

**GNSO Restructuring drafting team teleconference
TRANSCRIPTION**

Tuesday 5 MAY 2009 14:00 UTC

Note: The following is the output of transcribing from an audio recording of the GNSO Restructuring Drafting team teleconference on Tuesday 5 May 2009, at 14:00 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. The audio is also available at: <http://audio.icann.org/gnso/gnso-restructure-20090505.mp3>

On page:

<http://gnso.icann.org/calendar/#may>

Present:

Avri Doria - GNSO Council chair, NCA
Chuck Gomes - GNSO Council vice chair
Olga Cavalli - NCA
Philip Sheppard - CBUC
Tony Holmes - ISPC
Tony Harris - ISPC
Jeff Neuman - Neustar
Dirk Krischenowski - dotBerlin
Alan Greenberg - ALAC
Robin Gross - NCUC
William Drake - NCUC
Mary Wong - NCUC
Milton Mueller - NCUC
Steve Metalitz - IPC
Cyril Chua - IPC
Stéphane van Gelder - Registrar c.
Jon Nevett -Registrar constituency chair
David Maher - Registry constituency chair

Raimundo Beca - ICANN Board member

Staff:

Margie Milam
Liz Gasster
Robert Hoggarth
Marika Konings
Ken Bour
Glen de Saint Gery

Absent - apologies

Adrian Kinderis - Registrar
Tim Ruiz - Registrar

Avri Doria: Tab of the participants who have been on the call so we also have that to double check on attendance. Not that I think we shouldn't call the roll but people come and people go. You also, are you able to get an image of that.

Glen Desaintgery: Absolutely Avri what I usually do is I make a list of attendance when I send out the link to the mp3 is that all right?

Avri Doria: Oh yes, oh no that's great okay. And so you go to this it's not only the verbal attendance taking?

Glen Desaintgery: No it's actually...

Avri Doria: Okay great thanks.

Glen Desaintgery: ...I'm up to it and I look at the Adobe Connect thing too.

Avri Doria: Okay thanks.

Glen Desaintgery: So shall we skip the attendance.

Avri Doria: Has the recording started?

Glen Desaintgery: The recording has started.

Avri Doria: Okay thank you, yes please.

Glen Desaintgery: Shall I do the attendance?

Avri Doria: Yes please.

Glen Desaintgery: Okay sorry. On the call we have Tony Harris, Avri Doria, Tony Holmes), Alan Greenberg, Philip Shepherd:, Jeff Neuman, (Chuck Gromes), Robin Gross, Steve Metalitz, Cyril Chua, Stéphan Van Gelder, (Bill Drake), (John Nevett), (David Mahair) and for staff we have (Liz Gasster Rob Hogarth, Ken Bour, (Marika Konings, (Margie Milam and Glen Desaintgery. Have I missed anybody?

(Milton): I think you forgot me Glen.

Glen Desaintgery: (Milton) you just arrived. Thank you and we also have Raimundo Beca from the Board on the call. Thank you (Milton)

Avri Doria: For those that didn't follow the (mouse) basically Raimundo if I understand correctly is in the role that (Sue) used to be in terms of being the SIC, I guess it is, Improvements Committee, Structural Improvement Committee represented as or a liaison to the efforts of for GNSO improvement and restructuring.

So I wanted to invite him here to listen in to give us any interpretive assistance we may need along the way or to take back questions to the SIC if that's necessary. And I very much appreciate you joining us (Ramondo).

Okay we have only an hour and after several admission councils trying to keep it just an hour.

So what I wanted to do in this meeting was do a walkthrough of the suggested changes to the bylaws as written and then amended, I

mean commented and amended twice, once by Philip and once by (Chuck). There have also been some comments sent in externally, which I hope people will bring up as we hit any of the points or any of the issues under question.

Basically I want to make sure that A; we find out whether certain of these items are yes, it seems like that's in general fine with most people and we'll just have to wordsmith it into a motion. Or B; whether we have some subtenant issues that we need to discuss on this list, so that we figure out what position and how to word a motion.

I'd like people to pose a (unintelligible) if they've a difference with something, but let's save the long discussions and the back and forth for on the list or if we can't resolve things on the list or the list goes silent in another meeting. But meeting is I think is what we do in the worst case.

If we can get things resolved on the list that's better.

Man: I would, just a word of clarification the, I was a penholder on behalf of the whole of the commercial stakeholders with information's intake of sort of their views of three existing constituencies.

Avri Doria: Okay thank you very much for the clarification. (Chuck) were you an individual or were you also...

(Chuck Gromes): I was in the individual but I think my views represent the views of the registry stakeholder group.

Avri Doria: Okay thanks. Okay then the last thing, so that the stuff is showing an Acrobat (Margie)'s got the pen for notating any changes or differences we made what, in terms of going through it probably I don't know if everybody can see a screen.

But for simple sake we should probably go through and read it as it is now so people know what we're changing just in case they're not looking at a screen and also so the call listeners have it. Then read through, we read through the, the changes and in each of their order...

(Chuck Gromes): Yes that's good.

Avri Doria: Okay so basically then (Margie) can read through what the staff recommended.

(Chuck Gromes): Well do we really need to...

Avri Doria: Of should we just read through it as it is?

(Chuck Gromes): As it's been changed by Philip and I.

Avri Doria: Okay fine is that okay with everyone.

Steve Metalitz: This is (Steve) I may have missed this earlier but for those of us who can barely read this on the screen it's almost totally illegible.

Avri Doria: Right we did talk about that. It was sent out...

Steve Metalitz: Is somebody emailing it?

(Chuck Gromes): (Steve) are you on the restructure list?

Steve Metalitz: I should be.

