

ICANN Transcription
Cross Community Working Group on New gTLD Auction Proceeds
Thursday, 26 January 2017 at 15:00 UTC

Note: The following is the output of transcribing from an audio recording of the Cross Community Working Group on New gTLD Auction Proceeds Meeting on the Thursday, 26 January 2017 at 15:00 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. Attendance may be found at:

<https://community.icann.org/x/D7HDAw>

The audio is also available at:

<http://audio.icann.org/gns0/gns0-new-gtld-auction-proceeds-26jan17-en.mp3>

Coordinator: Your recordings have started. You may now begin.

Nathalie Peregrine: Thank you very much, Missy. Good morning, good afternoon and good evening everybody. And welcome to the Cross Community Working Group on New gTLD Auction Proceeds on the 26th of January, 2017. In the interest of time today we're not going to do a roll call, we're simply going to take attendance via those present in the AC room. So if you are connected via audio only, so via your telephone line, please let yourselves be known now.

Hearing none I'd like to take a few extra moments to give a few housekeeping rules. So as you're aware, the statuses in this working group are members, participants and observers so members and participants only are expected to join the conference calls, that's why you are receiving meeting invitations via the NTFY mailing list as opposed to the public discussion mailing list.

So please do not circulate these dial-in details to any other lists or individuals as they are very confidential on a closed archive for members and

participants only. If you do have any questions regarding this, you can always email the secretariat at GNSO-secs@icann.org and I'll put that mailing list in the chat immediately.

For those of you who are on the call, thank you so much for joining. Please remember that you can connect in two manners to the call. You can use the Adobe Connect audio so you would connect your audio by clicking on the telephone icon at the top of the toolbar and following the instructions there. If you are successful, the telephone will transform into a microphone icon.

You must always remember to mute however, your microphones. I can see that a few of you have done that in the attendance list already. Thank you. But please remember to do so every single time you when you stop talking.

If you are presenting or anticipating speaking on this call, please use the telephone line as an option as it's a lot more stable connection compared to the Adobe Connect room audio. And always, staff is in the call to help you so please don't hesitate to private chat us if you have any questions.

And with that, thank you ever so much and over to you, Jonathan and Ching.

Jonathan Robinson: Thanks, Nathalie. Welcome, everyone. It's Jonathan Robinson welcoming you to our first meeting of this cross community working group to deal with the new gTLD auction proceeds. We've got a 60-minute call today so I expect we'll have to be reasonably efficient. We're going to talk mostly about practicalities and mechanics of how we work and so it'll be interesting to discuss those with you and hear any inputs.

On the call, as Nathalie said, you've got myself as the GNSO-appointed cochair and Ching Chiao as the ccNSO-appointed cochair. And Ching will further introduce himself as will I make a few comments when we talk about the membership appointments and the chairs in Item 3 under the agenda.

So this group is already looking like it's getting to be a good size, and it will be, as you've heard and know, comprised of members, participants and observers. I think it would be great to do a round of introductions but I think we'll probably have to wait until we have an opportunity to get to know one another through participation in the group and hopefully with many of you at least, via some kind of in person meeting at the next ICANN meeting.

That said, if anyone has got any difficulties, in particular if you haven't participated in a group before, feel free to make use of contacting staff or asking a question as we proceed by simply raising your hand in the Adobe Connect room. There are various tools and features. I'm sure we've got a complete range of expertise on the call in terms of dealing with this kind of virtual meeting room.

My experience of it is that it's an excellent way to collaborate and work together but if you are unfamiliar with it, it may take a meeting or two to get fully up to speed. But certainly if you want to contribute now in this meeting with the most important thing is you need to know is up in the top left hand corner of your screen is an icon with a sort of human torso and a hand raised and you can just click that to raise your hand and you'll be put in the queue to speak at which point you need to unmute your microphone on your telephone or in the Adobe Connect room and contribute as you need to.

I think we'll go straight in then to making – I'll make some more remarks about the nature and type of the participants and the various items there as we go through. I think it'd be useful to hear from staff and understand what – which staff are involved and who's involved from the staffing point of view, so it's clear to everyone.

We also will have one or two liaisons from the ICANN Board and a welcome and introduction from whichever of those is here. I see Asha is here so I'm sure Asha will want to introduce herself and we can talk a little bit about staff

and Board roles and make sure that the CWG is comfortable with those and understand those.

So why don't I hand to perhaps Marika or Nathalie to just give you a quick introduction as to who from staff is on here and if anyone from either the staff or the Board would like to make any specific introductions feel free to raise your hand and make yourself known to the group and sort of purpose or function of your involvement.

Marika Konings: So hi, Jonathan. This is Marika. I'm happy to introduce myself. So my name is Marika Konings. I'm a Senior Policy Director and (unintelligible) for the GNSO. I'll be the main staff support for this CCWG together with my colleagues Joke Brakken comes from the ccNSO, as well as Nathalie and her colleagues from the SO/AC support team.

