

**ICANN Transcription – Abu Dhabi**  
**GNSO – Registrar Stakeholder Group (RrSG) Charter Review Meeting**  
**Monday, 30 October 2017 10:30 GST**

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On page: <https://gns0.icann.org/en/group-activities/calendar>

Graeme Bunton: Good morning everybody. Nice to see you all. Welcome to our charter review. I am Graeme Bunton from Tucows. I'm also the chair of the Registrar Stakeholder Group, if you do not know who I am.

I got in at four in the morning last night, and woke up about 12 minutes ago, so bear with me while I get my bearings. And in the spirit of that we're all going to get our bearings by me turning it over to (Zoe), who's going to tell us a bit more about process before we get into substance.

Zoe Bonython: Okay, hi. This is Zoe for the transcript. And just a reminder for anyone that speaks to please say their name first. So hopefully most of you in the room have had a chance to actually read the charter. It's been out with you guys I know not for a very long time, but a couple of weeks.

We're here today to discuss some key issues and not to really get into the nitty gritty of all the different feedback that we've received. So we're going to

- we'll see how the conversation goes. But we are going to - you will notice that under -- if you're in the Adobe Connect room -- we have the agenda note listed under the session information.

We have six topics that we're going to go through today. And after this session - and hopefully on the basis of these conversations we're going to have a bit of a clearer idea of how we want to move forward on these issues. Tomorrow at the Registrar Stakeholder Group main meeting we're again going to be recapping what we discuss today for the wider membership.

After ICANN 60 -- and as I mentioned in previous emails -- we will give a bit more time to - for members to continue giving any feedback that they might have on the charter. Once that is done - and then just a reminder we do have the Google Docs spreadsheet where we're collecting feedback, which I'll put in the chat where you can access again.

We will then need to draw up another redline version of the charter, which is then going to be going back to the charter review team. The charter review team will then -- based on discussions that we've had here hopefully with clearer guidance on how we move forward on any contentious issues -- then create a second official draft of the charter that will then go back to membership for review.

Hopefully by that time we will have addressed and sort of got it to the point where we are able to vote on it as a group. If we are not, then we will repeat that process of it going back to the charter review team to come up with another draft. And once the - once the Registrar Stakeholder Group has voted on it, we are then able to start - we are able to actually -- as a group -- move over to using the new charter. As that being our charter.

But the process doesn't finish there. It then needs to - it very basically then goes to ICANN. They have a review team that goes through it first that then

makes recommendations that go to the board. And then the board itself has to vote on it. And the - no, sorry, it goes to public comments first. Sorry.

And - so yes, it does go out to public comment. Which is usually a 40-day process. But hopefully that won't - by the time - basically by the time we've got it to the point that we can vote on it it'll have (clear - already) be in a version that's going to be okay for the whole community. But it's still the process we have to go through.

As I've mentioned previously, we are going to do everything in our capacity to try and get the full process done before the next set of ExCom officer elections and GNSO council elections. Which means we are aiming for May to try and get this done. We'll see.

So with that has anyone got any questions about the process before we move on to some meatier discussions? No? Well in that case I'm going to hand it back to Graeme, who's really excited to be working right now.

Graeme Bunton: Thank you very much Zoe. This is Graeme again. Do we have the list of topics that we pulled out handy? In a place that we can put on screen?

Zoe Bonython: Hi, this is Zoe again. We can. I've got the charter up. If you would rather that we have the topics up rather than the charter on, because we can't have two things on screen is the only problem.

Graeme Bunton: Right. I just...

((Crosstalk))

Zoe Bonython: So...

Graeme Bunton: ...remember what they are.

Zoe Bonython: No, no. So they're in the - so those -- if you're in the Adobe Connect room -- the charter topics are listed under the box on the bottom right called Session Information. And then you have the agenda there.

Graeme Bunton: Right. On my way into the Adobe Connect then.

Zoe Bonython: So the first one that we're due to talk about is the two-year term for ExCom officers.

Graeme Bunton: Great. So thank you Zoe. This is Graeme again. So how this worked is the ExCom took a look at the charter. And we surfaced what we thought were going to be either difficult issues to get through or were sort of important changes to the charter that we thought merited some further discussion.

And so the way I structured this is I've - I think -- put a couple up front that I think could be less controversial for these little discussions. It's something we should be able to generally agree on before we get into some of the meatier more difficult topics.

So the first one I think that we've got there is going to be two-year ExCom officer terms. So currently it is three one-year terms that an ExCom officer can serve. And the proposal is to change it to two two-year terms.

Speaking from personal experience I find it -- a one-year term -- is probably not quite enough to do your best work. You sort of really begin to figure out the people and the responsibilities of the roles inside of - or it takes about sort of a year -- three meetings anyway -- to get that done. And to feel comfortable in that space.

And then you're running for election again. And so this extends that out to be a more sensible -- I think -- two-year term. But that is also the person at the front of the table in the chair with all the power saying that. So I guess we're

curious to hear if anybody disagrees with that approach. If anybody has experience with that that they would like to share.

I'm not quite in the Adobe room yet so I can't see hands, but if anybody has thoughts on two-year terms I would love to hear them.

Pam Little: Pam Little. I support two-year term. I think - I agree to one year is too short. And two years makes a lot of sense to me. Thanks.

Graeme Bunton: Oh...

Owen DeLong: Owen DeLong. I'm actually surprised we've been using one-year terms. Which is just ignorance on my part. But I would actually suggest that we even consider three-year terms.

I'm a member of the (Heron) Advisory Council. I see the man who's stuck with that currently shaking his head vigorously. But I found that when I first joined the (Heron) Advisory Council as a similar body that the first year I was figuring out where I was.

The second year I was kind of providing some productive work but still trying to find the pencils. And the third year I really actually started to contribute in a more meaningful way. And so I'm fine with two year terms but I actually think even that may prove to be a little bit short in my opinion.

Graeme Bunton: Thanks Owen. I've got James and then (Tom) in the queue.

James Bladel: Hi is this microphone working? Can you hear me? Hi, James Bladel thanks. So I support two-year terms. I think the one-year term -- as you indicated -- doesn't account for the learning curve associated with these new positions. And it would align with other offices like GNSO council.

One recommendation -- if we haven't covered it already -- would be staggering the terms. So that if you're having two year terms you're electing let's say Chair and Secretary one year and then Vice Chair and Treasurer the next year, so that you have alternating terms that provide some continuity of ExCom, presuming people aren't jumping for different roles. Thanks.

Graeme Bunton: Thanks James. And that's very good input. We should absolutely stagger those frames. I had (Tom) and then the gentleman who's name I don't know.

Tom Barrett: Yes, I had the same comment. We should stagger the terms if we're going with two-years.

Jacques Blanc: Yes, Jacques Blanc, nice to meet you. Just one question, and maybe I've missed that before -- but how many times can you be re-elected if any?

Graeme Bunton: So you can be elected twice, so re-elected once. So it would be a max four.

Jacques Blanc: Oh, so in this case two years is good.

Graeme Bunton: I've got Volker and then - and then we don't all have to weigh in unless we - unless there's disagreement so we can keep going. But I - then I've got Heath and then Darcy.

Volker Greimann: I'm also very much in favor of staggering terms. And the two-year terms seems reasonable. We just have to look at the reality of how -- in the past -- terms have been cut off short because of ineligibilities that may arise at certain point.