(Chuck Gromes): Okay I just sent the document, the restructure list.

Steve Metalitz: Okay,

(Chuck Gromes): The restructure list.

Steve Metalitz: I'll take a look.

Avri Doria: Well you can take a look at it in there but anyhow that's one of the reasons for reading in case that's all you got. Okay. So (Margie) would you, I guess if you read the first one and then (Chuck) do you want to read the one that is, since you're the penholder on the last version we're looking at?

(Chuck Gromes): I'm, I can or now is (Margie)...

Avri Doria: (Margie's) holding the pen...

(Chuck Gromes): We're going to read the edited version aren't we?

Avri Doria: Yes we're doing the edited version and it's in front of her and everyone and (Margie)'s got the pen on it.

Margie Milam: Okay so I can't make any changes on the screen, but I can go ahead and read Article 2. And I'm going to read it including the changes that that you have...

Woman: Audited, right. Section 2.

Margie Milam: Excuse me.

Avri Doria: Starting with Article 10, Section 2?

Margie Milam: Yes that's right. Article 10, Section 2 the GNSO shall consists of 1 (unintelligible) the groups as described in Section 5 of this article and 2 a GNSO Council is responsible for managing the policy development process of the GNSO as described in Section 3 of this article.

And so what we did was we crossed out representing particular constituencies and I think (Chuck) back to your deletion correct?

(Chuck Gromes): Yes and I can comment on it or people can read the comments whichever people prefer.

Avri Doria: Yes please read through and then and then...

Margie Milam: Yes (Chuck) go ahead and read your comments.

(Chuck Gromes): I deleted the reference to constituencies because there's no reference to constituencies in Section 5 and because it is possible that a stakeholder group could in essence not have any separate constituencies. And I, I didn't do that in any way to minimize the importance of constituencies it's just I think works cleaner.

Woman: Okay.

Margie Milam: And the questions we do have the ability to raise your hand in Adobe Connect for those of you who are familiar with the program.

Avri Doria: Or we can for anybody that doesn't happen to have Adobe Connect we can just do verbal cues, I mean you know.

Tony Harris: Hello.

Avri Doria: As we always do.

Tony Harris: Can you hear me it's Tony Harris I got cut off just now.

Woman: Okay yes.

Tony Harris: We're talking about on this, talking about we rescind Number 1 right so changing the provisions of transition article et cetera because it says if the GNSO Council should consist of three representatives selected by each of the constituencies, but I don't think that's the case right? We...

Avri Doria: Oh no, the...

Tony Harris: The stakeholders group is not constituencies or am I wrong?

Avri Doria: Well that's the change that's under discussion now. And...

Tony Harris: I just wanted to make sure I understood correctly. Thank you.

Avri Doria: Okay so at the moment we have that the GNSO shall consist of 1 for stakeholder groups as described in Section 5 of this article and 2 a GNSO Council responsible for managing the policy development

process of the GNSO as described in Section 3 of this article. So that's the current wording on the table, correct?

Tony Harris: Yes.

Avri Doria: Is there, are there issues with that wording among the participants? Or does that wording, does anyone object to that wording being kept and going forward with that wording?

Obviously we still have to create motions and put it forward to a council vote, the constituencies and such can comment on it, but do we go forward with that wording for now?

Stephan Van Gelder: Operator this is Stephan.

Avri Doria: Okay Stephan.

Stephan Van Gelder: Just I'm sorry to slow things down maybe but I haven't got Chuck's email yet. The...

Avri Doria: It was sent on the 21 so if you have...

Stephan Van Gelder: Yes I'm having trouble finding it because I'm not organized. But and that the Acrobat thing is unreadable.

Avri Doria: Even in full screen mode?

Stephan Van Gelder: Well I'm trying to get it in full screen mode but I must be...

((Crosstalk))

Stephan Van Gelder: Have I tried what?

Man: Zooming your browser.

Stephan Van Gelder: Yes but it's actually the displays just changed so maybe I can read it now.

Avri Doria: Okay.

Man: Oh boy.

Stephan Van Gelder: (Since) yours was one of the strongest voices on getting it done in an hour I'm going to push...

Stephan Van Gelder: Yes I know, I know I like to, you know, be hypocritical when I can.

Avri Doria: We all do. Okay so is it okay to move on.

Stephan Van Gelder: Yes, yes please do.

Avri Doria: Okay. So then we have basically and the next one is subject to the provision that's the one we've just gotten too.

Margie Milam: Okay so should I move on so it sounds like the first one is fine.

Avri Doria: The first one is fine.

Margie Milam: Okay. Subject to the provisions of the transition articles in as described in Section 5 of the article the GNSO Council shall consist of three representatives from the registry stakeholder group, three representatives from the registrar stakeholder group, six representatives selected from the commercial stakeholder group, six representatives selected from the non commercial and individual stakeholder group and three representatives selected by the ICANN nominating committee.

One of which shall be non-voting, but otherwise entitled to participate on equal footing with member of the GNSO Council. So why don't we stop there because I think we've...

Avri Doria: Okay there's probably some issues there, so as the edits went through at one point after the edit that Philip did for the commercial stakeholder group was a change of six to three and in the...

Man: Yes...

Avri Doria: And then it was a change back to six, I'm just describing the changes to it. And then it's described back to six with (Chuck) there was an addition of non-commercial and individual stakeholder group. I guess that was done I'm not sure who did that change.

Margie Milam: Okay and (unintelligible) raised his hand.

((Crosstalk))

Avri Doria: Okay so we're going to use the hands raising. Okay so had a hand raised first that's (unintelligible).

(Milton): (Unintelligible).

Avri Doria: Only one with hand raised. Go ahead.