In addition to that, you'll also have on the call Samantha Eisner who has raised her hand so I'm sure she'll introduce herself, and there may be in the future as well some other colleagues that join these meetings especially in regard to the support that they provide to the Board members that participate in this effort. So I hope that's helpful. And as you said, you know, of course if anyone has any questions you can always reach out to us and you'll see on a regular basis emails coming from our addresses, and as noted as well any questions or any requests for dial-outs or apologies should always be sent to GNSO-secs@icann.org. Thank you.

Jonathan Robinson: Thanks, Marika. Welcome to you and your ICANN staff colleagues. We'll very much welcome the opportunity to work with you and look forward to your professional support of the work of this group. So with that let me hand over then to Asha who's got her hand up and then following that Sam. Go ahead, Asha.

Asha Hemrajani: Thank you, Jonathan. Can you hear me?

Jonathan Robinson: Yes, hearing you loud and clear, thanks.

Asha Hemrajani: Thanks. So I'm happy to introduce myself as well. My name is Asha Hemrajani. I'm based in Singapore. I'm a member of the Board of Directors for ICANN. And as you mentioned, Jonathan, I'm one of two Board liaisons to the CCWG. The other one is Becky Burr.

I'm currently Chair of the Board Finance Committee and I'm also currently a member of the Board Governance Committee. I was also the Board liaison to the drafting team for the charter of the CCWG. I'm here primarily because the Board does have fiduciary responsibilities and so we are here as a liaison, we're here to work with and act as a go-between and understand better the concerns of the team so that we can work better. Thank you.

Jonathan Robinson: Thanks, Asha. And I welcome your highlighting that sort of unique aspect because in any event with a group like this as we've developed the CWG working it's recognized that it could in any case be valuable to have Board liaisons and a direct line of communication into interaction with the Board, and then there's a unique dimension, as you put clearly there of the Board's responsibilities in terms of this – the financial component of ultimately of this work. And so there's a unique dimension here. And very welcome to have you and especially (unintelligible) as a director and as chair of the Board Finance Committee.

Asha Hemrajani: Thank you.

Jonathan Robinson: Thank you, Asha. Okay, go ahead Sam Eisner.

Samantha Eisner: Thanks, Jonathan. Hi. My name is Samantha Eisner. I'm Deputy General Counsel in ICANN's Legal department. I worked closely with the drafting team along with Xavier Calvez, ICANN's Chief Financial Officer in helping to draft some guidance on the legal and financial and fiduciary restrictions around the disbursement of the auction funds. And so I'm continuing here in

that role and serving that same line of helping to work with the group as well as with the Board and our internal team to make sure that we are taking it into account those legal and fiduciary constraints as the working group continue through its work.

You'll also see on here Lauren Allison, she works closely with Sally Costerton in the development and public responsibility department and that is the group that within ICANN right now is – has been working most closely on the auction funds proceeds issue and so she's assisting internally from that aspect so you'll see her on the call. Her audio is not connected today.

Jonathan Robinson: Thank you, Sam. And I think it's probably worth highlighting, those of you who have diligently read the charter of this group will, I'm pretty sure, and someone correct me if I'm wrong, but there's a link through to the note that was prepared on sort of legal and fiduciary issues that guided some of the work of the charter.

And one of the objectives of the chartering group was to keep the work very tight and not stray into the work of this group, which is, by definition, going to be much broader and more comprehensive. But nevertheless, in order to prepare the charter properly, we had know and understand what the ultimate legal and fiduciary constraint of this group would be, so I'd strongly encourage anyone to read that both as a matter of sort of general interest but obviously specifically in forming relating to the work of this group.

And I've no doubt that we'll call on Sam and others for input at one or more points in the future as we start to work and as we bump up against the particular issues that are involved here.

So I think the important thing to recognize is that in some ways, with all of this CWG work, we often break new or adjacent to new ground. And in this case working not only closely staff as facilitators, which is the policy staff, but also as informers and guidance with the work of Sam and also the work with the

Board. So members of the CWG need to be comfortable with that, need to be aware that there will be a degree of influence from that and need to be comfortable that's the sort of appropriate level of influence and work through any concerns or issues as and when they may arise.

Personally I think we can work effectively together. And I think it's frankly going to be a very interesting group to work in and work through as we develop something which is particularly important and of high value both financially and practically to the broader ICANN community.

So in terms of the sort of high level principles of operation, many of you will be familiar with this, and I apologize to those of you who are very familiar with the work of the CWGs, but, you know, we have – I'll just make a few remarks and, again, if there's a need for further information for those of you who are less experienced with it, we can find ways of assisting with that both in terms of the real down to practicalities of working within this framework and this format as well as some of the rules of engagement.

We really don't want to leave anyone behind or leave you out, so if you have concerns about your participation and your ability to participate based on technology, language or anything else, please do make it known and we'll do our best to be as inclusive as possible.

This group will be coordinated and facilitated by more than one cochair. I am, as I said at the outset, the GNSO-appointed cochair. Ching Chiao is the interim cochair appointed by the ccNSO and it may well be that the other chartering organizations that are participating in this group may put forward one or more additional cochairs.

