

**GNSO  
Operations Steering Committee (OSC) GNSO Council Operations Work Team  
02 September 2009 at 16:00 UTC**

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Participants on the Call:

Ray Fasset  
Wolf Ulrich Knobon  
Avri Doria  
Ron Andruff  
Robin Gross

Staff:

Julie Hedlund  
Gisella Gruber-White

Apologies:

Rob Hoggarth  
Eric Brunner-Williams

Coordinator: Excuse me, this is the operator, this conference is now being recorded.  
Please go ahead.

Gisella Gruber-White: Thank you. Ray, would you like me to do a quick roll call now that they've started the recording?

Ray Fassett: Yes, please.

Gisella Gruber-White: Good morning, good afternoon to everyone on today's call we have Avri Doria, Ron Andruff, Wolf-Ulrich Knobon, Robin Gross, Ray Fassett and from staff we have Julie Hedlund, myself, Gisella Gruber-White, apologies, we

have Eric Brunner-Williams and Rob Hoggarth. And if I can just remind everyone please to state their names when speaking for transcription purposes. Thank you.

Ray Fassett: Okay. This is Ray Fassett. Thanks for everybody joining the call. And I was a few minutes late. There may have been some preliminary discussion on the fact that a new document has been circulated with a new format based on our last call. Julie have you already gone into a bit of description of that?

Julie Hedlund: I have not yet, Ray. I was waiting for you.

Ray Fassett: Okay.

Julie Hedlund: But I'm happy to describe the documents. And I had asked if everybody has the most recent version and I know that Wolf had sent around his - the version with his edits and that is the most recent version with his initials, W.U.K., and edits at the end of the title.

And the difference with the document is that the - it's start - the original is the, you know, the existing operating procedures, where we have deleted material, that material - that text is stricken, is shown as stricken with lines through it. New text is shown in red. And then edits by Ray and Wolf are indicated as various highlighted colors as tract changes. And some will have comments associated with them if you have the comments turned on. I think that's it, but I'm happy to answer any questions on the format.

Ray Fassett: Okay, thank you, Julie. And as a quick summary, part of this from a blocking and tackling standpoint is, you know, when we feel appropriate these - this document needs to go to the OSC for its review and feedback. So it becomes what documents are we sending?

And what we de - what we talked about last week, and I think reached a rough consensus on how to do this, was we would of course send a clean

version, if you will, to the OSC. In addition we would send a version that could quickly show the reader what the old rules of procedures were and then the new rules of procedures. That's the document basically that we're looking at now, this format.

And then a third version would be all - the document that has a lot of the history. In case somebody wants to really go back and look at - somebody at the OSC or other wants to go back and look at, well, how did that change happen, what was the discussion, that third document is more of a historical way to do that.

But we anticipate it's this format that we're looking at now that shows the old and then the new is what we think is the most efficient way for someone to review this to understand what the new rules and procedures are that we're recommending.

So with that said, you know, a plan of attack here, unless others object, is to use this document that I have titled GNSO Council Operating Procedures, Revised, 09/08/31-Ray-WK edits.doc as are - as the document we'll use today.

Avri Doria: This is Avri. Can I make one comment on the - on that document?

Ray Fassett: Yes.

Avri Doria: I appreciate and I thank whoever cut the thing I had put in on the method - the possible method for electing a chair in. One thing I noticed is it was put in as if it were generic for both chair and vice chair and I had only thought it through for chair. So if I was looking at the numbering now as opposed to C, D, et cetera, it would really be A1, A2, A3. And so I think some of the confusions that came out where reading it as if it applied to both whereas it really only applied to chair.

Julie Hedlund: Avri this is Julie and I'm sorry, I pasted that in and you're absolutely...

((Crosstalk))

Avri Doria: That is...

((Crosstalk))

Julie Hedlund: ...I shouldn't have done it that way. And thanks so much for clarifying that. I'll make sure we correct that, you know, in whatever...

Avri Doria: Okay, thanks. I just didn't understand where some confusions were coming from and then I figured it out. And thank you for cutting me in. I wasn't specific about where to cut it in, because I had just sent it as a proposal, but I thank you.

Julie Hedlund: No, thank you very much, Avri.

Ray Fassett: Okay, so this document has - that Julie sent around this morning and then I provided some edits and then Wolf provided some edits, as a plan of attack for this call do we want to just go through each of the sections, if anybody has any comments going all the way up to background and organization. Obviously if there aren't any comments, we'll fly through that section really quick. Do we want to start and attack this document today that way?

Ron Andruff: Agreed.

Wolf-Ulrich Knoben: Yes, agreed.

Ray Fassett: Thank you, Ron. So let's just go ahead and jump in. So we have, you know, the first - number 1 is background and organization. I don't have any edits to what it says now. Okay. Moving on, number 2, anybody offer any edits to number 2?

Julie Hedlund: Ray, this is Julie, perhaps I should explain, for those who haven't been following this whole process, that what I have done and what is different from the way the old operating procedures were written is the old operating procedures had language that appeared both in the procedures, as I understand it, both in the procedures as well as in the bylaws.

But in order to avoid confusion what we're doing in this document is where language appears in the bylaws we're simply referencing the bylaws. And there'll be, I think, in an ultimate, you know, version live links to that material and also perhaps an appendix that lists that material with links to that appendix.

But the idea is to avoid confusion between where text appears. So if it appears in the bylaws, that's the only place it will be. At least that's our proposal. And if it appears in the operating procedures then that's the only place it will be. And for places where the text appears in the bylaws, it's referenced accordingly.

Ray Fassett: Okay, yeah. That's a good clarification. So does everybody understand that? Instead of repeating language from the bylaws, we're simply citing the bylaws where appropriate in the Rules of Procedure.

Ron Andruff: Understood.