(Milton): How does one Avri this is (Milton).

Avri Doria: Yes.

(Milton): How do you raise hands, are you...

Avri Doria: Using the Adobe thing you do that, I would really prefer to just do the verbal list because unless everybody is on Adobe...

Woman: I need to figure out how to raise a hand (unintelligible).

Man: I'm not on Adobe.

Avri Doria: Okay so.

(Milton): (Unintelligible) having trouble with it so I used....

Avri Doria: Okay so I've got Steve Metalitz on Adobe who else wants to speak.

(Milton): Me?

Avri Doria: That's (Milton).

Philip Shepherd:: And Philip

Avri Doria: And Philip any so anyone else?

Robin Gross: And Robin.

Avri Doria: And Robin. Okay and please also just state sort of views and we have an hour for the meeting, I don't want to get deep into discussions, go ahead. Go ahead (Steve).

Steve Metalitz: Yes this is (Steve) just to say we would object to the words six at the beginning of D because the conditions were moving to this new allocation of (unintelligible) has not been fulfilled on the noncommercial side. Thank you.

Avri Doria: Thank you (Milton).

(Milton): Yes that's crap to put it shortly.

First of all I would like (Steve) to point to where this condition is stated. I don't think it is stated anywhere. I think the trademark constituencies have gotten it into their head that there's a condition, but there aren't any actually written down.

And secondly we - unlike the business constituencies have actually expanded our membership recently and showed a pretty remarkable display of support for our charter proposal, which I think exceeded any other response.

So I think we don't have any representational issues to deal with any more than any other constituency.

Avri Doria: Okay thank you. Philip.

Philip Shepherd: Yes actually the point is very one, one of timing. I think we in the CSGs were all concerned I think with the demonstration that the non-commercial and individual stakeholder group would have sufficiently expanded.

And be sufficiently representative to merit the additional three seats, which was the whole essence of the deal that was made back in the summer. And we're happy to, for six seats to remain there as soon as evidence is clear.

But as of today we do not see that evidence. That is the issue, so it's so much one of, of where we want things to be it's just a timing issue in terms of what to expect to happen that we don't think happened.

Avri Doria: Okay Robin.

Robin Gross: Yes I think Milton pretty much addressed the points

I'm trying to change trying to take away three non-commercial stake seats so I want to adjust - address the point about changing the name of the constituency or the stakeholder group here to the non-commercial and individual stakeholder group.

Philip is welcome to propose names to the noncommercial stakeholder group, but I don't think he should just try to change the name here especially since it's my understanding that individuals are welcome in both the commercial and the non-commercial stakeholder group.

So I'm not sure why it would only be put in the title of one unless you're trying to shunt individuals into one and not the other. So I don't understand the change I don't support the change, I don't think it's appropriate to come from the commercial stakeholder group either.

Avri Doria: Okay thank you.

So we have basically obviously a difference of opinion on D, we also if we change it that puts us in variance with what I believe was the Board's recommendation.

So we would actually have to take that one as I can understand it back to the Board if there was agreement in the council that we would need to take that back to the Board.

(Chuck Gromes): Avri put (Chuck) in the queue please.

Avri Doria: Yes please (Chuck).

(Chuck Gromes): Okay first of all a real simple thing is does anybody really object if we delete the end of it an individual. Is there any objection to that is that a simple change we could make? I...

Man: It is a simple change.

Avri Doria: So does anyone object to removing an individual on the name?

Stephan Van Gelder: Well the reason that we had suggested putting it in there was to distinguish the fact that individuals who'd be members of the commercial stakeholder group would be incorporated in some way as

single traders or as one director company whatever. And that would be the nature of their limitation.

Man: So even if they're not, not, even if they're commercial entities you're suggesting they be in the noncommercial group?

Stephan Van Gelder: Well then if they were commercial and incorporating in some way that's recognized by a national legal authority and that can be as simple as a sole trader then they would be welcome as a and that would basically that would be the demonstration of the commercial intent.

And so we're trying to flag really in this whole debate where individuals have expressed a concern about not being included is that the natural place when individual when acting as an individual should be the non-commercial stakeholder group.

And that was the understanding also of where large interests had been in terms of the way they may participate in the future in that stakeholder group. So that was its intent to flag a potential home, there but not as an exclusion, but more of an inclusion.

Avri Doria: Can I ask a clarifying question because one thing I never been sure of. So the artist who is a domain name holder and uses it for advertising their art but is not a corporation is not incorporated in any sense would belong in the individual stakeholder group?

Philip Shepherd: It's difficult to take a case (by case) basis but I mean if there were, you know, if they were demonstrated trading I mean would they have, you

know, (unintelligible) tax or whatever in their local country and that sort of thing that would also be indication of commercial intent.

I mean I think it's just saying, you know, we would in the stakeholder group require some sort of demonstration rather than merely yes I am.

(Chuck Gromes): Avri could I finish my comment in, the discussion was very helpful it's not as if I felt interrupted or anything. But it seems to me that then in been in both of these cases the three or six and the adding of an individual come down to what the Board governance committee, in fact the Board itself recommended.

So I would suggest that we get direction, that we Raimundoto go back to, to the Board and then give us direction in terms of this particular issue. We could spend forever just talking about this.

Avri Doria: But we also have to indicate that we are divided on this issue.

(Milton): Could I get in the queue?

Avri Doria: How the provision goes.

(Milton): Could I get in the queue just a quick comment.

Avri Doria: Yes sir.

(Milton): This is (Milton) I recall in the discussions of the working group that was in the summer that came up with the (bicameral model) that we agreed that both stakeholder groups on the user side would admit individuals.