So the cochairs will be responsible for working closely together and for preparing for the meetings. So for example, we had a preparation meeting ahead of this to sketch out the agenda and be sure what we wanted to achieve to then go forward and chair and facilitate the meeting to make sure

that we work closely with staff and of course one another and to think about communication within the group and external communication. I'm sure there's some other responsibilities that I've left out but just the sort of high level view of those.

The CWGs will work together. We should work together as a collaborative unit. I'm sure we'll come up against some areas where there's either minor or strong differences of opinion and we'll have to work through those or view. And we'll have to exercise discipline both practically and emotionally as we work through those.

We have members, participants and observers. The members, of course, are appointed by their chartering organizations, the participants have – are for almost the entire part indistinguishable from members save for that if we do have to put something to a vote, which the cochairs will work to avoid, our objective is to work by consensus and try and get the group to form appropriate levels of consensus around the key issues. But that is the critical distinction between the members and participants.

In some of the recent CWGs that I've either been involved in chairing or working within, I'm not aware of votes having taken place perhaps at all. And then there's a key distinction, we have this concept of observers can the idea behind the observers is that they can literally do that; they can follow the proceedings of the group but are not permitted to actively participate. There's not a lot you have to do to cross the threshold between being an observer and a participate but you will be required to both put a statement of interest out and a declaration of interest.

The declaration of interest is unique to this group and something that the chartering group felt strongly about. And I guess we can touch on that a little more when we review the charter in Item 4. But the important point there was that there was an overarching sense that the concept of conflict of interest will be pertinent to this group and anything that comes out of this group to a

greater and greater extent as we get closer to the point of dealing with the money.

I just remind you, and again we'll touch on this that the purpose of this group is not to deal with the money per se but to deal with the mechanism to manage that auction – those auction monies. But nevertheless, it was felt strongly that not only was a normal statement of interest required but also a declaration of interest. The difference being that with a statement of interest you lay out your own position within the ICANN community; and with a declaration of interest you make it know as to whether or not you have any intention of ultimately applying for or participating in the application for use of the proceedings – the money that comes out of all this.

So those are the sort of key points I think that needed to be made there. There is a webinar that's been prepared, and I think a link maybe either available or will be available to you to assist with any sort of mechanics of working with the tools and practicalities of working on the CWG.

So I think that deals with Item Number 2. Are there any questions or issues that that throws up? Anyone confused or uncertain or should I just crack on through the agenda? If you do have anything please raise your hand, I'll be keeping a constant eye on the Adobe and I'm sure Ching is as well and we'll – give me a virtual nudge if I'm missing anyone. But so please do raise any points if you need to.

Daniel Dardailler, I see your hand is up. Go ahead. Daniel Dardailler, we don't hear you yet so perhaps your microphone is on mute or you haven't switched on your audio within Adobe Connect. Try again and we'll give it a moment. Daniel Dardailler, I'll give you the opportunity to activate your microphone and I'll move on and if you could drop your hand and then reraise it once you think you've got the audio working. And if you do have continuous problems, feel free to type any remarks into the chat in the lower left hand corner.

Okay so Item 3 deals with just a quick update on the membership and the appointments of the chairs. Each organization was given the opportunity – each chartering organization to nominate up to five members, which may include a cochair. The GNSO put forward four members plus myself as cochair. And the ccNSO has put forward its members plus Ching as cochair. And we are still awaiting I think final appointments from the ASO, the ALAC and the GAC, although to the best of my knowledge, all have confirmed their participation but have not yet confirmed in all cases the members and whether or not they propose to appoint a cochair.

Ching, let me go hand over to you to provide a little bit more background from ccNSO and your perspective.

Ching Chiao: Well thank you, Jonathan. And thanks for the staff also for a good preparation of the work, not only for this group but for the last – at least for two years on drafting the chapters and, you know, reaching out to various chartering organizations.

Just a little bit background for my role here, so ccNSO Council so appointed me as a, quote unquote interim cochair for the time being, I mean, simply because the Council feels that in general we are dealing with a large sum of money which we would like to have a flexibility of, you know, to access to participate but also to have a kind of review mechanism within the ccNSO Council as well as in the ccTLD community about how do we best participate in this very, I mean, important and impactful job that could, I mean, ultimately change the landscape of ICANN.

So we – in the last Council call we did come to a decision that I would serve as a interim cochair and then the Council itself will revisit this – its decision in the ICANN 59 in Johannesburg whether we will, I mean, officially appoint a cochair to this group, whether it will be myself or other candidates to serve on

this group. We will reserve that particular right to make further call on our, you know, the participation.

So I'd like to give you a sense of how to – how and why ccNSO searched the decision. And probably some of the participants here in the group have already known that in the beginning the ccNSO once again, because this pretty much the auction proceed is actually generated from the, I mean, the gTLD – the GNSO community. So we think that this was a out of scope question when we have the initial discussion when the drafting team was preparing the charter.