Or people jumping ship -- as James said -- to a different stakeholder group or even jumping ship to a different role. So even if we staggered these terms now the staggering may go away at a certain point. We heard yesterday -- or a couple of us heard yesterday -- from (Shireen Shelavy) that the board is facing a similar situation, where we have a lot of board members in their third

term that will not be eligible for renewal and a lot of board members in their first term and none in their second term.

So there will be a knowledge drain happening at the board level as well. So we might want to look at how to prevent that here as well. Second terms at the beginning are nice, but things change down the road and we might want to have a mechanism to keep them staggered at the second point.

Graeme Bunton: Thanks Volker, that's a good point. Heath?

Heath Dixon: Heath Dixon from Amazon. Generally support the idea, just one question. It seems like it's harder to recruit people for longer terms than it is for shorter terms. So that's just a concern I have and thought I would ask if it was considered by the team?

Graeme Bunton: Thanks Heath. I have no idea if it was considered. Because I wasn't on the team during that work. You raise a good point about the difficulty in getting people. I'm not sure actually the length is the problem. I think it's bodies in seats that aren't conflicted out by the old charter.

Did the drafting team have any thoughts on the recruiting issue? No? Yes? No? No. Darcy?

Darcy Southwell: Thanks. Darcy Southwell. I just wanted to follow up on Owen's point about the three year. Because I actually like -- from a knowledge perspective -- I like the three year. But I think -- considering that many of the other appointments within the ICANN community like the council members -- are two-year, it would make sense to kind of stick with no more than a two-year maximum for a term. Thanks.

Graeme Bunton: Thanks Darcy. You have a quick follow on there?

Volker Greimann: Yes, just a quick follow up question that may be in there but I haven't seen it.

What happens with the terms of the incumbent councilor - incumbent team members?

As in will their terms be extended by a year when they're still - if they're still on? Or will a - they be re-elected and then the next election sort of cycles start with a two-year term?

Graeme Bunton: Thanks. So the ExCom discussed this a little bit, and I don't think we've landed on a solution. We did sort of decide that that doesn't need to be baked necessarily into the charter.

It's a discussion we can have within the stakeholder group that we can say, okay, these are people currently serving. This is how long they've been serving. Next election -- if we did two years -- they would be in office for this long. And if we want to stagger it would be something like this.

So we can have that discussion I think independent of what we bake into the charter. Because in theory this is a one-term - or a one-time issue. All right, so my sense is that we're pretty much agreed on the two-year terms.

And none of this finalizes the conversation. (Prefer) we're not putting our stamp on that. So if people continue to want to ruminate on that and share that feedback with us, that's fine and welcome.

The next one is kind of interesting. And this is a mirror of how the registries work. And sorry this is Graeme Bunton again for the transcript. Is that we want to split the responsibilities of Vice Chair into two roles. And the goal there is to have a Vice Chair responsible for policy. And so that means they're responsible for the processes that are tracking comment periods for instance. Making sure we're engaged in policy development activities. Checking in with the people doing PDPs from the Registrar Stakeholder Group. Ensuring all of that work happens smoothly.

The other side of it is a technical and operations Vice Chair. And that person is running the TechOps committee. They're looking at things that are common to registrars' technical issues, operational issues that we need to surface and work on. Because in the past we haven't done nearly enough of that -- which is make our lives easier at a sort of operational level -- where there are things that we can fix collectively but we spend most of our time stuffed in sort of these long intractable Whols debates or something like that.

And so the thought there is that that could be a pretty good idea. There is another recruiting concern to that issue, which is we have a tough time putting butts in seats and getting people to do the work. And so we wanted to make sure that we talked about that. Because I like having that separation of duties, I like having those people being responsible for those things, moving those issues along.

And we're curious to hear what other people think of that idea. Does anyone think - let's start with the negative. Does anybody think that's terrible? Oh, you guys. Does anyone think that's great? Does anyone think it's a good idea? I'm seeing some hands around the room.

Does anybody have thoughts to share on that particular one? Thoughts from people who've been around? (Queilan) and Bob Weigand, I see you sitting there thinking ponderously about two Vice Chairs.

Bob Weigand: Is there enough work to justify it these Chairs?

Graeme Bunton: So Bob's question -- and it's a good question -- is, is there enough work to justify two Chairs? My sense is that yes. And even if the work load is not - so you know, many ICANN roles my experience is that you can fill them up however you want. If you have that role you can put as much work into it as you want.

And so I think that would be true of both of those seats, which is you can coordinate and manage and get a lot of things moving if that's your prerogative to do so as a Vice Chair and you have those responsibilities. Separating that work out reduces that - the burden I think across the ExCom to a certain extent.

And in theory makes both of those roles a little bit less work in practice. Is at least my goal or hope for that. I see (Jace)'s hand.

James Bladel: Thanks. So maybe building on Bob's point. I think it's a great idea to have two Vice Chairs, one for policy one TechOps. I'm curious though to -- I think to your point about having an additional ExCom office -- can the secretary and treasurer be merged into a single office? Because if you think about it, it's really - it's elections, budgets, fees.

And I'm not diminishing it, I've done both roles, you know, at some point in the past. And I'm just saying that it's really, really busy for a certain part of the year and then it kind of gets quiet again for a while. And then it picks up.

It seems like you could potentially look at merging those two roles. And then that would allow you to still have ExCom of four with two Vice Chairs. Just a thought.

Graeme Bunton: Thanks (Jace). That's a - I see Ben wants to weigh in on that. I think that's predicated on having (Zoe) or an approximate facsimile.

We need to have a secretary -- I caution -- if we were going to do that. But I also don't find that offensive. I think in some ways the secretary treasurer as separate roles is somewhat vestigial. But let's hear from someone who's doing those things.

Ben Anderson: Yes, Ben Anderson here. And I'm not trying to talk myself back into something. But I actually - I genuinely think not just in corporate life but in

running the stakeholder group we should have an uneven balance of officers in the event that there is discord in the ExCom.

I think it's good general practice. Especially as, you know, in any form of life or business you should have an unequal balance there so when there are disagreements then it can be separated (either way).

Graeme Bunton: Thanks Ben. And that's a good point. I see Bob going up to the microphone. Bob?

Bob Weigand: Yes, Bob Weigand. One other comment about having two Vice Chairs is I think we'd have more depth of candidates available to potentially take over the Chair role.

I think sometimes we found that it was kind of this status of well the Vice Chair is next in line for the Chair role. And then if you have two Vice Chairs at least there's some amount of potential, you know, more depth for somebody to step into that Chair role.

Graeme Bunton: Thanks Bob. And I think that's a good point. It provides -- in theory -- a little bit more competition. There is more experience, there is more opportunity for someone to step in. I see hands, is that what's going on? No? No hands. Ben?

Ben Anderson: Yes, Ben Anderson. I mean I think that's a good point. But I think it's also worth pointing out -- whilst we may have difficulty now getting people that are eligible to stand for office -- having a wider ExCom with less responsibility I think would maybe enable those that feel that they don't have enough time to currently take on this position. Which -- remember -- is unpaid and is done out of the love of the registrar group.

And so by maybe spreading that out more I think you could attract some other people who may not have felt like they had enough time to do this.

Which is also, I think, you know, it's not the reason to do it solely but I think it does nothing but help. Thanks.