And individuals are individuals, you know, whether some kind of incorporation or demonstration is required is up to the stakeholder group, but I don't see any real disagreement here.

I think all I see is that Philip wants to rename our stakeholder group. And I think we can just dismiss that if we're going to be reasonable today.

Avri Doria: Okay anyone else?

(Chuck Gromes): Avri, (Chuck) again.

Avri Doria: Yes (Chuck).

(Chuck Gromes): My understanding was the same and there was a lot of list discussion that in fact Philip I believe you specifically pointed out that individuals were included in the...

Philip Shepherd: I said we.

(Chuck Gromes): ...In the....

Philip Shepherd: I said we (can have) individuals in the BC was partly my statement.

(Chuck Gromes): Yes and so again, I think this is a change from what I understood. And that's why I think it would be good to get more direction in terms of the suggestions that are being made.

Avri Doria: Philip, I wanted to check one thing when you gave your reason for having added an individual were you also objecting to its removal?

Philip Shepherd: It was a proposal which flagged - it's all wrapped up with the representation issue and how the stakeholder group is occupied on people if you like.

Avri Doria: Yes, I understand. So...

((Crosstalk))

Philip Shepherd: To some extent it's a connected issue. It was a suggestion in terms of naming, but I think it's so wrapped up with, well from the mental issue representation for which were not going to agree on this call.

Avri Doria: Okay.

Philip Shepherd: We may as well just leave it...

Avri Doria: Okay.

Philip Shepherd: ...as one package...

Avri Doria: So, yes. So...

Philip Shepherd: ...I think to flag.

Avri Doria: ...okay. Thank you I'll leave as that. The other line that was in here, moving on, is and so far I've got two questions. One is, the six and three and the other one is the question of individuals that'll have to have further questions to discuss and (unintelligible).

The other one that we didn't get to is one voting representative shall be assigned to each house subject to a section procedure adopted by that house. That was a change I guess from the...

(Chuck Gromes): Philip changed that.

Avri Doria: Yes, from the commercial stakeholder group, I'm trying to get the new name. Is that something that is basically most people's viewpoint, as opposed to any of the other processes that we've discussed of the randomness, the alternating, the selection by non-comms?

They decide on their own, but is this the way that most people on this call think this should go? Does anyone object to anything that's lined in?

Alan Greenberg: It's Alan. I don't know how this would work I mean I like the other message better in any case, but how each house can determine it independently, unilaterally when there are fixed numbers of people available.

Avri Doria: Well, I mean...

Alan Greenberg: We could end up with someone being rejected by all the houses.

Avri Doria: I was wondering...

Alan Greenberg: I don't understand how it would work and I would need that before I would say whether I support it or not.

(Chuck Gromes): I think Allen's right on that this needs some more work.

Philip Shepherd: I'm very aware of that change that you had just mentioned.

Avri Doria: That change is at the bottom of E.

Philip Shepherd: E?

Alan Greenberg: One E.

Philip Shepherd: One E.

Avri Doria: Right one E.

(Chuck Gromes): The last sentence of E.

Steve Metalitz: This is (Steve) can I get in the queue?

Avri Doria: Yes, (Steve). Anyone else other than (Steve)? Okay

Jon Nevelt: Yes, it's (John).

Avri Doria: Hi, (John) you want to be in the queue?

Jon Nevelt: Yes, please.

Avri Doria: Okay, so I got (Steve) and (John). Anyone else? Okay, go ahead (Steve).

Steve Metalitz: I really had a question of whether this- is this replacing language that's in there, or is this adding language. I can't really tell, but it seems to be

adding language which means that without this there's no specification in the bylaws of how this is done. So, doesn't it need to be specified in some fashion?

Alan Greenberg: Doesn't necessarily have to be in the bylaws though.

Avri Doria: Right, it can be in the message. I mean...

Steve Metalitz: In the message?

Alan Greenberg: In the rules and procedures.

Avri Doria: Rules and procedures.

Steve Metalitz: I just think it's a matter of good practice. You probably want to spell out in the bylaws how people get seated on this council, which this does not explain.

Avri Doria: Well this says how people are seated, but it doesn't you're right it doesn't say how the non-comm people are assigned.

Alan Greenberg: Moreover, it needs to be specific so the non-comm knows what their job is (unintelligible).

Philip Shepherd: Yes. Is, or isn't.

Alan Greenberg: Yes, yes.

Philip Shepherd: But in all discussions we had decided that that would go in the rules and procedures, I think.

Avri Doria: Yes, okay.

Man: I just don't agree with (Steve) that there's no description of the procedure here it says their selected by the nominating committee. And it could be clarified that the nominating committee decides which one goes to which house, but that's kind of implicit in the selection, isn't it?

Avri Doria: That hasn't been and in discussions we had with non-comm that was one of those open discussions that that is certainly one way to do it, but the non-comm would decide.

But then there's also a problem if - there's always one person that's already somewhere and how to decide who the non-voting was. But that had its complexities also.

Jeff Neuman: Hi, this is Jeff Neuman if I can get in the queue.

Avri Doria: Okay, I'll let (John) first, then, (Steve) and then Jeff.

Margie Milam: It's (Margie) I'd like to be in the queue also.

Avri Doria: Yes (Margie) and as I say just brief comments.

Tony Harris: And Tony Harris, too.

Avri Doria: Just brief comments and then we'll obviously have to discuss this one further also. (John)?

Jon Nevett: Yes, that wasn't actually my comment it's more of a processed one. We've gone through one and a 1/2 of I don't know 20, 25 changes...

Avri Doria: Yes.

Jon Nevett: ...in a 1/2 hour. So, I thought the intent was quickly flag the ones that require additional discussion and quickly flag the ones that are...