And then after few rounds of, you know, the iteration and further thinking in particular Becky and Chris brought in some very useful points on whether in general is whether the ccTLD operator can make a positive impact to the outcome of this working group. And we feel in general that this should be a very useful even many of the ccTLD they also manage large and small funds to develop, you know, cross sectors, you know, educational or marketing campaign to, I mean, it's either in their own individual markets or elsewhere.

So we feel that many of the ccTLD can, you know, participate in its work. So in the later part of last year in 2016, I'm sorry, then the Council decided that we send three members including myself, Peter and (Matio) so three of us into – I mean, as the appointed member of ccNSO and decided to, you know, join officially with the group.

So we – so we look forward to, you know, our contribution. And, you know, and so and also to engage with other SO and ACs. So perhaps let me stop here for the time being and – but I just want to give everybody a sense of the status of, you know, ccNSO's participation. So thanks.

Jonathan Robinson: Thank you, Ching. And that's helpful to get that update. And thanks to Daniel Dardailler for your question in the chat. I think it's been answered in the chat but actually there may be some food for thought for myself or others

looking at that concept of good standing as per the link you sent, so and thanks, James has highlighted the sort of expected standards of behavior. So that'll be interesting to look at that concept of an active participant and what that means. But currently as to the best of my knowledge no such concept exists or applies in this particular case.

So we now have an opportunity to spend not too long, but I would try and say about 10 minutes on the charter and then perhaps look at some more detail under Items 5 and 6 and how we might work going forward. I'm mindful this is a relatively short call and the purpose of which is primarily to get us up and moving with key practicalities and a common grounding.

So let's get the slides up and have a quick look at the slides dealing with the charter and capture the main or key concepts. Hopefully you have all seen it and this is more of a refresher, if it is forming an introduction to the charter for you, great. But please do go ahead and look at it properly and independently.

So you'll see from the slides that we have here we've got the charter divided into a number of different sections, problem statement, goals and objectives going on then to the deliverables and reporting, how the membership, staffing and organizational work and the rules of engagement, actually things that we've started to touch on as we talked a few moments ago.

One thing I should highlight that is that in working with some of the other more recent previous CWGs, we developed a concept of writing up and capturing key points and notes from the work as we did it. And you'll see in the right hand portion of your screen where the notes are being compiled by someone who's clearly doing a competent job. I don't know who's actually doing that live at the moment. But it, I mean, I appreciate and I'm sure others will and it gives you an opportunity to recap on the call without necessarily going back to the full transcript. I have confirmation it was Marika. I suspected so. And so that's great.

And so that can be useful as perhaps a shorthand. I mean, the sort of legal warning, if you like, is that ultimately you should rely on the transcript and the recording but the notes provide a very useful aid memoir for what went on in the call.

Good, so let me move us onto the next slide then where we deal in more detail on Slide 4 with the key sort of objectives. And critical on this, and we're going to have to remind ourselves as we go through this, but our purpose is to work on a mechanism or process for how to allocate the new gTLD auction proceeds, not to allocate those funds. And so it's quite clear and effective scoping of the work of this group. And that will include things like the scope of the fund allocation but within the constraints of preserving ICANN's particular tax status.

And if you like, two of those overarching constraints or parameters that were set up at the very beginning were this issue of making sure we work within ICANN's tax status boundaries and also making sure that we apply the most effective and give clear thought at all times to potential actual conflicts of interest. I mean, I should highlight that there's even a further test that you can apply which we don't put in this charter but there's even the test of perceived. So it's actual perspective, and you could even put the perceived where someone else might think that you have a conflict of interest. But as far as the charter is concerned we highlight potential actual.

So the CWG will not make recommendations, as I said, with respect to specific funding decisions but is rather concerned with the mechanism or processes. There's a set of guiding principles and you'll see at the bottom that these apply both in the work we do as well as the final recommendations, in other words, the sort of overarching principles, if you like. And they focus own that you might expect, transparency, accountability and so on.

But also thinking about things like begin lean and effective and making sure that we don't build in overcomplicated or, I'm sure implicit in that is costly

mechanisms. The conflict of interest comes up again and disclosure and avoiding conflict. There was a strong feeling in the chartering group about making sure we thought very carefully and were aware at all times of diversity issues.

And I should say there are a number of members that participated in the chartering group. And if I've glossed over something or you feel it's inadequately or ineffectively covered, please do make yourselves known. I'm conscious that I'm covering a lot of ground here but at the same time I don't want people to be bored, those that have already dealt with this charter in some detail. So we just need to get the balance right between setting the ground rules for everyone and making sure we're on a common starting point without unduly repeating things that others are well aware of.

Of course in Slide 6 you see the constraints that we face that the allocation will need to be done – ultimately allocation in a way that's not inconsistent with ICANN's mission. And this is something the CWG will have to think about and make some recommendations on how to make sure that there is appropriate alignment with ICANN's mission.

