was certainly impossible for this year's non-comp to do it or next years'. But I don't understand it being impossible for non-comp to just become another piece of the puzzle.

Alan Greenberg: I don't think I said impossible, I said difficult. It's a judgment call I'm asking for.

Avri Doria: Well, as I said, there's no real non-comp to go to.

Alan Greenberg: Okay.

Avri Doria: Because it's an ethereal sort of thing, the non-comp exists only in bylaws and each year's instantiation. But yeah, okay - anyone else want to speak on that?

Margie Milam: Yeah, Avri, it's Margie.

Avri Doria: Yeah, please.

Margie Milam: Yeah, I'll just take a look to see whether there's, you know, this change would be in the GNSO part of the bylaws or the non-comp part of the bylaws. I haven't really explored that so I'll take that on as something to look into and email your guys.

Avri Doria: Okay, thanks. And one thing that's certain - and I think we need to put and I want to check on - is that we will need something to function in the transition. We know that this won't be the case for 2010 - at least I won't believe it'll be the case in 2010. Well, actually we know that the NCAs that take a seat with this council at the end of the year will not be chosen that way by the non-comp - that is certain.

Whether we can get it resolved in time for the next class, the one where (unintelligible) is considered, does not - that's still possible. But certainly we know for the ones that conceded in (unintelligible), that will not be possible. So we will need a transitional sent in.

Will there be objections from people for the transition that the NCAs decide?

Man: I would object to that.

Avri Doria: You would object to that.

Man: Yeah. But doesn't this now - doesn't this - isn't this entire provision say something like subject to the transitional provision? So it recognizes...

Avri Doria: Yeah. But it's just that we need a transitional provision.

Man: Yeah, we need a transitional provision. Have we looked at the transitional provisions in this exercise?

Avri Doria: Oh, yeah, we have a couple of times and we need to get back there. But one of the problems with the transitional is until you know where you're going, it's really...

Man: Yeah, I agree.

Avri Doria: Okay, any other issues on this one? So this one has action items of looking at how this would go into the bylaws. But we do have a majority at the moment for (unintelligible). This should not be in the bylaws. So we need to continue discussing that. The same on who basically believes it does not belong in the bylaws in the process and procedures. We just give reasoning. I mean, I gave mine which is put it in a place that's more flexible and doesn't require the legal structure for changing it.

But you know, and basically looking at this being less a 110Y issue of how you see (unintelligible) non-comps for being more of a GNSO Council issue and therefore be more local than to miss bylaws. But that was my reasoning. But I can see what Steve mentioned. Anyone else wish to comment on this?

Okay, then the next thing was basically talking through the issues. And what I'd actually like to do is if it's okay with people is go to the Wiki page of the bylaws to show what I've done there and to show where

we're - where I think we're still working. And also ask people to look at that and make sure that everything is represented.

And this is on the - I sent the - I sent out the URL in an email last night and I put it in the Notes section of the Adobe thing.

Man: Is there a link on the Wiki page? What would be the link here? I'm on the Wiki page now.

Avri Doria: So if you're in restructuring, you have to go to the Restructuring Wiki page.

Man: That's what I'm on, I think.

Avri Doria: And then the restructuring implication, there's bylaws for proposed changes for discussion.

Man: That's the one to look at - okay, thank you.

Avri Doria: Yeah.

Man: Thank you.

Avri Doria: Okay, so basically I tried to reconstruct the Article 10 and the transaction article as I believed the state - the dynamic state they're in now. So for example, under Article 10 Section 2, I have both the - I indicate Question 7/8 most - I try to keep the changes in italics. Question 7/8 and then I basically indicate the first is the current language and the or is the language that I proposed and that we discussed.

In fact, did I save the If Any - yes, I saved the If Any - so with today's changes. And then we move to 3, the first place - I made the registries change from registry change and didn't mark that as tentative. I just assumed that that was something that was done.

On Q1, basically we still have the pending question, three or six representatives. So that's indicated there in italics just under 31D. And we also had the renaming of Question 2 and individuals. So as I mentioned, with accepting that groups decide their own names, I'm assuming that that one can go away but that's why I have a line through it but I still have it there.

But then in EQ17, including for example the making and seconding of motions. One of the things we have discussed in Q17 is how to make sure that the non-voting person would have that. Now incidentally, this also has Question 3 in it, you know, adopted that will be assigned to each house subject to procedure adopted. And then here's the questions that we have by that house as assigning council wills and procedures or as defined elsewhere in the bylaws.

So basically that indicating that's the unresolved issue that we've got at that point. Then we have the language, the representatives and the registries, stakeholder group and registrars stakeholder group, that will be designated as a contractive party's house. Notice I did not capitalize contractive parties, indicating that that is a description not necessarily the name.

If we had a different name, then it could be put in there. So I didn't want to step on that particular issue. The representative of the

commercial stakeholder group and non-commercial group shall - okay, I have to print stakeholder group there - shall be designated as a non-contracted party's house, again, not capitalized. So I'm not saying that's the name but that designates what it is.