Avri Doria: Yes.

Jon Nevett: ...acceptable to everyone. And I'm not sure if we're doing that.

Avri Doria: Okay, thank you. I'm not sure we're doing that either and I apologize for not doing it. Jeff?

Jeff Neuman: Thanks. My quick comment is I think a long discussion needs to be had at some point on this whole notion of having a separate document of rules and procedures, as opposed to putting things in the bylaws.

I know people want flexibility, but the long of the short of it is our contracts are registering and registrar agreements rely on the processes set forth by the council and the definition of consensus policies.

So, put that in the back of your mind and let's not take it a given that we're going to have a separate rules and procedures documents where a lot of this stuff goes.

Avri Doria: Over to (unintelligible) question four. (Margie)?

Margie Milam: Yes, I guess I wanted to talk specifically about this assigning to each house. I mean if the idea is that you have one house that's commercial and the other house that's non-commercial perhaps you'd set up...

Man: Those are not houses, those are not houses merging. There's user house and there's contracting party house.

Margie Milam: I'm sorry, that's what I meant, user house and contacting party house. You could have the nominating committee know what the criteria are if you want your representative to have certain characteristics.

Avri Doria: Yes, there's many ways to do it. Thank you, Tony?

Tony Harris: Yes, very quickly I think that this last sentence where there will be assigned to each house subject to selection procedure. Number one, what happens if two the both stakeholder group select the same person.

I think with the motion suggestion worked good that the nominating committee should resolve that. As far as people who are already sitting you could, I mean who are on the council right now perhaps you could put something in which says they have the initial rights to be voting.

And the non-voting member will come from people who are added there from by the nominating committee.

Avri Doria: Okay, thank you. Okay, so that one is flagged as discussion. At the moment I've got four questions. Two of them came out of that one of the mechanisms for it (unintelligible)...

Philip Shepherd: Avri, this is just a suggestion the reason that was there was basically a placeholder to say there's a non-result allocation issue that needs to be dealt with somehow.

And the wording was intended to say that and the how exactly its done was a flag to say and that will be in the, you know, the subsequent guidelines. Certainly want to make it more generic then that kind of phrasing that might work, but I think a placeholder is needed if we're going to maintain the concept of this allocation to each house.

Man: A simple way to fix it....

Avri Doria: Okay, we can take it to the discussion.

Man: ...so to keep from doing it would say...

Philip Shepherd: Okay.

Avri Doria: Right, I was going to say and what I'm going to do now is jump edit to edit because even reading through what's there is taking too long. The next edit I have was the staff had put in each stakeholder may select representative according to the chart of procedure and then that had a line.

Subject to the provision that each Board recognized constituency shall be allocated of minimum of one seat on the GNSO Council. That was stricken in Philip's edit and so, that's the next issue. Do people object to keeping that stricken?

Man: Keeping what stricken?

Avri Doria: The instructions on that particular issue.

Steve Metalitz: Could you repeat what was stricken Avri, (unintelligible).

Avri Doria: Okay, yes. The subject to the provision that each Board recognizes constituency shall be allocated a minimum of one seat on the GNSO Council.

Stephan Van Gelder: Avri, this is Stephen if the question is do I object to it being stricken the answer is no.

Avri Doria: That is...

Stephan Van Gelder: I'm in favor of it being stricken.

Avri Doria: Okay, thank you. That was the double negative question. Yes, thank you.

Alan Greenberg: It's Alan; the comment from staff that came back when this was initially discussed was this is something the Board feels strongly about. If that is indeed the case the Board will not approve them with that line stricken and we...

Avri Doria: So,...

Alan Greenberg: ...take whatever action necessary after that. If the Board doesn't feel strongly clearly it's the wish of the council right now.

Avri Doria: So, Alan are you saying that the Board wants each constituency to have one seat on the council?

Alan Greenberg: That was the comment that came back from staff when the issue was first raised when the bylaws were first put out there.

Avri Doria: But that is...

Philip Shepherd: Aubrey, the reason it was struck was it makes no logical sense the moment you have four constituencies in the commercial stakeholder group.

Rob Hogarth: Right, it makes no sense and I don't hear any objections to striking it. I think we need to - you need to move on.

Avri Doria: Right, one thing though. I mean, if there is a pending question of if the staff is saying that this is what the Board wants. Do we need to ask the Board for clarification if this is indeed what they want?

((Crosstalk))

Avri Doria: Yes, Rob.

Rob Hogarth: To clarify, staff didn't say specifically that this what the Board required. I think our view was in interpreting the (BGC Report) and the intentions of the Board in looking at the existing bylaws this seemed to be a reasonable suggestion.

I don't think we were saying that that was a specific requirement. And obviously at this point you guys have all shared your very clear thoughts on the matter.

Avri Doria: I have Raimundo raised his hand. Raimundo please.

(Ramondo): Well, I am looking to this question (unintelligible) so I will only listen (that).

Avri Doria: I can barely hear you.

(Ramondo): I say that I am not able to answer this question today, but I will listen to it and I will come back later.

Avri Doria: Okay, so that is the first question of interpretation that we have. Is the staff interpretation correct? Or is the interpretation given by many of the council people correct and there's really two interpretations. Okay, thanks (Ramondo).

Man: Avri, I disagree that there's two interpretations we just heard from Robert that the staff did not say that that was required by the (BGC Report). That that was their interpretation they did not (in fact)...

((Crosstalk))

Avri Doria: ...their interpretation of what the Board report wants, yes.

Man: They did not say that that's what the Board wants. And I think as Robert indicated it was shot down pretty quickly. And I think that this is

not a point that we want to make a big deal over it. It would be nice to have one thing that does not actually questioned and as we go...