And you should be aware that this is an interesting point that some may not be aware of that in the end ICANN – these funds are with ICANN and it's ICANN's view that it will maintain ultimate responsibility for confirmation of those disbursements. So notwithstanding the mechanism put in place and the recommended outcomes of that mechanism to ultimately disburse the funds, ICANN will be signing – literally signing the checks and signing off on those disbursements. And then again you see the reference to ICANN's tax exempt status and conflict of interest.

And the administration component of this will need to come out of the auction proceeds. There won't be additional monies put in place to put some kind of infrastructure or administration on top of this or both the administration and

support and funds themselves will need to come out of the same pot, the auction fund money.

So key questions to be answered, and here you go into a little more detail rather than calling it a mechanism, it's what framework, structure, process or partnership. I mean, there's the concept that this could be done in conjunction sort of semi-outsourced or worked with a third party. And looking at various elements like the limitations, safeguards, timeframe, key components that need to be thought about as we work through this.

Again, the legal and fiduciary constraints, the conflict of interest provisions. And here's an interesting one, Item 6 whether there's a particular priority or preference given to say, for argument's sake, organizations from or for example developing economies or underrepresented regions or groups. So that's something the group will need to give consideration to whether it's any kind of weighting or preference there.

Is it – are we going to rely on ICANN to oversee this or are we going to work with another entity to oversee the proposals ultimately as, you know, within that mechanism? What's relevant as an overhead? You know, what's reasonable? If 5% of the funds got used to manage their allocation or 50%, what's reasonable, normal, acceptable?

And, I mean, this is one example where we may well want to get both outside input as to what the norms are, in other words, be interesting to hear from another organization that deals with this same kind of task what they would think is a reasonable level of overhead. And of course overhead as a percentage doesn't necessarily apply to all sizes of monies, but they may say, you know, so it'll be very interesting to get that kind of input.

Of course the overall governance aspect. I think 10 – maybe as a surprise to some but it's certainly a key point to consider, it is in the charter and expected of this group to think about. To what extent could ICANN or constituent part of

ICANN be the beneficiary of the auction funds? So could the ICANN Board apply for these funds? Could these be applied for by some, you know, portion of the ICANN organization? So that creates some interesting thoughts and possibilities there.

And then how do we deal with reviewing this and potentially later adjusting the framework? One of the things we have done sometimes as a community is we set something up and we do one of those two things, we either review it, it seems like too regularly or too often where – or we don't review it enough and come back and reshape or iterate what we've done, so that's a key question being asked in Item 11.

And then thinking about the deliverables and reporting, what will be required. Well first step, we've got to set up a clear work plan and make sure that that sets our schedule and thinks very much how the – what the root map of this work might be. Be difficult at the outset but it's important so it doesn't just be some kind of open ended process.

We'll be required to produce an initial report. We've got an open microphone, if someone could just be aware if you could just mute your microphone (unintelligible) are muted.

And ultimately a final report which will then need to go to the Board and the Board has given some commitment as to how it will deal with this and some of that's reported on in the charter so that – to the ICANN Board. It'll need to go to the Board following its adoption by the chartering organizations and reporting along the way of course, via the cochairs to the chartering organizations.

Just checking the chat and making sure that – yes, and there's some good points and questions already raised around what, you know, people clearly start to think about what these mean. And, again, the charter was – tried to be as effective as possible but as minimalist as possible. The key objective of

the chartering group was not to take away from where the real so called heavy lifting or work was done, which will be in this group.

So I think that's the sort of whistle stop tour of the charter. And you'll be familiar – we've talked about the membership, participants and observers, so I won't go over that but please refresh it yourselves if you want to on the slides themselves.

Key points on rules of engagement, how we'll work, developing the work plan, chair's requirement to make consensus calls and thinking about the types of consensus whether it's full consensus or consensus. Yes, noting the discussion around ICANN 10 already, that's something which we'll all want to think about and feel, you know, that's a key point and that's put into the charter with deliberate intent that the group thought carefully about whether or not these funds could be used and/or applied for by ICANN organizations.

And then your decision making process, there's the final output which is obviously a little way off by now but goes to the chartering organizations, the chartering organizations potentially adopt it, put it to the ICANN Board and then the Board is committed to either accept the output or enter into a constructive dialogue if it cannot accept the output for whatever reason. And clearly the most obvious reason if the Board felt that it impacted its ability or conflicted with its ability to execute on its fiduciary or legal obligations.

Great, so there's your links. You know, you've got your real background right back to when we started this work on the discussion paper, all of the transcripts that come – transcripts and recordings that go from it. And please do as much as you can to be familiar with the background material both because it will be useful and empowering you to participate effectively in the group but also because it will ensure that we don't need to go over old ground or repeat things that have been previously dealt with unless it's necessary and appropriate for the work of this group.

So there's been some good chat and so that's useful in the chat area, just covering elements of the charter. If you do feel you need to make something known on audio please do. The chat is part of the record so it's – it is also covered. And having done that tour of the charter, I think we can go on then to – unless there are comments or questions, and I'll keep an eye out for raised hands, as will Ching and staff I'm sure, but if not we'll move onto Item 5.