Graeme Bunton: Thanks Ben. I am going back to an earlier point you made. The odd number of ExCom reps I think is a -- in case we need to vote -- is worthwhile. It's hard to combine the secretary and treasurer and do that at the same time. We would need to resolve that issue. Darcy?

Darcy Southwell: Thanks. Darcy Southwell. And I think -- in addition to the sort of depth of knowledge and expertise -- I mean jumping into the ExCom -- or any elected position I guess -- there's a learning curve no matter how long you've been around. And this allows kind of to build that up.

And you know, you can't jump into the deep end of the pool very easily at ICANN. So if you can work your way into a position that maybe you're familiar with the background or the issues you'd be dealing with on a regular basis it'd be a good way to build the expertise within the ExCom and moving forward after that.

Graeme Bunton: Thanks Darcy. So I'm hearing - was it (Jacques)? Please.

Jacques Blanc: Yes. Just a side question. Do I get it right that the election of the Vice Chairs would be aligned with the election of the ExCom? So they would kind of constitute a team? Or are we looking at something, you know, which could take place at different times which could fill different issues?

Graeme Bunton: Thanks Jacques. This is Graeme for the transcripts, because I'm terrible at saying my name. So the ExCom consists of the Chair -- in theory would exist of -- the Chair, the two Vice Chairs, the Secretary, and the Treasurer.

And so we would for sure want to stagger the Vice Chair elections. One of those would probably have to align with the Chair election. I think -- if my

math is correct -- it would 100% one of them would have to align if we're doing two-year terms. But yes.

I don't think we have any more hands on this. I think the - that my sense of the room is that people are supportive. We need to sort of work through if we're going to - if we A could combine that Secretary Treasurer role I think we would. But if we did that what would we do with the even number of ExCom?

But I think that's an exciting change. I think there's real potential there. Okay. Let's keep going, because that's all good feedback. Thank you everyone. Disclosure of affiliations. This is a somewhat controversial topic.

And - which is that we want to make sure that everybody's SOIs are up to date -- especially if you're holding office -- that we don't have any issues with - and especially in an industry where acquisition is pretty common these days. Or people have business interests in other houses. Or stakeholder groups. Or committees, what have you.

And so there was - there has been some concern that we make sure that people are up front and transparent about their business interest in other places within the ICANN system. I don't know where in the charter this is or if we have specific language around it off the top of my head.

I don't think there's - so there's no - my general sense is that this needs to be self-reported. That RRSB doesn't have a private investigator to go around hunting full time what all of us are doing with our businesses on a day to day basis. And I'm not sure that there needs to be teeth around this sort of thing so that a failure to disclose has consequences.

But let's find the specific section and see if there's anything. I might punt this over to (Tom), because I think you had a bee in your bonnet about disclosing affiliations too. If I can put this at your feet.

Tom Barrett: Sure. My concern was that you know, ICANN has a traditional conflict of interest statement that you fill out if you're participating in a PDP or GNSO. I generally think that form is fairly weak in terms of identifying any affiliations that a party might have.

So what I simply ask is that we go beyond simply asking for that standard COI and also asked members to identify any affiliations they have with other contracted parties or other entities that participate in other stakeholder groups. I don't think it's controversial. Maybe I'm wrong.

Graeme Bunton: Thanks (Tom). Actually, you know, I think we need to do that. I don't think it's controversial in that sense. I think it's really just how we word this and make sure that it's done.

So two point two dot one section C just requires in your SOI that you declare any conflicts of interest and affiliations with other ICANN community things. I feel like (Zoe) is looking at me like she has something to say.

Zoe Bonython: I'm going to just bring up something because it was - it's on the general feedback, which isn't a personal comment. But someone did raise because we are specifying that then you need to tell us if you are affiliated with a voting member of the RRSg and not just any other member of the RRSg.

So the thinking behind that was because that will affect - that may - that it will impact your -- as it in the current state of the draft charter -- would impact your ability to be a voting member within the RRSg. Whereas if you were affiliated with a non-voting member, that wouldn't impact it.

But it was raised -- the question was raised -- shouldn't it just be you need to tell us about an affiliation of any other member of the RRSg? So I don't know, that's the discussion. I - we chose - we specified voting because our thinking was that it's directly linked with your voting eligibility.

But if the membership feel like it should be just broadened and we all pick it up if it's voting or non-voting. I don't...

Graeme Bunton: There we go. Well now we got some hands. I saw Owen first and then we'll go to Darcy and Heath.

Owen DeLong: So I would actually expand it to include non-voting members because what we're talking about here is disclosure, not something that eliminates your eligibility or ability to do something.

And I think that it's good to know generally people's affiliations. And what they're doing and what perspective they may bring to the table so you can put their comments and their thoughts in context better.

Darcy Southwell: Darcy Southwell. I agree with Owen. I think we're trying to figure out - there are a number of ways I think that affect our participation in the Registrar Stakeholder Group voting or otherwise. So all affiliations I think need to be disclosed.

Heath Dixon: So if I understand correctly -- this is Heath Dixon -- so if I understand correctly we want to actually have more disclosures for members of the RRSG than we are required to have for other groups in ICANN.

Is that accurate? Why? That doesn't - I don't understand the higher principle that we're trying to - so could somebody just explain that to me?

Tom Barrett: Yes, it's - I think it's pretty simple. I think it has to do with voting and the privileges that come with being either a voting member or holding an office.

So you don't get into those issues if you're participating in a Thick Whols PDP. It's not relevant. You're creating policy. Here, we're ask - we're

granting -- I think -- additional privileges for people to vote or hold office. And so I think it's more relevant here.

Heath Dixon: Okay.

Volker Greimann: Also remember that this replaced the current structure, where people with certain affiliations would be excluded wholesale from being eligible as a officer. Or even as a voting member in some cases.

So if we take out this prohibition that we would like to have at least the information of if there are any conflicts of interest -- or potential conflicts of interest -- as a safeguard. To just make sure that we know where someone is coming from and what the potential conflicts would be before making an election decision.

But we would no longer exclude them from the ability to hold office, which is I think very beneficial to us all. So we exchange a prohibition for more information.

Graeme Bunton: Heath, do you want to come back on now?

Heath Dixon: Yes, thank you. Heath Dixon. So I got two questions. First, do other stakeholder groups have the same level of scrutiny of their members? And second, if I'm reading it correctly I'm still going to be a non-voting member, so I don't understand exactly what Volker's point was on making it - increasing eligibility for people.

The way I read this it actually - it's less inviting to me because I work for a company that also owns a registry. And so, you know, we talk constantly about trying to get more people involved in things, and it just - overall reading the new charter feels like it's less inviting to me. So I was actually surprised to hear Volker make that point.

Graeme Bunton: Thank you. Actually read it more inviting. I think we've loosened up some of those restrictions quite a bit on voting and holding office. And that - I think that's what he was saying, is that as long as those affiliations are declared and we know about them and we have that transparency then they can be relaxed more I think. But let's hear from James and then Owen and then (Zoe)?

James Bladel: No, I think you guys covered it. It's trading off what used to be disqualifiers for disclosures. But to Heath's point, you know, does that make it better for someone who is also a registry? I don't know. Are you a non-voter -- non-voting member -- now? Okay.

Well and I think at some point we do have to keep some things in the charter. Like you shouldn't be able to vote in more than one stakeholder group. I think that's pretty clear. Is that something that you're chafing against? Or - that Amazon should have two votes?

Heath Dixon: What bothers me is more that I'm not eligible to be an officer and to participate in the group.