Avri Doria: Okay, so does anyone disagree with that? And basically, sort of saying, I mean, obviously Raimundowill take whatever question he wants you to take with him to the (SFIC). And will bring up what the discussion was but is there objection to dropping this line.

(Chuck Gromes): No objection, Avri, in fact this is one area where we had good list discussion which we want to have and the problems with the approach of folks get on constituencies was well pointed out, it doesn't work.

Avri Doria: Okay, so this one should be dropped.

Margie Milam: But I'm sure, Avri can say something? It's (Margie),because I did the first version of this. What we're basically saying is if we remove the one seat per constituency then the question really becomes, what is the benefit of being a constituency?

And what is, you know, what are the benefits if we had just the process of having a Board-approved constituencies if there isn't a Board seat. So, you know, part of the announcement once we decide to remove that section is, you know, what does a constituency mean? What benefits do they have? I mean, is there something there that we want to include in the bylaws.

Stephan Van Gelder: Avri, it's Stephen, can I answer that?

Avri Doria: Yes, please but then we should take to (list) we'll drop the line and we'll take the discussion of what a constituency means to the list (after this call).

Man: Please, yes.

Stephan Van Gelder: Okay, I just want to say very quickly that there's a wording problem, which we have pointed out. I mean constituencies now and constituencies after the restructure mean two different things.

After the restructure they mean interest groups. And the - what's the reason for having interest groups is to increase participation.

Philip Shepherd: Yes.

Stephen Van Gelder: They don't necessarily have to have a seat on the council to participate.

Avri Doria: Also to organization participation.

Man: Yes and we move on.

Avri Doria: Moving on. The next one we have is an addition, I guess, it was made by you, (Chuck).

(Chuck Gromes): Yes, I had a couple of them there.

Avri Doria: Accept it, is basically, I'll read the whole proceeding sentence. If they call a group with three seats on the GNSO Council no two representatives shall be citizen of the same country or of countries

located in the geographic region, except - and this is addition except in cases where stakeholder groups can demonstrate that there are no eligible and available members, representative from three different regions.

Stephan Van Gelder: Four.

Avri Doria: It says three here.

Stephan Van Gelder: I've got four.

Oh sorry, no, three up top, four on the next level.

Avri Doria: So any objections to this change?

Man: I am - I wouldn't say, I strongly object. But I'd have some question about the inability of this entire stakeholder group to field people from three different regions. I wonder who put that in?

(Chuck Gromes): I did.

Man: (Chuck)?

(Chuck Gromes): (Chuck).

Man: Yes, go ahead explain.

(Chuck Gromes): Sure, one of the problems and we certainly experienced that in the registry constituency over the years is this that obviously our

membership require are pretty limited. You got to have a contract with ICANN.

And so we have been forced to find somebody with dual citizenship or something that may not even be interesting in serving just to meet this requirement.

The idea here was to provide some flexibility where there's nobody eligible or willing to serve. Because one of the things that happens is you don't get the best people by doing that.

Now every effort should be made to satisfy the geographic region. We're supportive of that. But it's sometimes hard to get people that are within your constituency or in the future stakeholder group that meet that criteria.

Now maybe that'll get better going forward. But this was just an idea to provide an exception if it's needed.

Man: I would say that if it's a registry constituency - or stakeholder groups specific problem and we should make it registry (FG) specific solution.

Stephan Van Gelder: It's not a registry specific problem.

Avri Doria: Okay, this one obviously has made the list of things that need further discussions. You know, I...

Philip Shepherd:: (Unintelligible) if I could explain why the CSG supported that was we were also looking at different types of diversity beyond geographic. And recognizing that even with our existing three constituencies with

ISPs, IP and business users trying to get that diversity in as well as geographic diversity could be a challenge.

And therefore we thought the flexibility was a reasonable one, particularly as it clause A, a demonstration of an inability to do so.

Avri Doria: Okay, thanks. So we'll take that one to the discussion list. And probably put it together with the next one unless there's no disagreement on that one.

Excepting cases where stakeholder group can demonstrate that their not eligible available member representative from four different regions and this is an application to the non-subtracted parties.

Stephan Van Gelder: Yes and that changes three to four was with ours in the CSG and that was admitted to mathematics in keeping that the same as the ratio in the stakeholder groups of three seats.

Avri Doria: So does anybody object to the change of three to four in the beginning of that sentence and the exception clause? Does that need further discussion?

Man: Wow, so you could have four people from the U.S. of the six seat from the GNSO Council?

Stephan Van Gelder: No you can't have four.

Man: Okay, you get a three, three from one country.

Avri Doria: One geographic region, yes. According to this change.

Man: Man, I've got to object to that.

Avri Doria: Okay, so that one it goes on the discussion list (unintelligible).

((Crosstalk))

Avri Doria: Unless, you know, okay. And what about the exception statements?

Man: Same as before.

Avri Doria: It was also for discussion, okay. So that whole clause there is basically up for discussion. Okay, moving on.

Margie Milam: The next mark one is the into in the last paragraph, correct, which they'll probably have to except in special circumstances?
(Unintelligible) special circumstances such as to meet geographic diversity requirements where no alternative representative is available to serve.

No council member may be selected to serve more than two consecutive terms. For these purposes a person selected to fill a vacancy in a term shall not be deemed to have served that term.

A former council member must remain out of office for one full term prior to serving any subsequent terms. And this is the sentence for the change, a special circumstance is approved by a majority vote and it has been of both the houses, but it's of the house where the council member will sit.

Avri Doria: So the original had been where a special circum approved by majority vote of the council, essentially. And it's been changed to be up to the original house. Does anybody object to that change?