And now this is interesting because at this point we start to think about what information or preparation is needed to start developing the work plan. Clearly this comprehensive preamble about membership, participation, statements of interest, charter and so on is all the relevant ground work. But also we need to think about what, if any, the sort of briefings and input this group might need .

So for example, we could ask ICANN Legal to not only provide us with that previous paper they did but perhaps come to the next meeting or one of the future meetings and give us a presentation of those key facts as to what they believe the constraints are so that we can understand those and buy into those as appropriate.

It could come from further from the Board liaisons or much broader, from various bits of expertise. And we'll need to think about that carefully. So really that's the sort of thing – the work that'll need to be done initially is what sort of work needs to be done prior to starting the work. What preparations or input need to be done? And what other inputs will we need during the course of the work? And then thirdly, what expertise is available within the group?

And one thing we talked about on the preparation call is the possibility of surveying this group and understanding what level of expertise there is there. So if anyone has any – I see Ching and Alan have both put their hands up and I'll come to them now. But if anyone else has any initial thoughts as to where we get expertise or how we understand what expertise is available to

us within the group and what order we might need to do that in order to set a really good foundation for the future work of this group, by all means, raise your hand and raise those points.

Okay, Ching, over to you. Come in.

Ching Chiao: Okay thank you, Jonathan. I think you and also in the chat some people pointed out about the, you know, the constraints for the group. You know, just one thought actually popped up in my head is that, you know, when we talked about the legal requirement for the fund and also the structure that ICANN might be bounded or, I mean, obligated to, we might also, you know, probably add some thoughts probably at this stage is that whether it is only a US-centric, you know, legal requirement or are we thinking beyond whether the fund is only being, I mean, demonstrated or, you know, being used or the, I mean, simply from a US nonprofit point of view.

Or is this group actually thinking or even down the road building a mechanism of a more globalized diverse fund that's potentially work, you know, I mean, just along with the, you know, different ICANN engagement centers or ICANN hubs or even regional organizations in different regions. So that could bring in so if that – the element that the group initially are considering then that could bring a different level of complexity, you know, for the work in terms of legal and other relevant, you know, I mean, preparation or consideration.

So given the thought I don't want to, you know, at this first few calls don't want to, you know, complicate things as you mentioned, that in this group would like to have a simpler, a more simplified approach for the usage of funds. But I think it's worthy to, you know, throw this thought to the wall and see how people just to react. But and also it's probably for the interest of, you know, the members from the CC community of how they really can be engaged with, you know, the fund, you know, at the global scale. So I would like to put that thought in at this moment. Thanks.

Jonathan Robinson: Thanks, Ching. Interesting thoughts and some key points there about the sort of ultimately about how effectively global this mechanism will be. Let me go straight to Alan. Alan, go ahead.

Alan Greenberg: Thank you very much. Before I make my comment I'd like to respond to Ching very quickly. He seemed to give an either/or, I think it's both. I think what we're aiming at is very much a global operation that certainly funds things globally and to what extent the allocation process is global, it will certainly – it has to involve global participation but, you know, is it stationed in the US or in Singapore, interesting questions.

In terms of laws, we may well be subject to laws in various places for various reasons, but it's the US tax status that we're trying to protect because ICANN is a US organization. So that's, you know, I think we're doing all of those, not just one or the other.

The point I wanted to raise is I think something we probably need early on is one or more briefings from people who do this as a matter of their regular jobs. There's a lot of experience in the world in giving out money for good things. There are, you know, national development agencies, there are an unknown number of big foundations that give out money. And how they do that, what their best practices are to make sure their money is being effectively used, I think is something that we can – we need to understand.

Some people in this group have some experience, some probably have lots of experience, so the briefings may come from within ourselves, but there are also probably people in this group who have never been involved in this kind of process and I think we need to get everyone up to speed. Thank you.

Jonathan Robinson: Thanks, Alan. A couple of comments from the chair on that. And I think that's a really good point. If anyone does have skills or expertise that they feel could be usefully – other than during the course as a normal working group member that they'll be able to contribute, if they feel that they would like to

actually present something or introduce a third party that could present something, please make that known to the group and then the cochairs or together with whoever is suggesting that, we can work on how to bring that expertise to the group because I think Alan's correct, we need as much external expertise or specialist expertise in order that we design mechanisms and processes without reinventing the wheel.

Alan, you said one thing that was –small detail but I think it's important, you described ICANN as US organization, and I think you meant US corporation. It's quite clearly a global organization, but the issue is the corporate structure which is US California not for profit and that's the constraint. And I have no doubt you meant that but I'll just clarify so it's on the record.

James Gannon, go ahead, James.

James Gannon: Thanks, Jonathan. I just want to both agree and disagree with Alan. So I fully agree that, you know, we do need to get that expertise in front of management and, you know, in disbursement of nonprofit funds, that is definitely something that I think we will probably be lacking in this group. And I specifically think we're going to lack in it for a specific reason. I would have no doubt that we will have people in this group that are used to managing funds of \$1 million, \$5 million, \$10 million. But this is on an entirely different scale.