James Bladel: So I think participation is now open. And is officer open for non-voting members? That's not open. So that's going to be up for discussion. But I think the concern is that that opens the flood gates to a lot of folks who maybe are registrars on paper, but that's not their business and that's not even what they come to ICANN for. That they're Trojan horse I guess for other interests.

Graeme Bunton: Tom and then Owen I think. Sorry.

Tom Barrett: I just want to - just focusing on this one section. I know (Jeff Newman) has some comments which I would agree with. I don't consider myself an ICANN affiliate, right, but I think under this description that's where you put registrars and registries, et cetera.

So I think we need to use better language here. (Whatever) it's ICANN contracted parties. But some are not affiliates of ICANN. But that would bring up issues I think we have in there later in the agenda, which is who's eligible to be - belong to the stakeholder group? Who's eligible to vote? Who's eligible to serve office? Which I see those as distinct issues from a simple disclosure issue.

Graeme Bunton: Right. Thank you. And you're right, that is the next topic. So maybe we can segue there relatively quickly. Although I still have Owen in the queue. He made a point I wanted to follow on and now I can't remember what that was. Let's blame the jet lag. Maybe I'll remember in a moment.

Owen and then (Zoe). Or did you have - do you - oh. Owen, (Zoe), then James.

Owen DeLong: So just to clarify, what I was suggesting is that voting members be required to disclose their non-voting affiliations in other groups. Not that non-voting members be required to disclose necessarily anything.

Graeme Bunton: Thank you. Zoe?

Zoe Bonython: Sorry, I guess I wanted to explain the rationale behind the charter review and why we've ended up with the language that we have. And I guess I mean I shouldn't - I can't really speak for everyone. But a lot of this sort of maybe proscriptive language has come out of the issues that we've faced in the last years, particularly around eligibility in the elections.

And so we approached the charter thinking we needed to be clearer than what the charter - current charter is in terms of eligibility and who can and should be voting and who can and should be eligible to be an officer. So that's - I mean obviously it's not up to us to decide ultimately who's doing that,

but that was our thinking. And that's how we came - maybe came up with language that to you reads as being stricter than the previous charter.

And that's probably because the previous charter had holes in it in terms of - or it was not clear enough. And we were just trying to make it clearer. But we can be clearer but saying something different. Thanks.

Graeme Bunton: Thanks (Zoe). I've got James and then Pam in the queue. And I remembered what it was I was going to say. And it was around I think the language specifically of ICANN affiliates. And the - I was on this call, I think I'll help contribute to this. Which is we wanted to capture, whether it is a stakeholder group, whether it was the ALAC, whether it was the GAC.

And we - I don't think we came up with a term that encompassed the breadth of the ICANN community in a single word better than affiliates. If someone has a suggestion, then I think we're totally open to that is my recollection of where that discussion landed. James?

James Bladel: Thanks. And that was exactly what I was driving my question, is the meaning behind affiliates. Because I think we use affiliates differently in the RAA. I think we use it in a financial context of identifying companies that have a common controlling ownership when we describe affiliates.

I think that we can probably borrow from the ICANN bylaws and find a better word there that doesn't really create that. Because I think it does raise -- I think (Tom)'s point -- is that you know, contracted parties may have multiple contracts.

Especially if we create a new kind of contracted party in accredited privacy services. We could end up with three or four or five different types of contracts with ICANN, and we don't want to trip over any kind of definition where we're suddenly now an affiliate. Thanks.

Graeme Bunton: Cool. Thanks James. Pam?

Pam Little: Thank you. Pam Little. I want to pick up what Heath was saying about whether the current charter is more restricted or the proposed new charter is more restricted in terms of eligibility for officers.

So I think it might be helpful if we can look at this and separate the two issues. One is voting eligibility. Whether a member is eligible to vote in the RRC. That's guided by the GNSO operating procedures -- or principles, I can't remember the terminology -- so that said, if you are voting in one of the stakeholder groups or constituencies.

So no natural person or legal entity can vote in two groups or two constituencies. So that's very clear. So we can only vote in one group and people have to choose. Voting members have to choose where to vote. So that's one issue, we'll get to the other (right).

But it comes to eligibility for officers, I think the fundamental concern for our members is whether this person or this representative -- this member -- will have conflicts of interest. So that - but we are making the assumption -- if they are voting in another stakeholder group or constituency -- some member or that representative would have conflict of interest.

That's what the current charter is saying. That's my understanding. So they are not eligible. I think that's not necessarily the case. You could have a member who is voting at another stakeholder group. But that doesn't mean that member or that representative would have conflict of interest whether it's actual or perceived. That's a very difficult question to determine whether that member or that representative would have conflict of interest.

And the other point I would like to make is should we make a distinction between eligibility for officers -- which are the five new roles we understand to have -- and the councilors. I think I made this point on the list, the registry

stakeholder group's charter's nominees for GNSO councilors do not have to come from a voting member.

And I think there was some discussion there. Is that - is it worthwhile to revisit that issue? In other words, make the two distinctions. Thank you.

Graeme Bunton: Thank you Pam. And I think we are. So let me -- before we get into eligibility, which I think we do have a little bit more ground to cover there -- I don't know that we have a real solid this is what we need to do in this session on disclosure.

But I think it's pretty clear around the room we want to ensure we have transparency, at least in - within the ICANN community. And those things are disclosed. I don't think there was any disagreement around that. Did you have something to add there (Zoe)? You're looking at me like you had - there's so many looks from (Zoe)...

((Crosstalk))

Zoe Bonython: No. I actually - I just wanted to remind people to say their names before they spoke because (unintelligible).

Graeme Bunton: Thank you. And I am terrible at that. This is Graeme for the transcript. Okay. So Heath on disclosure, before we wrap this piece up. Please.

Heath Dixon: Heath Dixon. So I still don't understand. So we are going to be more stringent about disclosures than any other stakeholder group? Is that correct?

Graeme Bunton: I don't - we don't know what other stakeholder groups - so that's a - sorry, this is Graeme for the transcript. I don't actually - I don't -- having not been on the charter drafting team -- know what that standard is for other stakeholder groups.

But maybe I can punt that over to the drafting team to go take a look at the registry charter and the BC charter and see what language they're using. And to see if we can - and find some good examples there.

Heath Dixon: Okay, because I understand if we want to be as stringent as other groups. But if we're trying to be more stringent about the disclosures I'd like to just understand more about what the actual concern is.

I mean, I hear people saying that there may be Trojan horses, you know, who have a registrar so that they can come in and capture the group. I'm skeptical of that because the voting members could vote somebody out. But I get - I understand that concern, at least.

I just want to know why our concern is higher than that of other stakeholder groups if we're going to be imposing more stringent rules.

Graeme Bunton: Sure. Thank you Heath. This is Graeme. Good input. I think the charter team looks like they're going to take that back. I understand -- as Amazon -- you did wake up one day and have bought the industry. And no one has any idea. Okay.

So now onto the slightly more spicy topic of -- as we're already kind of into it - - eligibility for office and for councilor. And so Pam just brought up the point that the registries have this distinction between their ExCom eligibility and GNSO councilor eligibility, in that you don't have to be a voting member to be a GNSO councilor.

I'm not opposed to that. I think you do have to be a voting member to be on the ExCom. And that's partly because it's the ExCom that tells the GNSO councilors how to - what to do -- in theory, under our charter -- and it'd be weird to have the scenario where people are dictating how to respond or

represent the entire stakeholder group when they're not actually voting members.