Robin Gross: This is Robin, I liked it better as both houses.

Avri Doria: Okay. Does anyone object to backing the change out?

Man: Avri...

Avri Doria: One of the questions I haven't been asking but that's the other alternative. If anyone objects to its being there, does anyone object to backing it out?

Philip Shepherd:: I mean, here's, sort of, I think I objecting because it was our suggestion. I mean, the reason we put it in, really, was to reflect the bottom-up nature of ICANN. And we felt that it was appropriate that as much as things can be devolved to bottom-up democracy they should be.

And this was the case where it could be devolved to the house level rather than the council level. It was based on a fundamental principle we've operated on for the last ten years.

Stephan Van Gelder: Avri, Stephan, here.

Avri Doria: Okay, Stephan (unintelligible).

Stephan Van Gelder: I'd actually also add that it's an addition that does make sense under the bicameral structure. I mean it's reasonable to give

responsibility for this kind of thing to the actual SG or the house, sorry, not the SG the house that is concerned by the changes. I don't see any problem with that edit.

Avri Doria: Okay, Robin, but you wanted to just go further in discussion.

Robin Gross: Yes, that's right. I think it's better when we have the whole council to look at the issue rather than just the other stakeholder group in the house, which, you know, may or may not have good reasons for not wanting to allow the special circumstances.

Avri Doria: Okay, thank you. Now, I just wanted to make sure after having heard the two reasons that you hadn't made a quick change that, okay, I see it. You know, I'm trying to get things - a few things on the list (unintelligible).

Moving on, the next thing is in procedure three. Procedures for handling GNSO council member vacancies, registrations, removals, are prescribed in GNSO council operating rules and procedures.

And that has been replaced by (unintelligible) prescribed in the applicable stakeholder group or nominating committee charter approved by the Board. Any objection to that change?

So it's basically moving the procedures for member vacancies from operating rules and procedures to basically stakeholder group rules or charter rules. Any objection to that change? Okay, bearing no objection that one can change.

Next, next is in A, B and C of point three. And point - this is a GNSO council member may resign any time given notice and this is for removal of a, GNSO council member selected by the nominating committee may be removed for cause as follows. A, a vote of at least 3/4 of the users and providers (unintelligible).

Oh, it's just changing the name from non-contracted party house to users and providers house is the only change. In B, the only change is a name change again and C was not changed.

So I guess the question here is do people object to the change of name from non-contracted party to users and providers house and from contracted party's to contracted parties and suppliers house.

(Chuck Gromes): (Chuck), please.

Avri Doria: Okay, does anybody else want to be in the queue? And basically this is just a quick reason as to why or why not it needs to be stopped.

Philip Shepherd: It may be helpful that way to say the questions one at a time.

Avri Doria: Okay. Anyone object to the change for A, from non-contracted party to users and providers?

Alan Greenberg: It's Alan. I have a comment.

Avri Doria: Yes, Alan?

Alan Greenberg: I'm not objecting or not objecting, but surely the first place it occurs should not be in the removal of a non-com (unintelligible) it should be

somewhere way up near the top if we're going to change the name of the house.

Philip Shepherd: It's the first time that the house name is mentioned in the (unintelligible).

Alan Greenberg: I understand, but still. We may need to add something at the beginning if that's - if those are the names we want to use.

Avri Doria: Okay. Any other comment on A? Okay, comment on B, (Chuck).

(Chuck Gromes): Yes and this occurs throughout the document, but I and my comments addressed it a lot later. I missed it here, so, the - I don't see why and suppliers is added. I think it adds confusion.

A key differentiated in the contracted party house is that the members of the stakeholder groups have contracts with ICANN that require them to comply with consensus policies and that was very clearly dealt with in our processes that led up to this and so I'm not sure what - why the name change is being proposed here.

It doesn't - it seems to have the possibility of adding confusion without adding any value.

Man: I strongly agree with Chuck?

Jon Nevett: As do I, this is (John).

Avri Doria: Okay, does anyone...

Philip Shepherd: Well, perhaps I better respond to the reason we were thinking there, was that I understood that applicant registries were to be given observer status within the registrar SG (unintelligible) ST. And because they would not at that point be contracted parties, it was simply a clarification.

(Chuck Gromes): Yes and your understanding there is correct, Philip. And that is covered elsewhere in this document that - of the observer status. But they're still not (unintelligible).

Avri Doria: Okay, well, this one is on the list for (unintelligible).

Man: (Unintelligible).

Philip Shepherd: Okay, I mean, why don't we ask the house to think of a name that encompasses that intent.

Jeff Neuman: I can - this is Jeff Neuman. I just think that's wholly inappropriate to think of a name for that intent. It's just - there's no reason in this provision that we need to come up with some sort of name, it's just inappropriate.

And, frankly, Avri, it shouldn't even be on the list. The fact that the business users raise that, you know, it's not like we're raising issues for the commercial stakeholder group. I just think it's inappropriate to keep it on the list.

Avri Doria: Right. I - at the council level where the council is going to have to vote on the Board - the recommended bylaw changes toward - it seems that

any constituency is able to comment on any of the bylaws
(unintelligible) how we may feel about those particular comments.

So I will include the question and, I mean, unless the users and
providers house is willing to sort of drop the proposed change. It's an
objection to dropping the proposed change.

Philip Shepherd: Well, yes, I was suggesting that the contracted parties house can give
an alternative that they're happy with. What about contracted party's
house (unintelligible).

Avri Doria: I just wanted to make sure that I couldn't clear it out because it was
dropped. But if it's not dropped then it's (unintelligible).

Stephan Van Gelder: (Unintelligible) but you're not okay with just contracted
party's house?