You know, you have to consider we are dealing with potentially up to \$250 million, which is a fund of a different type. And also that will then bring additional tax and finance legal complications. So, you know, I fully trust that Sam and her team at ICANN Legal are able to define the constraints that we operate under, but I do think we will also possibly need some expert financial legal advice on what is the best way to do this in the most efficient and, you know, that we get the most out of the fund that is there.

So that's an additional piece of expertise that I think we need in addition to that, you know, large scale fund management experience, that, you know, we may get a briefing or we may know people who do manage funds of that size. But I will be very suspect if – I will be very surprised if we found that type of scale of fund management within the ICANN community.

Jonathan Robinson: Thanks, James. So actually that's a really good point. And I see there's lots of helpful suggestions coming in the chat. And it feels to me like what we should do is be looking to pool that and get – pull together some form of list of prospective input because in some ways we need a series of inputs before we even formulate the work and the work plan. I feel like we need the sort of background information as part of that.

So to me it feels like the first step of the work plan is to take a series of structured inputs. And just to remind some of you, I mean, one of the offers of input was from Peter from dotBE. And we did, as part of the very early stage of this work, get some input from I think three different ccTLDs who themselves had used excess monies that they had generated through the normal course of operations and put those into some form of charitable or other funding activities.

And either indirectly from hearing those or directly from some of my own experience, I know that they went through some learning curves of key issues. So I think the sooner we can get that kind of expert input that will be a key part of the sort of forming the basis for our work. So that's useful to get all those offers in the chat. And I think we can pull together a list and then perhaps start to prioritize that. So that's – I'd encourage that as a first output of this conversation is to start to build together a list of prospective inputers or people giving expertise and then we can start to invite and get that expertise in as part of, you know, the valuable content that's the foundation for our work.

Go ahead, Daniel Dardailler.

Daniel Dardailler: Yes, thanks. I joined by phone. I hope it's better.

Jonathan Robinson: We hear you now, Daniel Dardailler. Good audio, thank you.

Daniel Dardailler: Thank you. Yes. So I had a couple of question comments. My first question is on the procedure that we should use to comment on those 11 questions to be (unintelligible) as a working group participant, the best way to take the list and give our opinion by email or is there a tool to track everybody's opinion that we could use? That's my first question.

And then the second comment I have to do is it looks to me that there is two sides of this working group. One is the understanding the legal, organizational constraint and how to best sort of create something whether it's within ICANN or outside of ICANN that is going to be the grant organization basically, that's one part of the equation, which I think require an expertise that we probably, I don't know, I mean, not many people in the group that – I don't have, you know, I worked at creating a couple of association and foundation but I can claim that I have this expertise?

And then there is another side of the work which is really I think the meat of this working group to reflect on the scope of the funding grant organization itself, what constraint is going to have in terms of funding what project, what amount, what sort of scope and that kind of thing. And so I think those two sort of different type of work should move in parallel. And I'm wondering if we should have taskforce or if it's the same group working on those two tasks when they are done in parallel and require sort of different expertise. So those are my two questions.

Jonathan Robinson: Thanks, Daniel Dardailler. I won't presume to answer them completely but I think those are some good and interesting input. I certainly would not be surprised – I expect this group is going to swell to quite a decent size and so I

hope we will be able to take advantage of the skills and capabilities and size of the group to separate things out into taskforces.

As a very initial stage, my suggestion is that we create two documents to start to work from and with and one will be a table of expertise that people can populate and provide input either via email to the working group list in which case staff can assist us with putting that into the document. And I expect we can create a document online that can be edited from the group as well and we start to create something with a form of table that creates a proposer, expertise, perhaps a little motivation, two or three or four columns that deal with that bringing expertise into the group.

And the second is on those 11 charter questions we can start to create some ad hoc or initial thoughts on that as – prior to we build the sort of structure of the working group and start to break these off into taskforces. But in order to capture the initial enthusiasm and the opportunity to provide input, I suggest we do that as well and start to create some recorded input there. So those might be two practical points.

Daniel Dardailler, your hand is up so if I could ask you to lower your hand following that point? And I'm mindful of time, we're coming towards the top of the hour. So it's very evident that there's lots to be done and lots to be talked about. But I think I'm conscious of the fact that we said this would be a 60-minute call and so I'm going to try and wrap it up with a couple of points here.

But before doing so I'll defer to Marika's hand in the chat – in the – hand up. Go ahead, Marika.

Marika Konings: Thanks, Jonathan. Just a very practical question, we're happy of course to assist in creating those documents. Is there any concern or issue if we use Google docs for that purpose? Any of the working group members or participants? We can always, as an alternative, use the wiki as well if there

are, for example, don't have access to Google docs. And of course we're also happy to, you know, take input and add it as needed.

Jonathan Robinson: Let's assume we can. I see a couple of points of support on the use of the Google docs. If anyone does have concerns with any of the working methods of the group if they, in any way, restrict your participation or cause your problem please let us know. But in the first instance let's do that. And as you say, Marika, people can put comments in via email if they, for whatever reason, can't or don't feel able to access the Google docs.