Ray Fassett: Okay. So that again - so when we look at number 2, that's exactly what we're doing. We're citing where the original text outlines, you know, a 2.2, a 2.3, a 2.4, these areas are actually baked into the bylaws so we're just saying there see ICANN Bylaws, Article 10, Section 3, that speaks to this existing Rules of Procedure that we're working with.

Man: (Unintelligible).

Ray Fassett: Okay. So I don't see any changes - I don't offer any changes to number 2. If we move on to number 3, the heading is GNSO Council. You'll see a new 3.1.1 which speaks to the policy development process where again this is baked into the ICANN Bylaws very specific so we cited it.

Now Julie just a point of clarification back to you, when we say - when we cite the bylaws, are we citing the existing bylaws or are we citing the proposed revisions to the bylaws?

Julie Hedlund: We're citing the bylaws as they were - the bylaw amendments - the bylaws as they were amended and approved by the Board at their meeting last Thursday.

Ray Fassett: Okay, so it's safe to say that every time we say see ICANN bylaws it's the existing bylaws or the approved revisions.

Julie Hedlund: It's...

Ray Fassett: Okay.

Julie Hedlund: ...the existing bylaws with the approved amendments.

Ray Fassett: Okay.

Julie Hedlund: And that's a very important point, Ray, and I'm glad that you've mentioned that because the - it is - there are a large number of amendments and a lot - and those amendments have driven a lot of the changes in these procedures. So these are referencing the bylaws as amended and as approved by the Board. They wouldn't actually make sense if they were, you know, referencing the bylaws prior to the amendments in many cases.

Ray Fassett: Okay. So that's kind of a new benefit for us because up till now, up till the last board meeting, we really weren't able to make that statement. We were

presupposing the amendments that were going to be approved and incorporating them that way. So but today we can say that these are the existing bylaws with the approved amendments. Is that right?

Julie Hedlund: Ray, that's my understanding, yeah.

Ray Fassett: Okay.

Julie Hedlund: Yeah.

Avri Doria: This is Avri, I might add none of us have actually seen those yet.

Julie Hedlund: Avri, this is Julie, you're quite correct.

Ray Fassett: Okay.

Avri Doria: I mean, I guess you guys have seen them, but we're still waiting them to be vetted by the legal folks.

Julie Hedlund: Avri, yeah, this is Julie, that's correct. And really actually what I am operating with here is what appeared in the public comment period. So I will, of course, amend this as necessary when that, you know, final version comes out.

Ray Fassett: Right, okay, very good point. I mean, and I think we can all appreciate how tricky this is. You know, we've got a few moving targets out there, that's why this has been a rather tricky project. So thank you, Julie, for all your work on that.

So we have - moving on to - I don't have any changes to 3.1.1 to offer. On 3.1.2 I had a minor change where the heading said GNSO Committees, Tasks - and Taskforces and Working Groups. We have to be clear, I don't know, we have to be careful because I think the term task - taskforces has a specific meaning versus working groups, so I think we're looking here to

catch all the potential types of groups, whether it's a taskforce or working group or a work team.

Wolf-Ulrich Knoben: Ray, it's Wolf speaking. So I'm asking myself whether this is not a task for this - for the other (unintelligible) from the PPSC (unintelligible) we (unintelligible). They have team which still is working through model and maybe they will come up with some definitions or.

Ray Fassett: Yeah, yeah, right. So on - so for now since we don't really have those definitions, we don't have one term that catches all, that catches a taskforce, catches a working group. Just to be clear, we're not limiting 3.1.2 to taskforces, we're not limiting it to working groups, we're really trying to - the spirit of this is try to catch all formations of groups and all we're trying to articulate to the OSC is...

Wolf-Ulrich Knoben: Okay.

Ray Fassett: And the term taskforce, I think, if I'm understanding it right, could end up going away with the bylaws amendments or revisions. I'm not sure about that but I think it could. So...

((Crosstalk))

Avri Doria: Ray, this is Avri...

((Crosstalk))

Ray Fassett: ...we don't want to limit it - yes, Avri?

Avri Doria: The taskforces make way after there's amendments of the bylaws based on what the PDP group is coming out with.

Ray Fassett: Yeah.



Avri Doria: In terms of the bylaws as amended the other day, taskforces still exist in it. The changes as far as I understand that were made to the PDP was just to change the voting threshold based on the bicameral house and it will be when the PDP group makes its recommendations and they get sent forward, the changes, that the bylaws would change on that. So there's no real change at the moment. Taskforces will still exist at the time that this document goes through.

Ray Fassett: Okay. So does anybody have a problem with just expanding that so it's understood it means taskforces, working groups, work teams, et cetera? I didn't put et cetera in there, but I...

Avri Doria: I have a - just one small one is that nowhere in the bylaws is the form of a working group or working team defined.

Ray Fassett: Yeah. So those will be defined as Wolf was saying to the - to - in the PPSC groups and then eventually something will have to get attached here. But at the moment those are still very ad hoc. What's defined in the bylaws are committees as a whole and taskforces and work teams are something that committees as a whole create at the moment. Sorry about that confusion, but...

((Crosstalk))

Ray Fassett: No, that's okay. Again, that's what makes this tricky. I think we can predict that in the future there will be some definitions wherever it comes from with working groups and work teams. So we're just trying to guess that at this point by - so it doesn't look later that we limited what we're discussing here just to taskforces, for example.

And as we move down into the document we'll see this come up again. So for now why don't we just leave that as is and - because we're going to be

circling back to this again, I think. And then we'll just kind of make a global decision on how to do it. Does that make sense?

Ron Andruff: That's fine.

Ray Fassett: So we don't get too bogged down here. Okay. Section 3.1.3, again, I don't have any edits to that. Anybody?

Man: Nope.

Ray Fassett: Okay, 3.2, I don't offer any. Anybody?

Man: No.