Philip Shepherd: Of course I'm not.

Avri Doria: (Unintelligible)

Jeff Neuman: I think Philip, Philip should need to expand on that, other than the
observer status there's something more he's just not saying.

Avri Doria: Okay, it's on the list please.

Jeff Neuman: Well, if it's on the list that's fine. Fine. Philip, please expand on why -
what your exactly doing.

Avri Doria:: (Unintelligible) please do it on the list. Please even ask him on the list.
(Unintelligible) GNSO voting houses as described and the word voting was removed. Any objection to...

Philip Shepherd: Where is that?

Avri Doria: I am at six; I went to point six, which I believe is the next one, right?

Philip Shepherd: Did you do the appropriate thing?

Avri Doria: I'm sorry; I missed the appropriate, thank you very much. A vacancy on the GNSO council shall be deemed to exist in the case of guest resignation or removal of any member, vacancy shall be filled for the unexpired time by the appropriate nominating committee or the appropriate stakeholders group. And there was a removal of the first appropriate for nominating committee.

Man: There is only one.

Philip Shepherd: Exactly. It's a redundant word (unintelligible).

Avri Doria: Okay, any objections? Do we have one that no one will object? Fantastic, thank you. I call it, it's changed. Okay, next one. And we've got only seven minutes left, so. Each of the two GNSO voting houses so it's dropping the word voting.

Philip Shepherd:: There, again, it was redundant usage. If you're going to - if you want to call them voting houses, call them voting houses throughout the whole text. If you want to call them houses, call them houses, but

choose one or the other. My guide would always be to choose the shorter of the two.

Avri Doria: Okay. Any objections to dropping the voting? No objection, moving on. On A we have contracted party and suppliers house.

Philip Shepherd:: And the next two are the same.

Avri Doria: Right, (unintelligible) same we've already covered.

Steve Metalitz: Avri, this is (Steve). I just want to put on the record that our view is that Seat 13 and Seat 14 should be switched in those two subparagraphs.

Avri Doria: I see, that was...

Man: If we keep on going at this rate, (Steve), you're going to want to switch it back.

Steve Metalitz: No, actually, whichever comes up first should be in the user and provider house.

Avri Doria: Okay, I'm assuming that's a change that needs discussion on the list?

Steve Metalitz: That needs a lot of discussion here.

Avri Doria: That's what I was assuming. Okay, I've written it down as a question for the list.

Steve Metalitz: Thank you.

Avri Doria: Let's not get into it; I can almost imagine the conversation. The next thing is deleting, "Both seats shall not be held by individuals or are employed by or (unintelligible), nor shall both seats be help by individuals who are elected or are appointed representative"

The next thing is deleting. Both seats shall not be held by individuals who are employed by an agent of or receive any compensation from ICANN (unintelligible) registry or registrar nor shall be held both seats be held by individuals who are elected or appointed representative of one of the four GNSO stakeholder groups or any constituency.

That was deleted. And the question was I don't understand and this was (Chuck)?

(Chuck Gromes): Yes.

Avri Doria: You didn't understand why the question was needed if each house holds one of the seats each house should have the freedom to select what they believe is the best candidate to meet the requirements for ICANN directors. So is there any objection to dropping this clause?

Steve Metalitz: Well, this is (Steve). My recollection is that this was part of the proposal made by the working group last summer and approved by the Board.

(Chuck Gromes): What was, (Steve)?

Steve Metalitz: That sentence. I may be wrong about that, but that's my recollection...

Jon Nevett: Yes. A point of clarification on that, if I may?

Avri Doria: Okay go ahead (John).

Jon Nevett: It was in the report and there was a legacy sentence from when we had the entire council considering and voting on the two seats. When we moved at the very end to each house approving one Board member, then that sentence became unnecessary. And second clarification is that the Board did not approved this section.

(Chuck Gromes): That's correct.

Avri Doria: Okay so is there an objection to dropping it? I think I hear one.

Margie Milam: This is (Margie), can I say something also?

Avri Doria: Certainly.

Margie Milam: Go ahead? Okay. No so much the first part of it, but the second part of it just I think it's meant to clarify that if you are to be, if you are to be a director, that you should resign from your role as a representative of one of the four stakeholder groups or constituency. So that's all of that second part, isn't it, to drop?

Avri Doria: So does anyone object to at least that part of it retained?

(Chuck Gromes): I would suggest we reword it. And if that's the objective, then that's what we should say.

Philip Shepherd:: Yes. I would.

I need to place an objection, I think, to the whole move. I think the existing wording had more redundancy, perhaps, than previously, but it is still not entirely redundant and, essentially, does no harm by remaining and possibly maybe a safeguard. So I see no reason to delete it.

Avri Doria: Well, I think now we're pretty much at the end. I've got one, two, three, four, five, six, seven, eight, nine questions that we've posed in the first few pages here. We've made it up to...

Stephan Van Gelder: Article 7.

Avri Doria: Article 7 on Page 7. We will not continue this.

What I will do is I will try to start a question on each of the questions on the mailing list in the next day, so that we can get to what obviously going to need to schedule another meeting of an hour.

I'm going to suggest we try to find a time next week for it. (Unintelligible) but I'll try, because I have a full-time job next week. But anyhow, so that we get back to it, but let's try and get these nine questions argued out, discussed out and hopefully, even if we find out where the majority is, where the simple majority is and find out what we can craft motions on.

Thank you all for your participation and I'll talk to you again about this next week if we can schedule a meeting.

(Chuck Gromes): Thanks Avri.

Man: Thanks Avri.

Avri Doria: Thank you.

(Milton): Thank you Avri. Bye-bye.

Man: Bye.

END