Alan, go ahead.

Alan Greenberg: Yes, two brief comments on Google docs. Number one, there are parts of the world where they literally do not have access to it. And the second one is, if we're going to use Google docs we need a tutorial document of some sort. There are some got-yous with it that have hurt people badly who didn't or weren't aware of how it works and some of the details that we should make sure everyone is briefed and not assume they've – they're all experienced. Thank you.

Jonathan Robinson: Thanks. Good points, both. And I mean, we cannot completely deal with – we can mitigate the issue of access by regularly circulating attachments to emails to the group with the latest version and also allowing people to contribute via the mailing group. But I take your point and if others have serious concerns or objections with that access, we can deal with it.

So I'm going to move us on, as I say, because we've hit the top of the hour and we did start three minutes after but I'd like to be as disciplined as possible in sticking to the time.

Now, Item 6 and 7 really deal with the practicalities of meeting and how we deal with this. Any of you who are veterans or even relatively experienced in

these groups will know the timing of the calls, the dates, the timing, the times, all cause challenges.

What we've developed over time is a form of looking at things that say that if it's within a normal working day, and by normal working day in this sense we have a kind of green zone which is the call must take place, and in fact should be ideally completed within that timeframe, of 8:00 to 6:00 in whatever time zone you're in. That's you're in the green zone. It's reasonable to expect that for the most part you could participate there. Of course different circumstances exist for different people. Once you get outside of that on the edges of that you're in an amber or a yellow zone. And once you get far out of that you're in a red zone.

So we've attempted to do something structured in terms of analyzing the group. It's never perfect. And we may well need to go to rotation. The short outcome of all of that is that initially we propose to work with a single time slot of 1500 UTC. That will cause some people some problems and if it's – has a serious impact on your participation I'm sure you'll let it be known. And we may well have to move into some form of rotation.

But based on that analysis I described, that's the least difficult time. I'm sure it'll work for some and in fact as the analysis shows it works for many, but there will inevitably be some people on the fringes of that for whom it's bad to very bad. And so we need to know from those people and in particular what's really important is that they participate initially at the bad times and we then accommodate them.

What we don't want to do is accommodate for people who don't participate. So that's the challenge. And it's always a challenge. And we'll work with you to get that right.

The issue of – is a day of the week is going to be a challenge. Currently it's proposed to continue with Thursdays but that may or may not become an

issue of discussion. The other one is how long we do the call for. It feels like 60 minutes is too short, 120 is probably pushing it too long so we may work with 90 minutes in the first instance.

And then there's an issue of frequency which is do we work weekly, two weekly, or even less frequent than that? Experience says we need to meet reasonably frequently to keep the momentum going, but not so frequently that we exhaust people unless we're in some kind of period of necessarily high intensity working for some form of deadline or whatever the case is.

The balance of all of that probably suggests every two weeks. And so please feel free to comment on this. There isn't a lot of time now but if you feel strongly about any of these points feel free to comment about them on the email or at the next meeting.

And what I'm hoping we'll do, and what our discussion with Ching and staff thought that we could do is work like this for a few weeks. It's not long until the next ICANN meeting. And perhaps what we will try and arrange for at least one meeting at the next ICANN meeting where many of us may be able to participate in person and we'll do at least a two-hour meeting there I would think and then try and – we can review at that point. But of course we'll keep an open mind as we go.

Are there any – yes, I see weekly appears to – yes. Yes and just I see various comments including a question from Daniel Dardailler. Daniel Dardailler, this comment I think – this table was I think circulated as an attachment. And it's a crude but relatively effective tool to try and analyze who in the group is in which time zone and how they'll be impacted by any given call at any time of the day.

So really what I expect we'll end up doing is either continuing with a single time slot that's the best compromise for everyone, or going into a two or three call rotation. And we'll work with one of those. But in the first instance we'll

start with a single time slot, get the group up and running on that and then look at the possibility of cycling it to two or three. And, yes, I see there's a glitch in there with EST, PST difference which Jon Nevet's pointed out. But we can get that fixed.

All right, that's a whistle stop tour to get the whole thing up and running. Thanks, everyone, for your participation and I know there wasn't a lot of opportunity to participate in some of the subjects but we certainly got going once we started to talk about the work of the group and that's very useful. And so we'll pick this up again in two weeks' time. And please make sure you're active on the email list and we'll look forward to working with you all in the meantime and at the next call.

So that's – yes, 9-February, 1500 UTC for the next call, 90-minute duration. Thank you again.

Alan Greenberg: Thanks, Jonathan. Thanks, all.

Jonathan Robinson: Thanks, Alan. We can...

Ching Chiao: Thank you, Jonathan.

((Crosstalk))

Ching Chiao: Bye, everybody.

Nathalie Peregrine: Thank you, everyone. Operator, you may now stop the recordings and disconnect the lines. Have a good day.

END