Ray Fassett: All right, 3.3, none for me. Anybody? Okay, 3.4. I don't have any change there. Okay, so 3.5 is - now this is a section that we did spend a lot of time on. It's a short, but sometimes that's - requires a lot of time. And I don't offer any changes to that.

Man: No.

Ray Fassett: Okay. Now...

Avri Doria: Ah...

Ray Fassett: Yes.

Avri Doria: Can I ask a question?

Ray Fassett: Yes, please.

Avri Doria: This is Avri again. It says majority of voting members. Would that need to be majority of voting members in each house?

Ray Fassett: No, we - I - hold on...

((Crosstalk))

Avri Doria: Okay.

((Crosstalk))

Ray Fassett: We talked about that. A quorum is majority of voting members...

Man: No.

Ray Fassett: No. No, because we - I think we decided that it was okay to, you know, discuss business, but when it came to an action of a vote or some formal action, then that's when you put in that threshold of...

Avri Doria: Oh, I see. Okay, I understand.

Ray Fassett: Yeah. That's okay. So on 3.6, in looking at that again, I did offer a change here. It didn't make sense to me that the part that says, you know, "...except as otherwise specified in GNSO Council operating procedures and the ICANN bylaws," that just didn't make sense to me. So it - for me to have it make sense I - you can see there I deleted so it reads, "...except as otherwise specified in the ICANN bylaws."

Man: Yeah.

Ray Fassett: I think that's clear. Less words.

Man: Yes.

Ron Andruff: The only question, Ray, this is Ron, the only question there is that is - has this now - have you read in the bylaws that we have addressed this. Because if it's not we should - might point to the council operating procedures because we have a voting discussion later down - later on in this section. Yeah, in (unintelligible) in Section 4 and then we start talking about voting.

So I just want to make sure, you know, I'm just wondering if it's not - if it - it might look a little wordy, but the fact is if it's not redundant than we should probably leave it in. It's only if we all agree that it's a redundant statement we should take it out.

Ray Fassett: Yeah, that's kind of where I fell was a redundant statement. And what got me looking at it really was one simple word 'and' where it says, "...the GNSO Council operating procedures and the ICANN bylaws," if anything that should change to 'or'. So then I started to look at it from that perspective and then though that the quickest way or the most efficient way to solve any ambiguity or confusion would be - just be to take out that sentence. I thought it was redundant. That's my point.

Wolf-Ulrich Knoben: Ray, so it's Wolf speaking. So I think if you compare 3.5 and 3.6 right now, it means - it seems to me that 3.5 now is, you know, derived from 3.6 means that at the time of the vote there must be a quorum and the majority of voting members of both houses. You know, if you - if voting - in 3.6, you know, any other voting action requires a simple majority vote of each house, is what it means. The quorum must be - must (have) contain the majority of each house.

Ray Fassett: Yeah, at a time of a vote that - no, the quorum, yeah, you would have to have the quorum that equals the ability to vote. Is that your point?

Wolf-Ulrich Knoben: You know, then there was the question - Avri's question before, you know, was, you know, the - if a - whether a quorum is the majority of voting members of each house. So I think it is if you read votes, 3.6, because 3.6

points out, okay, any voting action requires a simple majority of vote - majority vote of each house.

So, you know what I mean that - I mean, we could include it in the 3.5 itself so that there is no question. Because, you know, if you have a quorum only with the voting members, not with each house, then you can't vote because for the voting you need majority of both houses.

Ray Fassett: Right. I think that was by design. I'm not...

Julie Hedlund: Ray, this is Julie. I - may I make a comment?

Ray Fassett: Yeah. Yeah, please.

Julie Hedlund: So if I understand what Wolf-Ulrich is saying, that if we are saying in order to have a vote we need a simple majority vote of each house, then I guess now it does raise a question to me why we wouldn't then also say under 3.5, quorum, that a quorum is a majority of voting members of each house.

Because if the idea is to have that you must have a quorum in order to have a vote, then wouldn't the quorum apply to the voting members of each house? And I guess I'm asking this question because I think you and I, Ray, had spoken at one time about a comment I think that (Chuck) had made about making sure that we are always referencing each house.

((Crosstalk))

Ray Fassett: Sure.

((Crosstalk))

Julie Hedlund: I didn't know if this was a place where we have to make sure that that's a reference that's there.

Ray Fassett: Yes, that was a good point. That was really coming from the OSC is for us to always keep in mind, you know, each house, each stakeholder group, the bicameral model as we move forward. So, yeah, so that was that.

But I think what we thought about here back in 3.5 was, you know, we didn't - we wanted to mitigate against the chance that people purposefully do not join into the meetings. And therefore those that do join the meetings can't - they can't even have a meeting, you know, which is different than voting.

Wolf-Ulrich Knoben: Yes, that's right.

Ray Fassett: Yeah. So we didn't want to put the high threshold of just simply being able to have a conference meeting or a meeting by having such a high threshold of requiring a majority of each house to attend.

Wolf-Ulrich Knoben: Yes. But, you know, sorry, it is Wolf speaking. So, you know, 3.5 for somebody who reads the first time 3.5, he's of the opinion by reading the last sentence, "At the time of the vote there must be a quorum," that does this mean...

Ron Andruff: No.

Wolf-Ulrich Knoben: Okay. If it comes to voting then this quorum which...

Ron Andruff: No.

Wolf-Ulrich Knoben: ...which is enough for initiating a meeting is also enough for voting. And that's not the case. You know, we have different quorums. The one is for initiating a meeting, it's just a - to start the meeting, well, it is just having a majority of members and starting voting is a different quorum.

Ron Andruff: No, Wolf-Ulrich, it's not - I don't - that's no how I - I think the logic behind that discussion was more along the lines of establishing a quorum to start a meeting. If someone left the meeting and there was no longer a quorum, no vote could be taken. So the logic on that - the phraseology can use some wordsmithing, but the logic was that a quorum had to be present to start a meeting. Then if the quorum was not present for a vote during that meeting, no vote would be taken. That would be moved over to the next meeting.