So let's hear from people some more on eligibility on that particular piece for example. Or any other issues around this. Maybe someone else wants to tee it up too. Go - and I see James's hand. James?

James Bladel: We could talk about Spec 13. If that's, you know, because I think that I understand the intent behind have Spec 13 as a disqualifier. But obviously it's picking up - this is James speaking, sorry. I also need to face the microphone I'm terrible at that.

But we had an issue where two officers -- one outgoing, one incoming -- were tripped up by that. But I think -- and had to modify, you know, our business relationship with ICANN so that we could remain eligible -- and I think that's - I mean I think that kind of falls into this here. Is that if we - well it looks like if we remove that, okay, so, fine. But we don't want the pendulum to swing too far the other way either.

So what was the intention behind having Spec 13 as a disqualifier? And what is the equivalent now to that very blunt instrument? Do we put a scalpel in place of the hatchet that was causing those ineligibilities?

And then the second thing -- that didn't happen to me personally but comes up a lot -- was the possession of registry-sensitive data. Which no one could define but everybody would - knew that someone had it. And - or could have had it.

And therefore - and I'm looking at Volker right now because he was elected to a board of directors for a country code. And that country code then later applied for some GTLDs and then was also operating some GTLD back ends. It was determined that Volker could have -- as a board member -- apparently walked into this group and started demanding that they cough up

all kinds of registry-sensitive data. And so therefore he was no longer eligible to be an office.

I hope we fix these things when we talk about eligibility because I see -- and I think now I'm echoing a lot of what Heath was saying in the last one -- is that we're getting - we're you know, we're seeing the monster around every corner. And we're taking good folks who want to serve and want to contribute and kicking them to the curb for these imaginary conflicts. And supposed vulnerabilities.

All of which was probably put in place, you know, before all of our time. To protect against network solutions coming and eating us all up. And you know, that's now obviously not -- sorry Bob -- that's not actually the threat that we're trying to prevent against anymore. But we've got all these legacy safeguards that kept tripping over everyone. So I'm hoping that we've addressed those two points. Thanks.

Graeme Bunton: Thanks James. And this is Graeme for the transcript. I believe actually that we have I think Spec 13 is out. And I think registry-sensitive data is out.

James Bladel: But what took Spec 13's place? Anything?

Graeme Bunton: Right. So let me keep going on that. So this question is -- to a certain extent -- an existential dilemma for the Registrar Stakeholder Group. Because it's kind of about -- and (what) the proxies were being about -- who is it that we think we represent? What is the - who is the Registrar Stakeholder Group sitting here arguing for?

And expect their team piece was in there because it was an attempt to make sure that the registrar stakeholder group -- and I'll be quite frank because this is my understanding of it -- so that the Registrar Stakeholder Group would not be captured one day where there is new round of new gTLDs. Ten thousand brands apply for new gTLDs. They're essentially intellectual property

interests. And their registrars only selling those TLDs, join our group and take it over.

That's the intent from my understanding -- quite mindfully of that exemption.

So I don't - that sounds kind of conspiratorial, but I don't think it's totally crazy. I think there does need to be some sort of language or rules around the eligibility so that we are representing registrars that are not exclusively brand registrars.

But now we need to think about how we define ourselves so that we can have that in our charter around this eligibility piece. And what does that look like?

We've had some of this discussion within the ExCom and this is a really important discussion to have with everybody.

So are we representing companies that sell domain name to third parties to cover the whole sale, the retail and the brand businesses? Is that too broad, is that too narrow? What is the language we want around who we are so that we can make sure we haven't left ourselves open to capture and, you know, we don't represent just a really narrow of the industry in which we fit in?

So that's a really high-level view, I think, of this issue. And so I see some concerned faces and some bored faces around the room. I see Ben's hand.

Ben, please.

Ben Anderson: Yes, Ben Anderson.

So I think -- particularly think -- obviously, you know, being a brand registrar, but I don't particularly think having a TLD we expect that anything is in any kind of way (unintelligible). Many of us see that as the next evolution to address naming space.

I don't think there's an issue where you have people that use a code of conduct exemption as a means of gaining a TLD purely for their own use.

So I think ICANN has - ICANN has actually helped us here. If you have (unintelligible) thing, then there shouldn't be an issue. Anything beneath that, however, I think there is.

Graeme Bunton: Thanks Ben. I'd like to hear other thoughts on this matter.

And Volker, maybe I haven't - and then Owen. And maybe I haven't constrained this enough to give us language that we can sort through. But let's hear from Volker and Owen and see where we end up.

Volker Greimann: One thing that I don't see that I know that the registries have or at least had a couple of years ago in our church, they changed it again and was weighted (unintelligible) where they tried to prevent capture by introducing the element that larger registries would have the larger share of the votes than the smaller registries.

Now this would probably not be applicable the same ways for us where we have the one member-one vote system. But I could imagine a scenario where interest groups would obtain a registrar accreditation, drop their IPC or BC accreditation work or membership just to be able to vote here.

And these registrars by name only would then be able to dominate the actual registrars that serve their customers or serve customers at all because of their sheer numbers.

I mean the registrar accreditation is very easy to obtain. You fill out a brief questionnaire, and they've had (unintelligible) \$5000 to ICANN and I know there's more to it than that. But you get the gist of what I'm meaning.

So there is a real chance to capture, and I'm not sure that we've fully prevented that with our current proposal simply because of the option and just becoming registrars in mass.

Owen DeLong: Owen DeLong for the transcript.

I actually would be in favor of deleting 2.2.4A. I personally think that we can depend on voting members to elect or not elect the best people for the jobs. And that preventing people that don't happen to be voting members or representatives of voting members from holding office is counterproductive.

And I don't think it presents or prevents further capture. I don't think that it aids the group in any meaningful way. I think it's simply an unnecessary restriction that may prevent us from putting the best candidate into the position at some point.

Graeme Bunton: Thanks Owen. Darcy?

Darcy Southwell: Thanks; Darcy Southwell.

It's hard to think about that for a minute, but just off the top of my head, one of my concerns at the council level is that we have different houses. And while lately we have been rather aligned with the Registry Stakeholder Group, there could come a point when we're not.

And so not to pick on Heath, but if there is a company that is, you know, taking a position that is very registry focused on an issue where the registrar focus is very different -- or the position I should say -- this could become a problem when you think about how the Council actually operates. I mean it may not affect maybe other elected positions, but at least at the Council level, it could be challenging.

Graeme Bunton: Thanks Darcy. Anybody else have - (Shad)?

(Shad): Yes, (Shad) here for the transcript. Just one size question.

I didn't see but making a mistake in any provisions. You know, what happens if the status of one of the members changes during (unintelligible)?

Graeme Bunton: Thank you (Shad). I believe that's in there that if you company spot, you buy another company and decide to vote in another has been, you have to step down. There is a piece in there for that, so I'm pretty sure that's in the charter.

James, I see your hand.

James Bladel: Yes, I'm intrigued by the idea of allowing non-voting members to serve on Council. I think it's a less of a concern there because they are directed votes. So I think - I do believe that it is important to have voting members particularly having the other ExCom positions and officers limited to voting members. I think that's a way we can split that (unintelligible).