Then the next one I had marked, each stakeholder group may select representatives to its council procedures Q4. And it was - the one we're waiting on a board answer also - subject to the provisions that each board recognizes constituencies may be allocated. I did put a line through since the council participants and the participants in this call other than staff have pretty much been unanimous on that subject.

Then the next place I have Question 5 is the - I see my line breaks got lost still - where I have two. I have the original language and then half way through - which is not - I can't see a line break on it. But it's the second alternative which is stakeholder groups to insure representation is both. And I'll have to fix the formatting there so it can be seen better.

That one we talked about earlier today and we're still waiting on Phillip's feedback on the group's work. In our next paragraph, we had liaisons and we had added as a piece that was - and the language that we had for NCAs and the language that we had for liaisons was identical that the entitled to participate on equal footing.

And when I made the change for NCAs, that they were entitled to make a second motion, I needed to make a sort of equivalent change. And you know, that they're not entitled to vote or to make a second motion or entitled to vote. And so basically that changed. I don't believe we had a lot of controversy on allowing NCAs make motions

and second them nor do I think we had controversy on liaisons. And I apologize, Alan, not making motions and seconding them. You get to write them but...

Alan Greenberg: I'll object just pro forma.

Avri Doria: Thank you.

Alan Greenberg: I do wish ICANN, however, would standardize their wordings. They used the term all rights except for voting on both the board and other groups. And that implies that you can't make motions also, right?

Avri Doria: Right.

Alan Greenberg: I just wish they were more transparent.

Avri Doria: Yeah. I don't know if it's transparent as opposed to just precise.

Alan Greenberg: Well...

Avri Doria: I think with some of these things, nobody's tried to hide anything. It's just that it's not, you know, but then again, I think once we get everything fully precise, we'll have 100 volumes of bylaw.

Alan Greenberg: (Unintelligible) occasionally liaisons from the board make motions and no one notices and they go through.

Avri Doria: Right. And it kind of almost happens in the council too. Okay, then moving on, the next place I had in parenthesis was Q6 - was acceptance of special circumstances, such as (unintelligible)

geographic diversity. But that is also - how is that one effected by the Question 10 work?

I know, it's different, right? This is the term limits. So I have this one still in - one of the open issues in this one - and perhaps this is the only place that the question (unintelligible) - I don't know if anyone's objecting to the whole statement. As a special circumstance is approved by a majority vote. And so of the council or of the house where the council members will sit was one of the issues that was under discussion.

Now for the geographic, the exception was made two thirds of the whole or is proposed at two-thirds of the whole council. Since this is a council seating issue, should it be council or since it's representative of the house, should it be house?

Alan Greenberg: It's Alan, we don't have a concept of vote of majority of council. It would have to be a vote of some fraction, maybe majority of both houses would...

Avri Doria: That's right, it would have to be. So I guess what the council shorthand of both houses.

Alan Greenberg: Okay.

Avri Doria: Thank you, I will fix that. Anyone else want to comment and I will fix it both houses. No other comments? So...

Alan Greenberg: One would question what happens if the vote fails but I guess we can ignore that for the moment.

Avri Doria: I guess if it fails, that would mean they would have to hold an election.

Alan Greenberg: Yeah.

Steve Metalitz: Avri, this is Steve. I'm going to have to drop off here in a minute. Is the next call the same time...?

Avri Doria: The next call is at the same time but I am going to ask if I can extend it for longer to see if we can try and finish up, although I might not depending on the state of things with the board's responses. So I'm not sure but yes, same time.

Steve Metalitz: Okay, well yeah, I think...

Avri Doria: If possible but I don't know.

Steve Metalitz: I agree with you that until we hear from the board, there's a lot of things - we may be near the end of what we can do.

Avri Doria: So I think there's still a lot of little things but thanks.

Steve Metalitz: Thank you.

Avri Doria: Okay, like this one. It would seem to me that by the rules we're proposing in 2 or that I've proposed and we're sort of working with, that this one would need to be of both houses because we're talking about council seating and we're not talking about house seating or house specifics something. But it is really specific to council seating.

What do people think on that?

Man: It should be the same rules for exemptions of the geographic rules, I would think.

Avri Doria: That seems to make sense to me. Do people object to that notion? In which case, I'll still leave it. What I'll do is I'll put a line through the second option to show that we're tending one way or another but not eliminated.

Okay, procedures for handling council member in 3, we basically crossed out the whole council member will resign and basically said that's being moved to operating rules and procedures. No one has voiced an objection to removing that. So is there any objection to removing that at this point?

Okay, so I'm assuming that can be removed. I'll leave it there lined in but it's basically not in there in the moment. Let me line it out.

Okay, and 6, each of the two houses as described shall make selection to fill to ICANN (unintelligible). Question 9 is indicated, 13, 14 - 14, 13 is basically the alternate that we've asked the board for a judgment on. Some of these could get cleaned up quite quickly once we have the board answer.

Q10 was (unintelligible) so not be held by individuals employed by that. And that was basically also lined up. That was another part of Q10 - it was lined out and no one has objected yet to removing that. Is there any objection pending to removing that? okay, I'll continue leaving it lined out, both is not invisible but it's lined out.