Wolf-Ulrich Knoben: And then if it comes - when it comes to voting then we will see according to 3.6.

Ron Andruff: Yeah, and I think - but I think when, you know, that the words - what jumps out at me at the statement is that each stakeholder group. I don't know if we define anywhere in here what a stakeholder group is and that's - and I don't - we've always talked the houses and each side of the house and so forth, so maybe there can be some clean up there that might clarify that.

Ray Fassett: That's a good point, Ron, because I think where it does define stakeholder groups and stuff like that is when we reference the bylaws.

Ron Andruff: Yeah.

Ray Fassett: You know.

Ron Andruff: Yeah, and that's my point. So the language that we used to have in the operating procedures is no longer there. So we may want to put in a word of definition there of what a stakeholder group is or just move it to the draft to have enough people from both houses present to form that quorum.

Ray Fassett: Okay.

Ron Andruff: In this new document. Now because we've struck - we've basically stricken all of the definitions that we might have had in the past.

Wolf-Ulrich Knoblen: I think it's a little bit misleading me because we - at the time of the vote there must be a quorum only means, okay, the quorum regarding the attendance of the meeting, but the voting is different for that, I understand that.

Ray Fassett: Well, would it be helpful if we deleted that last - that sentence?

Ron Andruff: Well, or you said where - whenever a vote is taken there must be a quorum.

Wolf-Ulrich Knoblen: Yeah.

Ray Fassett: Okay.

Wolf-Ulrich Knoblen: Okay.

Avri Doria: Which is by the way, this is Avri, which is by the way a higher standard than we currently have. Currently we have you have to have a quorum to start, but if people fall off you can still initiate a vote and then some votes get the absentee treatment. But that's a much stronger - a stronger requirement than we currently have.

Ray Fassett: Okay. And based on your experience, what is your opinion of that? Fair or unfair question?

Avri Doria: It's definitely a fair question. I don't really know.

((Crosstalk))

Ray Fassett: Okay...

((Crosstalk))



Avri Doria: Because I never had to worry about do I still have a quorum to start the vote, I haven't paid close, you know, near statistical attention to, oh, so and so left, I can no - start a vote, because I can't...

Ron Andruff: I hate to punt this off to the OSC but I think that's where - we're a working team. So I don't think - I think we have to get close on this thing and to a place where we have some general comfort and then move it over to the other bodies. And then ultimately the new council is going to have to ratify all of this. So, you know, I think there will be more dialogue on it. I don't know if we - spending more time on it are actually going to resolve anything.

But I think it's important here that we just clarify that language a little bit about stakeholder group and say - make a note that wherever a vote's taken there's a quorum. Now if the new council finds this unwieldy, it just doesn't work, or there's some absentee balloting system they want to impose, that's fine. As a work team we're just suggesting this might be a better way forward.

Ray Fassett: Okay. Fair enough. Any other comments on these two sections, 3.5, 3.6?

Julie Hedlund: Well, Ray, this is Julie, are there specific changes I should be noting in the document? I heard a couple of suggestions, but it wasn't clear to me what the final judgment...

Ray Fassett: Oh, I thought there was consensus on changing the last sentence of 3.5 to where, you know, whenever there - wherever the time for a vote or whenever the time for a vote.

Ron Andruff: Whenever a vote is taken, that kind of thing.

((Crosstalk))

Julie Hedlund: Yeah, that's what I was wondering.

Ron Andruff: Yeah, that's - there must be a quorum.

Julie Hedlund: Whenever a vote is taken there must be a quorum.

Ron Andruff: Right. Then the other thing, chair, was the issue of stakeholder group. Do we want to define it or do we want to change stakeholder group...

Ray Fassett: Well...

Ron Andruff: ...to say something else?

Ray Fassett: Well, I don't want to change it. And if we go down the path of defining it now we're repeating the bylaws and then every time the bylaws...

Ron Andruff: Well it's just a short, short repeat. Because right now unfortunately there's nothing to say what a stakeholder group is in this operating procedures document that I'm aware of. If there is then fine I can step - I'll step back from this (process).

Ray Fassett: Well, it's a matter of, you know, how you view that. It's defined by a link, right. It's defined by a link to the appropriate section of the ICANN bylaws.

Ron Andruff: Oh, that's fine. That's fine. That will do it. As long as that - and then maybe we want to put a little square brackets around there saying this should be linked to something.

Julie Hedlund: Yeah, this is Julie, that's a great idea. Why don't I indicate that this will be a live link so that when you click on stakeholder groups then you'll get to the appropriate part of the bylaws that...

Ron Andruff: And note that, Julie, because we're going to hand the document off...

((Crosstalk))

Julie Hedlund: Exactly and I'll note it.

((Crosstalk))

Ron Andruff: ...and people won't have the benefit of having heard this discussion.

Julie Hedlund: Right. Thanks, Ron. This is Julie, I'll go ahead and make that note right there - right now.

Ray Fassett: Okay, and then we did - did we get to resolution on 3.6 on my thought of deleting GNSO Council operating procedures and just leaving it as, "...except as otherwise specified in the ICANN bylaws."

Ron Andruff: For myself, Ray, I would be more happy with your second suggestion, "GNSO Council operating procedures or ICANN bylaws." That way we kind of covered the waterfront.

Ray Fassett: Okay. I'm comfortable with that. Anybody else? All right, Julie could you do that one? Just change 'and' to 'or'.

Julie Hedlund: So noted. This is Julie, I'll take care of it.

Ray Fassett: Okay. All right so now we're basically into the Section 4.1, selection of the council chair and this is kind of all new to me coming in. Thank you, Avri, for contributing this. Have - do we have any discussion on this part?

Ron Andruff: Question...