Graeme Bunton: Thanks James. So maybe that's sort of a constrained question that we can answer here today which is around the eligibility for GNSO Councilors. Do we think they have to be voting members? So we can leave the ExCom piece aside and just think about GNSO Councilors. Do we think that they need to be voting members of the SG.

I see Volker and then I see Tom.

Volker Greimann: Having been in the GNSO officer myself for a couple of years, I agree that the directive voting would be a solution. However, in many cases, all voting is not being directed to your left (unintelligible) devices in certain matters because although the ExCom (unintelligible) to give us direction or feels that we have the right opinions -- the right impressions already -- and fails to give us an indication of how to vote, I would propose that if we allow non-voting members to serve as councilors, that we have higher thresholds of voting

them in just to make sure that they represent a sufficient - they have the confidence of a sufficiently large share of our membership that justifies over placing them in the role even though they don't let non-voting members. I think that would solve (unintelligible).

Graeme Bunton: Thank you Volker. So it be - it's the proposal you're saying so that we have a voting threshold for voting members and a different threshold for non-voting members for GNSO Councilor?

Volker Greimann: Basically yes. So currently we have 50% majority for voting members to be elected and/or into any office that is preopened - just one office -- the GNSO Councilor Representative to non-voting members. I think a different threshold may be appropriate.

I'm not saying that it should be possibly high to achieve; it could be two-thirds, it could 25% (unintelligible). I'm not saying anything directly, it's just I think it feels right to have it higher than the normal voting members because we're making an exception here.

Graeme Bunton: Thanks Volker. This is Graham for the transcript.

I'm not sure I agree because I think we do have that direct voting piece in there. And so if we actually had an issue, it's sort of saying the ExCom can't actually exercise its authority on that matter.

You are right to a certain extent that the ExCom does not necessarily follow the GNSO as closely as its councilors. So it is a much more bi-directional relationship on the votes and what's happening on the GNSO Councilor and that direction for our councilors.

Councilors, what do you think about this issue? Councilors say something and we go, "Okay, this is probably the most sensible position." And I don't think we've had a lot of scenarios where the ExCom disagrees with the

opinions of our GNSO Councilors; I think that's exceptionally rare that we would need to vote or the ExCom would vote...

Volker Greimann: Because we're so good.

Graeme Bunton: I mean that is - I mean we're about to be. There's some issues with maybe the current representation. I meant Darcy.

Does anybody else have thoughts on this eligibility of GNSO Councilors? Do people generally agree that they don't need to be voting members? Does this terrify anyone else?

Tom?

Tom Barrett: Yes I mean I certainly could be open to it. But I want to point out it is late to who has voting privileges.

So in isolation, it's tough to decide without also looking at voting privileges. I would not agree to it unless we also change how the voting section is worded today in terms of who is eligible to vote.

Graeme Bunton: Does it have to be linked?

Tom Barrett: I think voting today -- which we haven't talked about yet -- is too open-ended to any registrant for the most part with some exceptions. So we'd have to type that up before, you know, I'd be comfortable with listening to who can hold office.

Graeme Bunton: Okay, thanks Tom.

So I think for the Charter Review Team to action that sort of thing is that we actually need to - and by we, I mean you, Tom -- having put your hand up -- to sort of say, "This is the section I'm talking about, this is the language I

disagree with and here's what a tighten-up looks like," because I don't have a strong direction to give our delightful Charter Review Team to figure that out or give us a new proposal back.

Tom Barrett: Well I think it's on the agenda. We haven't got two other sessions of who's eligible to vote.

Graeme Bunton: So this is the discussion we're having right now is eligibility. We're there. You can talk about that all you want right now. Now is the time.

Tom Barrett: Okay. So let's talk about why do we exclude not-profits. Why do we exclude governmental registrants?

Graeme Bunton: Do we have that - can we frame out those exclusions? Two dot two dot three; not-for-profit any trade associations, coalitions representing for not-for-prominent or indirectly operated or owned by governments.

Some of that I think is trying to cover the making sure we - it's sort of going back to that disclosure piece, and the Charter Team can maybe speak to this better than I can. That we're representing the registrar bit of the ICANN world. And so those other things like government have their own place; not-for-profits have their own place in this community.

If that is your primary interaction in this space, then you should be maybe voting there and registrars belong in here.

Do you have - but that just sounded like you were trying to open it up; not tying it down. So it's not clear how you would tighten that up to me.

Tom Barrett: Well again, it would be nice to be able to show that on, you know...

Graeme Bunton: 2.2.3?

Tom Barrett: Yes. So yes, I don't know why - so the question is do we want to say for non-voting members you can be a registrar but not vote if you're a not-profit. You cannot vote if you are government-owned partially or indirectly. And then we have entities whose primary business activities derives from an accredited TLD registry or registry operator -- which is tougher to define.

So I think, for example, what's missing here is the Dot Brand registrants. And how to avoid capture by registrants who predominately are not retail-based registrants or serving, you know, third-party registrants.

So I think this is incomplete from that stance that will miss the big part or big potential pull of registrants that could capture the stakeholder group.

Graeme Bunton: Don't forget about wholesale registrars also. You don't have to be retail.

Tom Barrett: Sure.

Graeme Bunton: I think that is what the brand issue is what B is trying to capture there. Maybe we're using the word capture too much. That I think is the piece that is trying to exclude brand...

Tom Barrett: That doesn't exclude brands; that only excludes, you know, registry operators such as - who's primary business is being a registry. So it does not exclude people like (unintelligible); IBM, right, American Airlines. Whose primary activities is not...

Graeme Bunton: Amazon, is that Heath is...

Tom Barrett: Yes. So I don't think that Section B covers the wide swath of Dot Brand registries that are out there.

Graeme Bunton: So maybe we can - I see Volker's hand. I don't know if you want to jump on that Heath.

So maybe we need to bring this up conceptually for a moment and say is this a legitimate worry that we have that we don't want the registrar stakeholder group to be a place that is dominated potentially by brand registrar interests.

And if the sense is yes, that's the thing we need to do or is this the conversation we're dancing around, right?

Man: (Unintelligible).

Graeme Bunton: Sorry, I mean a registrant - sorry. As somebody who's business is serving brands is distinct from a registrar that is serving only a single brand. That is especially a vertically integrated registry/registrar brand business for a grand core selling Dot Brands to just a business of (unintelligible).

And so my sense from the room is that that is true. That we don't want that scenario to happen.

But if anyone is shaking their head and disagrees with that, now is the time. So not seeing that too strongly, and all right, we'll get to Volker and Ben in a sec.

So that is the scenario, then, that we want to avoid. So now we need to figure out what that concrete language is that allows us to make sure we're representative of not that. And have some, yes, we can - I don't know what that is. Thread the needle on this language here that just to be open to our members and exclude the people we don't want in the house. It's not easy though.

I've got Volker and I've got Owen and I've got James and I've got Heath.

Volker Greimann: And I think I agree with Tom that the language of 2.2.3 Part B doesn't go far enough. However, it's a difficult line to draw.

I mean you have brand operators that operate registrar that serve the public and the one has customers or whatever -- a registrar. Google has customers for their registrar, but they're not deriving their primary business activity from the registrar business; it's just something they also do. And (unintelligible) do and they feel they have a place in the registrar constituency for that be it voting (unintelligible) and make a distinction there.

But as long as they don't dabble in other areas or whatever -- ICANN as a voting member -- I think they should be fine as (unintelligible) members.