Under 7, we had - oh, okay, this is one I stuck in while I was writing it. If something has been discussed earlier not exactly in the context of our questions but basically one of the pending questions from the board had been from us with a 60% in each house for electing a council chair, what happens if the new council can't elect a chair?

And I had suggested on the list a while back, and I don't think I encountered any (unintelligible) or any opposition or rewording - so I've got it in there is basically - and I haven't actually worded it yet, was basically a response to the board question. How can (unintelligible) in the event the GNSO chair - GNSO Council has not elected a GNSO Council chair, the Vice-Chair will serve as interim GNSO co-chair until a successful election can be held.

And then I think we would put in the - what I'd further recommended but I think this can go in the election procedure stuff that goes in the rules plus if that one waits a quarter, waits two months, three months to run an election so that the council isn't in constant state of elections.

But basically the council lets the two co-chairs function - I mean, the two vice-chairs functions as co-chair and then holds another election, you know, two months in, three months in. But that doesn't need to be in the bylaws, I don't think.

Alan Greenberg: Avri, I don't think - I haven't paid a lot of attention to this, I admit. But is it obvious that there will be two co-chairs - or vice-chairs elected prior to the election of a chair?

Avri Doria: I don't know, that's something that...

Alan Greenberg: Normally we select the vice-chairs afterwards, given the person who lost the election the opportunity to take that role.

Avri Doria: But in this case, we've - you're right, we'll have to look at that. But I think that really would be a rules and procedures thing.

Glenn Murphy: Okay. No, no, I just wanted to make sure it's viable.

Avri Doria: I think it's viable. I think it's just a question that if this is what is accepted by the group and the council, then - and of course by the board eventually, then the rules and procedures has to take it into account and that means houses elect their vice chairs even simultaneously but before the termination of the current council chair's term. Because you have a current council who ends - who's term ends at the beginning of the next pair.

Alan Greenberg: Okay - and that would allow a vice-chair to run his chair and perhaps win or perhaps not.

Avri Doria: Right.

Alan Greenberg: They win they have to be replaced.

Avri Doria: Right. And then they could (unintelligible) yeah, exactly. And one would expect that if you have two co-chairs functioning as co-chairs, you know, one of them might be able to (unintelligible) later - I don't know.

Okay, then okay - and B, due to non-contracted party house or users and providers' house, I left that one in because that one is the one

that's house-based decision. And as one member of the house doesn't want to be called on contracted parties and one member of the house doesn't want to be called users and providers - that's an open issue for them.

It may be a question of replacing this language with the house designated for non-contracted parties and small characters and leaves the name open and just list a designation there.

I certainly don't want to hold up bylaws being approved because we don't have names for the houses yet. So if we haven't decided an equitable name for the house, that would be my recommendation for how to, you know, try to include that in - designated or non. - anyone want to comment on that?

Alan Greenberg: There's probably a lot of other places with similar changes...

Avri Doria: Yeah, and I'll go through later and make sure and hopefully the people that are doing sanity reading on that. But so far, this is the first reading I've done other than myself. Okay, and then there's a Q2 indicated within an individual cost out and then that's it for that one.

Section 4, I don't see anything. That's the staff supporting. I don't know - that one wasn't - hadn't been changed and I just included it so that we had a complete picture of what we're talking about. Section 5, stakeholder group, I added in constituencies. It had been, you know, definite constituencies. But it seems to me that it talks about both. So that wasn't a suggested change on my part when I was putting this together.

And the next one, I have another, in 1D I have another and individuals. Oh dear, we've gone way over time. I'm sorry, I didn't notice, I got so carried away.

Do people mind if we continue working through this? I promise to break after an hour and I didn't?

Alan Greenberg: That's when Steve left.

Avri Doria: I'm sorry. Are other people willing for me to continue walking through this?

Stephane van Gelder: Avri, this is Stephane. I have to drop off the call as well. My apologies but...

Avri Doria: Okay. And my apologies, I didn't even - I got so carried away I lost track of time. I'm having so much fun.

Stephane van Gelder: That's understandable. Good luck to you all.

Avri Doria: Okay, thanks.

Stephane van Gelder: Bye-bye.

Avri Doria: I think that, you know, with people dropping off we'll have to stop now. If anybody wants to stay with me and continue walking through this, please say so and I'll continue.

Alan Greenberg: I've got to leave in three minutes anyway.

Avri Doria: Okay, so we'll talk on the list on how we'll proceed. I ask everybody to read through this, please comment on any place where I didn't get it right, where I missed some edit where I've got funny wording - any of it. We really, I mean, I don't know what's going to happen with the board, I don't know if they're going to - are being able to complete this by, you know, early next week some time or whether it's all going to come together. But I'm going to keep pushing to do that.

Just so people know, I am traveling next weekend so I probably won't do a whole lot of work on the weekend next week. And then next Monday I'll be in Sweden, I'll be fine for the call but I won't be very functional on Saturday and Sunday.

And I'll continue the last part of this on the list. And again, apologies for going beyond the time without even knowing it. And I'll talk to y'all.

Alan Greenberg: Thank you, Avri.

Avri Doria: Thank you.

Man: Thank you.

Man: Thank you.

Woman: Thanks, Avri.

END