Ray Fassett: Yeah, and before I go on, I know Avri's already pointed out that, you know, it applies to vice chair as well as chair or some clarification of that has to be done yet. All right, Ron, go ahead.

Woman: Right.

Ron Andruff: My question was simply that this is language to replace what was 4.1, is that a correct understanding? 4.1 has been deleted out? Below? And this language is replacing it. Just right above 4.3, meeting schedules.

Julie Hedlund: Ray and Ron, this is Julie, yes, this is replacing language that was there.

Ron Andruff: Okay, so that was - that's all we had then with regards to the selection of chair. And Avri's introduced this other weighted voting language to clar - to keep us in line with the two houses, correct?

Julie Hedlund: Well the - Ron, this is Julie. The part that Avri added was an expansion on - and this is the way, and, Avri, please correct me if I'm wrong, the language Avri added pertains to 4.1 A, "The GNSO chair shall be elected by a 60% vote of both houses," and then the - it begins with, "All ballots will include the 'none of the above' option," at...

((Crosstalk))

Ron Andruff: So that's the block and blue text?

Julie Hedlund: Right.

Ron Andruff: Okay.

Julie Hedlund: Exactly. And then but what was there previously, the A and - it was A and B, you know, "Each house shall be" with "Each house shall select a vice chair via a 60% vote within each house," and then it followed, "The chair and vice chair may not be elected," et cetera. That was language that this work team had agreed on, you know, to replace the language that was originally there.

Ron Andruff: And Avri if maybe you can help on this one, and the 'none of the above' option, can you just kind of just help define that a little better? So I can understand what 'none of the above' means.

((Crosstalk))

Avri Doria: Okay, yeah. Right. Let me give a little bit more background. First of all, one of the things that came out of the Board was a specific request to the council that we define what happened if somebody didn't win on a first ballot. So therefore this is actually meeting a requirement. They had no such requirement for vice chair. Maybe they didn't really care. But they really wanted to know a full and complete process for how one elects a chair.

Now one of the things that we've had, for example, in the last election that I won as chair I was a single candidate and there was vote for Avri or vote not Avri, so not Avri could have well won. And then, you know, we would have had to hold a new election, because I would have lost against...

((Crosstalk))

Ron Andruff: So that's the 'none of the above' then, the not Avri?

Avri Doria: So the 'none of the above' option it's certainly been a practice that whenever there's one candidate at least there's the option - you don't have to just vote for that candidate or abstain, you can vote or not that candidate.

Ron Andruff: Got it.

Avri Doria: And so that's been there for a while. The - in putting together this and as I said, this was just a, you know, suggestion of mine for how to deal with our requirement of defining a process. So the issue was if we have more than two, then we start here.

Now my suggestion for adding 'none of the above' from the beginning is if really everybody hates all of the candidates and 'none of the above' gets a full 60% of each house, well then we know that we're in trouble, and why should we go through successive, you know, ballots to find out at the end of three ballots that everybody hates everybody.

Ron Andruff: Right.

Avri Doria: So that was a reason that if 'none of the above' makes sense when candidates equal one, it actually makes sense. But as I say, this is a recommendation from me, it's got no weight and it's something I believe in personally that we should always be able to vote for 'none of the above'. But it's purely - it's in practice as I say it's been there for n equal one.

Ron Andruff: And one last question, thank you for that, one last question was the minimal election interval. Is there established a minimal election interval now?

Avri Doria: No.

Ron Andruff: No.

Avri Doria: No, and it - but now it's a simple majority basically of - it's a simple majority of the weighted vote in the council now. So by and large once you got down to that - it should - we could have gotten to the point of Avri against 'none of the above', 'none of the above' wins, and then what do we do?

We don't have that and we don't have the interval. So there doesn't need to be an interval.

There is no bylaw requirement that there be an interval.

There was a discussion as part of - I think it was in the restructuring drafting team that we had of do we think it's reasonable to go into an immediate other election right away. And one of the reasons that there was a thought that said well, we might not need to, is because we have a bylaw that defined that two vice chairs act as co-chairs until such time as a chair is elected.

So since there was a bylaw provision for what we did if you couldn't elect a chair, you know, just the thought of let's give it time, let's see how new leadership evolves, and then no one defined what that minimum time was and the discussion went anywhere from, you know, one month to one quarter.

Ron Andruff: Thank you.

Wolf-Ulrich Knochen: Avri, so it's Wolf speaking, I have a question there since - I commented so I - I can't - it seemed to me very overly complicated though because such - this was such a procedure. But I had to understand what's going on. And so the question for me is the 'none of the above' option, so I understand right now, but I'm asking myself again, why is it necessary to have such an option, because we have other options. We have the option of voting yes or voting against the candidate or (unintelligible) abstaining from vote or certain is not - even not participating in voting. So what is really the difference in that? What is...

Avri Doria: Okay, yeah. And as I say, this is - there's two parts to this. One is when candidates - when there's only one candidate it has been the practice. So that's - and it's nec - it's not necessary at all. In current practice when there's only one candidate, it's just been the practice to put it there.

The rest of this is purely my personal opinion. I believe that by saying, yes, you have other options, you can choose not to vote, or you can choose to abstain is indeed true, I do believe there is certain power in being able to vote I think they're all a terrible idea and we have to rethink this.

And so as I say in the case of n equals one, it's practice. In the case of others, it's purely my personal recommendation that it's a strong statement saying, you know, all the people that got nominated, all the people that put themselves forward, none of them pleases us. Because the idea that you're

going to get 60% of each house to vote 'none of the above' is a very serious threshold that you would only meet in a really sort of bad case.

The reason I thought it was a good idea, again just for personal preference, is if at the beginning of an election you've got three candidates, now obviously none of them is going to get 60% unless one is so favored. But by and large you're not going to have somebody that's going to win when there's an n equals three situation. So that means you're going to have to go through what you said was a complex set of ballots, but I think anything that has a comp - you know, that has a possibility that nobody wins in the first one is going to have some complexity and it's going to have a succession of ballots.