However, there are also registrars that only serve their own brothers/friends that if only they become accredited to better manage their own domain names and have more control and save a few bucks.

There are all kinds of legitimate reasons why a brand owner might be a registrar. And I've seen a couple - we have a couple of customers ourselves that do just that -- become a registrar just to manage their own TLDs or their own brand.

So limiting it to the primary business activity I think goes too far because it excludes some of - also their registries/registrar -- as in companies that have the major (unintelligible) of the business interest elsewhere but also are a legitimate customer serving registrar.

And the limitation to the TLD registry or registry operators, I think, focuses too much time to the Dot Brands and not on the brands as in those (unintelligible) only operate as a registrant for their own group of companies.

I think that's the things that we want to make but drawing that line needs some very intriguing interesting pretty much crafting that we still have to get in.

Graeme Bunton: Thank you Volker.

So it's that last piece that I appeal to you specifically and all of you individually which is that, you know, the drafting team took a crack at this, and it feels like it's not quite where it should be.

And so what we need from members who care about this issue is specific language to respond too. So I'm going to put that on you and I'm going to put on that Tom to come up with a proposal for this section to how to word it that we can then sort of socialize most registrars and discuss and argue about it a bit more so that we can move forward on this point because it's - I agree. It's super tricky. But we need something that we can work off of.

I've got Owen and then I think I had James and I've got Heath.

Owen DeLong: Owen DeLong. It seems to me that by defining non-voting members this way, we're kind of going about the problem a little bit backwards.

Well why don't we define eligible voting members and anybody eligible for membership that doesn't meet the criteria to be eligible for a voting member, isn't a voting member. And therefore is a non-voting member.

No, I mean you wouldn't write them an access control list for a router in terms of all the things you want to deny and then permit everything else -- unless it's, you know, 1970 and you're not a very bright admin and you're new to running routers.

So I don't see why we're going about writing the criteria for voting versus non-voting members in that way.

It's unclear to me that 2.2.3-B does anything particularly slow because if you're a brand and you want to takeover your registrar stakeholder group, then what you simply do is you spin off the registrar part from the registry part

as two completely different entities and break all the relationships that would disqualify the registrar and then load them in and have fun.

So yes, 2.2.3-B I don't think captures for doing what we intend it to do. And again, I think that it would be easier for us to express our intent in terms of who can vote or who can be a voting member than trying to come up with all the cases of who can't.

Graeme Bunton: Thank you, and this is Graeme. I think you're talking about White List versus Black List as a means to getting there.

So I'm not sure we're going to resolve this particular piece today because it still really feels like we need some language on it.

So I've got James and then I've Heath in the queue, and then maybe we'll carry on because we've got another 15 minutes. Is that right? How long do we have? We finish at 12:00. I don't know what time it is. Yes, 17 minutes.

James?

James Bladel: Thanks. And I've got to jump though. Thanks for getting me in the queue.

I'm kind of going in the same direction that Owen is going is rather than trying to solve this upfront with airtight perfect descriptive language in a marketplace that's constantly changing and evolving, what if we simply try to put down what we would consider to be a barebones test for, you know, the two (unintelligible) obviously a registrar, obviously not a registrar. And then this gray area, we have some kind of a confirmation process where the membership would vote to say, you know, let's confirm that this particular individual or entity is eligible to vote or is not.

I think that if we had something like that when this thing does happen with (Tim) and I's eligibility over the summer, I would hope, anyway, that that

would have been just a very quick sort of Go-Daddy as a registrar, you know, kind of moment. I would hope that would have been the case for (Pen's) company as well.

So maybe instead of -- and I think this is where Owen was going -- is you have obvious Case A/obvious Case B and then a process to deal with the non-obvious cases.

Graeme Bunton: Thanks James. I think that's sensible input. Heath?

Heath Dixon: Heath Dixon. So I agree with both of those suggestions. The other thing I think we need to do though is not start by sending some people out to draft some language; we need to start by agreeing on who are you trying to exclude.

If you're trying to include Amazon, this language wouldn't exclude Amazon because we don't primarily drive our revenue from being a registry, and we can quit voting the registry stakeholder group and start voting their registrar stakeholder group.

And so this language - none of this language would exclude (Pop). So if we're the people you're afraid of, this isn't going to do it.

If you're afraid of a brand owner who operates a registrar solely for the purpose of its own brand, then that's the language that you need to draft.

So I think we need to decide who are we afraid of and then draft the language to exclude those people rather than trying to draft the language first without having an idea of what target is we're trying to hit.

Graeme Bunton: Thanks Heath. That's good input too.

Jacques and then Lindsay and then we might be pretty close to wrapping this up.

Jacques Blanc: Yes, Jacques for the transcript; just a quick follow-up on what you just said. Oops, sorry about that. And what you said before.

It always seems to go back to who are we. What do we want to defend? Who do we represent? What is the community here? Registrar because, you know, we all know we drive businesses, so we've got people working with us so that's (unintelligible), that's salaries.

On the other side, we've got customers we're dedicated too. So I completely agree with what has been said.

I think that first of all, when we write that is what are we trying to represent here. Who are we and what do we want to be. And that will, I think, guide us on what we want to be protected against.

Even if there's no aggression from the outside. I mean there's no paranoia here.

But if we want to represent this community as another ICANN community -- with our interests -- I think one of the plots is yes, let's make a sense of who we are, and that's not going to be done in the next 12 minutes.

Graeme Bunton: Thank you (Jacque). And yes, it is sort of an (unintelligible) question and we need to wrap our brains around that.

Zoe?

Zoe Bonython: Okay so just very quickly. Maybe these specific things should be brought up tomorrow with the whole group for more discussion...

Graeme Bunton: Yes.

Zoe Bonython: ...before we take away the actions to the (unintelligible).

Graeme Bunton: Absolutely. And so I might take on a few of you who have been talking on this issue around the table today to sort of put those positions up again tomorrow on Stakeholder Group Day so we can share it although it looks like we've got an excellent turnout for this session which is really good.

But we can continue on this one a little bit more because it is arguably the most important decision we need to make around this new charter.

So I still have us having 13 minutes. I think we've had some good discussion on that one. Let's move on and come back to that tomorrow.

The process of consensus and how its defined is another - actually, maybe while we have 13 minutes or 12 minutes, before we dig into the last two that we've flagged, I'm curious if anybody who's read the charter has raised any others. So not language specific but more broad issues that we haven't considered. This sort of an AOB.

Is there any other sort of high level concerns that people have with the new charter? And maybe we don't need to do that right now, but that's a thing for tomorrow on Constituency Day when we bring this back up -- although we only have about half an hour. Is that right on this topic tomorrow?

Zoe?

Zoe Bonython: Well in terms of timing, I think because there are some topics that are currently on the agenda that may need all of the time that we have; sorry. If we think we might need some more time for charter, we can keep that in mind and extend it.

Graeme Bunton: Thank you, great. So maybe that's a call for also tomorrow which is spend a few minutes with the charter and see if you have any similar issues to the ones we've discussed here today that are big; they're broad. We need to discuss them with the whole stakeholder group and make sure everybody is on the same page.

I see Heath raised his hand.

Heath Dixon: Heath Dixon. One other big issue, I think, was identified by Jeff Neumann. And that's (unintelligible) there are a couple of places where the ExCom is given authority to make changes without much specificity.