Wolf-Ulrich Knoben: All right.

Avri Doria: But why go through that succession of ballots if, you know, 60% of each house says, "We don't want any of them."

Wolf-Ulrich Knoben: Okay.

Avri Doria: So that's my reasoning as I said. Only the n equals one case is current tradition. And as I say, so in my last election I ran against 'none of the above'.

Ray Fassett: Did you win?

Avri Doria: Yes I did.

Ray Fassett: That's good.

Robin Gross: This is Robin. Can I get in the queue on this?

Ray Fassett: Yeah, Robin, go ahead please, you're up.



Robin Gross: Yeah, I think it's a good idea to extend that practice to all the elections. And I think the reason why is because it kind of - it sort of incentivizes stakeholders early on to try to find candidates that are acceptable to those outside of their own immediate constituency or stakeholder group. So I think by having that on there as always a possibility, it provides a certain incentive to find candidates that really kind of reach across boundaries and can help build consensus in the long run.

Ray Fassett: Well, this is Ray. I'm not against it. I'm hearing more for than against. Any other comments on this?

Wolf-Ulrich Knoben: So, Wolf speaking, so the - under D so in case if you have more than two candidates, that means with three candidates for example. So after the first ballot then the two candidates which fail the majority of the - body - the highest (let me) say the voting number, and they will be - they will not have a chance for a second time, is it...

((Crosstalk))

Avri Doria: I didn't understand the question.

Wolf-Ulrich Knoben: Pardon me?

Avri Doria: Yeah, this is Avri, I didn't understand the question.

Wolf-Ulrich Knoben: Well, the question was, you know, if in case you have three candidates, so I understand after the first balloting you count the votes for each candidate and the one that's the highest votes shall then be voted again against...

((Crosstalk))

Avri Doria: Yes, a standard run off. Yes. Yeah, that would be a standard run off. And even if you had seven candidates, at the end of the first round if no one

managed to win, you know, 60% of each - I mean, if somebody manages to win 60% of each house it's over. I mean, of both houses, it's over. But if you have seven candidates or three candidates, if no one can - then you take the top two and you have a run off. If at the run off one of them gets 60% of each house, great, you've got a winner.

There's still a possibility that one of them gets 60% of one house and 40% of the other and the other one gets, you know, 70% and 30 or some such number. So at that point you can tell that one of them is ahead, but one of them has still not crossed the threshold of 60% of each house. It's just the way, you know, the exercise could go. So you could have somebody that wins in one house, somebody that wins in the other. Now if they're even, you know, you've got a problem. I'm not sure I covered that. But if they're not even and you can tell which one is ahead...

Wolf-Ulrich Knoben: Yeah.

Avri Doria: Then that one stands alone against a 'none of the above' and the house that didn't vote for them has to consider it.

Wolf-Ulrich Knoben: Okay. But to understand, why do you have them a third balloting. So you are (providing) a third balloting. So I understand it only with the second voting when you have voting between the none of the above and the leader, isn't it?

Avri Doria: Well, that - that's - the third ballot is in the case of nobody has gotten 60% of both houses, but one has gotten better than the other. So then it's - that person still has not won. That person has still not met the bylaws threshold that says a chair is elected by 60% of each household. Or the threshold we've got here. So it's saying that to be chair you have to have 60% of both houses.

It's possible that when you do that run off, you still won't get there. You might have one that wins one house and one that wins the other. If one of them is

definitely ahead, for example, you get, you know, 70%, 30% in one house and you only get 40, 60 in the other and so on, so you can tell that one of them is ahead. But neither one of them has crossed the threshold. That's when you have the singleton election.

Ray Fassett: And that formalizes then the 60% in theory. I mean, either they're not going to make it by people voting 'none of the above' or they are going to make it and then you've met the bylaw requirements.

Avri Doria: Exactly.

Ray Fassett: All right.

Avri Doria: Exactly.

Ray Fassett: That makes logical sense to me. Is there any other comment on that?

Ron Andruff: I would add a statement, Ray.

Ray Fassett: Yeah please, Ron, go ahead.

Ron Andruff: Pardon me, the definition of who is ahead...

Ray Fassett: Yeah.

Ron Andruff: ...would have to be specified that they were leading in both houses. Because the examples that Avri used 70, 30 in one and the other 60, 40, I couldn't tell which one would be ahead in that case, because one has achieved 60%, the other's achieved 60%. But one has achieved 40 in one house and the other has achieved 30 in the other house, that to me would be the one ahead. But you could argue, no the guy with 70%, he's ahead.

Ray Fassett: Yeah.

Ron Andruff: So, we - I think that we just have to, if we're going to go this way, we have to be very clear about the language and I'm going to let Julie try to wrestle with this to come back - I would suggest we let her wrestle with it to come back with some language on it. But basically what we're trying to say here is that there are a number of permutations that could happen. We're going to try to spell out what those are, but then we have to be very clear about what things like ahead mean.

Ray Fassett: Yeah.

Ron Andruff: So the other thing I would add is on number - on D it says in case there are more than - actually there's a - well you have to do a replacement we're actually writing the T-H-E-N here throughout this document, it should be T-H-A-N.

Ray Fassett: Right, okay.

Woman: Yeah, that's (unintelligible).

Ron Andruff: A friendly amendment. But in the case that - maybe rather saying, "In case there are more than two candidates," maybe we should say, "In case there are three or more candidates and no candidate reaches..." it just makes it a little clearer. It sounds almost redundant the statement I just made, but it - there is more clarity in it. "In case there are three or more candidates and no candidate reaches a 60% then the run-off ballot will be held between the leading two."

Ray Fassett: Well, I think that's clearer, Ron. I like it.

Avri Doria: Okay. Yeah. I have to confess, this is Avri again. I originally wrote this as almost (unintelligible) if - and it's greater than two then, you know...

Ron Andruff: Yeah.

Avri Doria: ...with an arrow. So I wrote that and I just translated it for - but yes yours is much clearer.

Ray Fassett: Yeah, I think those are good point, Ron. I think there does need to be, you know, we can't be so ambiguous on what does it mean to be the leader or what does it mean to be ahead. Julie, do you think you can tackle that one so we don't spend a lot of time now trying to figure that out?

Julie Hedlund: Ray, yeah, this is Julie, just one initial suggestion in looking at this that I would make is for instance where it says, "A run-off ballot will be held between the two leading candidates," I would suggest, "A run-off ballot will be held between the two candidates leading in both houses."

Ron Andruff: Exactly. That's the kind of stuff I'm looking for, Julie.

Ray Fassett: Yeah, yeah, exactly.

Avri Doria: Can I ask a question? This is Avri. Can I ask a question on that in principal? If - what if you have someone who is leading by a lot in one house and only behind by a little in another house? Now theoretically if you add those percentages together that person is ahead even though they're only ahead in one house. And so I'm wondering why the leader needs to be ahead in both houses.

Ron Andruff: Well, my kneejerk response to that, Avri, is that, you know, in the case of the contracted parties, they've got someone they want to have put forward. And because they've got double-weighted voting and they've got this and that, all the rest of us over in the non-contracted parties house kind of get left holding, you know, standing there saying well what happened. You know, again, you know, we've lost out on the vote kind of thing. There's a lot of...

((Crosstalk))

Avri Doria: Yes, but...

((Crosstalk))

Ron Andruff: ...lot of discomfort in the non-contracted parties house right now that, you know, there's a lot of changes, a lot of seats being moved around, votes being moved around and so forth, so people are feeling a little powerless. And we don't want to exacerbate that circumstance.

Avri Doria: Okay, this is Avri. I didn't - I thought because it was dealing in percentages there was no double weighting anymore. Yes...

((Crosstalk))

Ron Andruff: No, there isn't.

((Crosstalk))

Avri Doria: Yes, it took fewer people to make the percentage, but percentages was the sort of paralyzing - not paralyzing - parallelizing factor. But, okay, I'm not going to argue, I was just trying to understand.

Ray Fassett: Okay. Julie, are you feeling steady here to try and tackle this one?

Julie Hedlund: I guess I do have a question, Ray, really...

Ray Fassett: Yeah.

Julie Hedlund: ...so we are then trying to seek language to define what we mean by leading here? Or do we want to just say leading in both houses. I mean, because to

me it - are we trying to say that leading means that you have, you know, we're going to set a number to that? I guess that's my question.

Ron Andruff: I don't think we can deal in absolutes here at all. I don't think there's any possibility of that because one never knows what's going to happen on any vote.

Julie Hedlund: Yeah, I mean...

Ron Andruff: So I think, Julie, you know, here - my position on this is, you know, if we just - if we go back and just give some thought to this and see how it makes sense to you to bring that forward and then we'll wrestle with that one next week. But I'd rather than us try to wordsmith it right now, but I think the answer is - the answer is to this question is once you think about it quietly without all of us talking in your ear, you're going to come up with something that feels right and you'll put it forward. And then we'll debate it next week.

Julie Hedlund: Okay, Ron. This is Julie. You've got a lot of confidence in me and I appreciate that.

Ron Andruff: Well, I've worked with you for a while on this project...

((Crosstalk))

Julie Hedlund: I'm not entirely sure, but...

((Crosstalk))

Ron Andruff: ...you've always delivered.

((Crosstalk))

Julie Hedlund: What I'll do is I'll get together with Rob and some of the other staff and see if there's a way we can parse this out without being too absolute. My concern is that if we start defining leading, the word leading, in numerical terms then it might make us very complicated...

((Crosstalk))

Ron Andruff: Agreed, agreed. Absolutely.

Ray Fassett: Okay, so that's the point we're tussling with and I think that's a good idea, Julie, is to talk to Rob and some other resources that you have at your disposal to raise the point and maybe we don't have the resolution, but what - let's pick this one up again next week. And of course by email if you have suggestions.

Wolf-Ulrich Knoben: I just - it's (unintelligible) speaking, so in paragraph E, first line, you know, it should - it's written as certain already, but I think it's enough if you ballot will be held between the leader and the 'none of the above' because I don't understand is the third. For me it's the second, but it - but anyway, you know, if you're - leave it out so just say ballot will be held between the leader and 'none of the above' should be enough.

Ron Andruff: Well this, Wolf, is actually a cascading set of statements here. You know, so we're trying to spell out the cases. So first of all, you know, ballots will have 'none of the above' that's in C, just to clarify that there is another choice on the ballot. D specifies if there's three candidates or more.

And then E says that once we have those three candidates or more how we ran those two off to try to find how we go forward. And section E refers to if we haven't been able to resolve it that even then, then this third ballot will be between the leader and 'none of the above'.



So basically the second position is not a run off again, the second - whoever was in the second position no longer is in the race under section E. Because we've tried now twice to ballot, haven't found the solution, but the leader - there is one clear leader in the group, that leader is going to run off against 'none of the above' and if the group - and if everyone voting says we'd rather have 'none of the above' than him, then we're back into a whole new reelection.

Wolf-Ulrich Knoben: If that is the understanding of (unintelligible) ballots, so I was thinking in a, you know, in a timeframe, you know, what the first ballot, the second, and the other one regarding to chair election, so (unintelligible), but...

Ron Andruff: But - and that's how I read it. But then the other thing that you just brought up in your comment is the issue of the minimum election interval, like that there's going to be a period there. Maybe we want to work on that language also to say that a new election will reschedule within 14 days or some period. I think, Avri, you had a sense, if I followed your verbal and written communications, that there has to be a period of kind of cooling off and people to rethink which way they want to go.