And so I think we need to think about is that something that we are interested in because it gives us flexibility, or is that something that we are concerned about because it takes away some predictability.

Graeme Bunton: That's great, thank you. I will go back to it because I saw his email but I haven't had a chance to look into it. I mean I'm slowly trying to build this into my individual kingdom, and so this was my subtle way of doing that. Clearly, I've been caught out. I'll still figure out a house of cards game (unintelligible) way to take over the stakeholder group in perpetuity.

Any other broad issues that we can capture right now before we bring that into tomorrow's conversation? Pan?

Pam Little: Hi, just wanted to catch up to see whether the two issues I raised -- one of which is geographic diversity, the other one is proxy. So I didn't follow the ensuing discussions. Don't know whether those have been discussed. Thanks.

Graeme Bunton: Geographic diversity was last on our list to get to today, but it is an important topic. And we might have to punt that into tomorrow although we can talk about it a little bit more today because we still have ten minutes.

And I'm not seeing any other hands on any other sort of broader issues. But that is a task I'm giving all of you here in the room today to go see if you have any other issues like the one that you've just raised that we can talk about tomorrow and we can bring back to the charter drafting team.

So maybe let's - so the last two issues that sort of the ExCom had flagged with the charter drafting team, a few things we need to discuss was the definition of consensus because there's a lot more on the charter now about how to proceed so that we don't need to have our incredibly unyielding voting process all the time to do anything officially and to operate under a consensus model.

And if we're going to do that, then we need to make sure that we're defining consensus or we have a linked definition of consensus from the GNSO or something like that that is consistent and available and we feel is useful for us to get things done.

And then the last one was geographic representation. And the place I think we had in our old charter -- geographic representation -- was around GNSO councilors and the way we elected them.

And Pam was in the middle of no-fun around this on our most recent cycle, and we've certainly seen it in previous years where we did not have people from certain regions and were trying to encourage geographic diversity in that role. And we just don't have eligible members.

I think, for example, I believe there's only two -- maybe it's three -- accredited registrars in Latin America. So it's pretty hard to have geographic diversity in our GNSO councilor roles when there's just so few people in our region to -- and I don't think actually any of our members -- to draw from.

And so I think the language here we softened -- or was softened -- by the charter drafting team -- I can remove myself from that piece -- to encourage geographic diversity but make this a little bit more flexible for us to move forward and have elections where we don't have that.

And do you want to share your thoughts on that Pam?

Pam Little: Yes, I understand the difficulties in the (unintelligible) finding the sort of candidates. But if you look at the Registry Stakeholder Group, they have similar kind of membership competition. They have about 12 Registry members from the Asia Pacific Region. They manage to have one on the Council. And for Latin America, I believe there's only one or two Registry operators from that region; they have one on the Council.

I'm not saying that may be because at that particular time they have the suitable candidate. I'm not saying then why can't we do it. But I would really like to see a stronger commitment than just best efforts.

I think that seems to be to me is going backwards rather than really showing a changing commitment to diversity.

Heath Dixon: Heath Dixon. I agree. I think that we need to be doing more to recruit those registrars in other areas, and think we need to be doing more to welcome them. And I think that stepping back to a best effort standard makes it seem like we're less committed to doing that.

Given that we are increasing our stringency on conflict of interest and some other areas where we're trying to make it harder for people to be members or make it - it just feels like this is making it harder for getting the representation from other regions and that doesn't feel like something we should be doing.

Graeme Bunton: Thanks Heath; this is Graeme. I don't think it makes it harder; it just makes it easier for us to elect people when we don't have someone from those regions.

But I fully agree that geographic diversity is important. I will say I think that the elected positions you represent all registrars. And so for me, where the participation from whether its geographic or business model diversity is more important is on the ground in PDPs and participating on the mailing list where we need those perspectives and elected roles in general are representing all registrars.

And so that it's a symbolic at that point role where we do have geographic diversity, and that symbolism is important where we can say that, you know, we represent more than just a bunch of North American and European companies.

And so this is a tricky piece. And we have seen lots of difficulty in the past of electing positions where we have that geographic requirement and it takes a very long time.

I'm not sure what the language is here that encourages that geographic representation, but also gives us the flexibility to move forward when it's not available to us.

Heath Dixon: Heath Dixon. So this just feels like another area where we should look at what other stakeholder groups are doing and hold ourselves to the same standards there, or if we're not holding ourselves to the same standard, you know, if they all use that different language, then maybe that's acceptable.

But if they have more stringent requirements -- which I think are old requirements where we had to take nominations from different regions first -- and it looks like that's disappeared. And instead we've got a best-effort standard which if our voting members are primarily from certain regions, it

may make it more difficult for voting members from other regions to get elected if we don't really focus on trying to make that opportunity more available.

Graeme Bunton: Totally fair. I've got Owen, Tom and then Dan. And that's - we actually only have three minutes so you now have 20 seconds to make your point.

Owen DeLong: I'll try to be quick; Owen DeLong. Looking at the language, I just wanted to kind of take a little bit of a myth.

The language that was up there a few minutes ago had us doing our best effort to nominate and elect as the RSG as a body. But the RSG as a body doesn't elect the GNSO councilors; the members of the RSG do the actual voting.

So I'm not sure how the stakeholder group as a body can do its best effort to elect anyone in that particular situation.

Graeme Bunton: Thanks Owen. Tom, real quick.

Tom Barrett: Just to throw another issue to the nets. I just rolled off my NomCom cycle where gender diversity was a very big issue at the Board level.

It was pointed out that NomCom isn't so gender diverse. So of a subject of what other stakeholder groups are doing, they are looking at alternating gender in terms of their NomCom representation. So something for us to think about as well.

Graeme Bunton: Thanks Tom. Sure, Pam, we've got two minutes left.

Pam Little: Okay, just very quick. I just want to share what the Registry Stakeholder Group chat has said -- or their language. They said, "In order to promote full representation blah, blah, blah, no more than one of the elected

(unintelligible) as to representatives may come from the same geographic region as defined in the ICANN bylaws."

I think we -- the current charter -- has been in the language to that (unintelligible).

Graeme Bunton: Thanks Pam. It feels like we need a bit more discussion on that one too that we don't have resolution. But again, that's another piece where I think language for the Charter Drafting Team is helpful so they have something to chew on and can get back to us.

(Lindsey), did you have anything you wanted to?

Lindsay Hamilton-Reid: Yes, it's Lindsay for the transcript.

The difficulty is just taking the Registry language there. What happens if you can't find someone from a specific geographic region, and we tried to cover that in the charter language -- in the charter language -- what you would do because otherwise, if you can't have anyone from that region, there's got to be a backup.

Graeme Bunton: Yes, thank you Lindsay. And I do think that's a weakness with that language too.

Okay, so it is 10:15 - no, it's 11:59.

First, a huge thank you to the Charter Drafting Team. This is a monumental piece of work. They have done so much great work in revising that charter. It's amazing. It's so much more readable. There's none of those horrible unreadable clauses in there.

Thank you guys so much. You guys have been at it for like a year. It's amazing and I really appreciate it and we all really appreciate the effort that you guys have put in. this is a great piece of work.

We've got a couple of pieces we still need to collectively fix and we're going to get there. We'll talk about this all a bit more tomorrow.

I think we can wrap it up. Thank you everyone for coming. That was a great session. I appreciate everybody's input. And all right, thank you.

Zoe Bonython: You can stop the recording now. Thanks.

END