((Crosstalk))

Avri Doria: That's not only my view, I think that's a view that came out in general conversations in the restructuring drafting team, that you couldn't - if you didn't manage to - and the whole bicameral thing is confusing and it's going to be hard to see how it really works.

But if we couldn't come out with someone (unintelligible), you know, it's almost like being in the, you know, College of Cardinals enclave. You're locked in a room for months until you come out with a winner. Perhaps that was it, but it was also felt that maybe some cooling off time was needed.

Ron Andruff: Well, I agree with that. I agree that there should be a period maybe where people take some time and step back from it. But I think better we define what that minimum election period might be.

Avri Doria: Oh, yeah, no, I did mean for somewhere there to be a definition of minimum election interval.

((Crosstalk))

Ron Andruff: Yeah...

((Crosstalk))

Avri Doria: ...I was just not defining it myself.

Ron Andruff: No, agreed. Understood. But I'm saying to the work team, we need to think about what that term might be. So maybe that's something we can give consideration to in this coming week and when Julie comes back with the language we might have hopefully ourselves given more thought to it and come back with something that we can suggest.

Chair, how would you like to go forward?

Ray Fassett: Sorry, I had my mute button on. Yeah, it's a good time to point out that the OSC needs this thing by the 17th of September. I mean, at the latest, you know, they need to take action on this in some respect. So, you know, today is the 2nd, you know, we really need to wrap it up I think next week. That's kind of what I'm identifying here. And then the sooner we can get it over to them, the better.

So I think we're still okay, yeah. We need some time to look at this. I think it's a good idea to define what the minimum election interval is. We could do it

right now. We could come up with a - we could say 14 days, come up with a placeholder number. What does the group feel?

Avri Doria: Fourteen days is less than one meeting interval. This is Avri. I think you want to give it at least one meeting interval.

Ray Fassett: Okay. So 30 days.

Man: All right.

Ray Fassett: Okay.

Ron Andruff: I think Avri's pointed out or someone's pointed out along the way here that the vice chairs will serve in the interim position so it's not like there's a void. So I think, you know, one meeting interval make - would make sense.

Ray Andruff: Okay. One meeting interval. We could even term it that way, I suppose. Okay. Are we comfortable with 30 days or one meeting interval?

Ron Andruff: Thirty days I think is a better...

((Crosstalk))

Ray Fassett: Yeah.

Ron Andruff: ...it just is more, it's clear, because people wouldn't understand what one meeting interval would be necessarily.

Ray Fassett: Yeah.

Avri Doria: Yeah, I tend - it's Avri, I apologize. I tend to be a soft word type and use variable names, but yeah.

Ray Fassett: Okay. So feeling a little more comfortable here, Julie, in crafting this?

Julie Hedlund: Yeah, and I'm putting that in now as I - in each place where minimum election interval is mentioned, following that I say, which shall be defined as 30 days.

Ray Fassett: Right. Okay. Anything more A through F? Going once. Okay. Paragraph right below it. You'll see I've offered this change. And I'm throwing this out there, I know we've talked about this, but in looking at this I think we - I feel a couple of fronts, well actually probably three fronts. One, the bylaws call for each house to elect the vice - the chair and the vice chair. I mean, that's pretty black and white.

The original language is saying that if a chair is coming from one house then the vice chair automatically comes from the nom - you know, from the nominating committee member appointee, so right there we're taking - we're changing the bylaws. You could look at it that way. Now it's not coming from - the chair and the vice chair are not coming from an election from each house, it's - we're changing that by defaulting it to a nominating committee appointee. So there's that level. So I looked at - thought about that.

The second thing is I think we might be confusing house with stakeholder group. So in trying to think this through, it seems what we're trying to really accomplish here is we don't want one stakeholder group having both a chair and vice chair position. You know, we don't want the registry constituency stakeholder group in the contracted party house to hold two out of those three positions for example. We want to guard against that.

But that's different than saying that the entire, you know, tri - or different than saying that if a registrar constituency is the chair, then the registrar constituency cannot have a vice chair. That to me is - I'm questioning that logic. And I - of course I can take this over to the non-contracted party house as well and come up with the same example.

So I think what we're really trying to avoid here is that we don't have a stakeholder group that has both the chair and a vice chair and if we just cover that bounds we then are still remain consistent that the chair and the vice chair will be elected by each house. So that's why I made the change. Any comments?

Ron Andruff: We have just a chair and a vice chair. There's not two vice chairs, is that correct? We're all clear on that one. As opposed to what's happening within the houses. So...

Ray Fassett: Right.

Ron Andruff: Okay.

Ray Fassett: Yeah, good point.

Ron Andruff: Okay.

Avri Doria: Hi, this is Avri. I think that this is a reasonable change. I think the way the text was before there was actually a question of, you know, whether it was problematic in terms of, you know, going against the bylaws which said the houses will elect it, or you had a default coming in from somewhere else which meant that it hadn't been the houses electing it, so there had been a question on whether that was even consistent with the bylaws.

And I know some people I talked to had been very resistant to the notion of an unelected (MTA), especially since we don't know whether it's the newest (MTA) that will be in the non-voting position or the oldest (MT) - I mean, the longest serving (MTA) that will be in the non-voting position. You could have somebody who has just been appointed to the council all of a sudden defaulted to a vice chair and so that had been mentioned by somebody as perhaps problematic. So I think it's a good change.

Ron Andruff: Ray, what I don't understand is the person shall retain his or her vote in that house. I'm not sure what that means. Could you perhaps just shed some light on that?

Ray Fassett: Yeah, I think the genesis on that one is just because you're the chair of the council or the vice chair doesn't mean you lose your vote inside your stakeholder group. So this being - it's - and I remember we talked about this so that we (unintelligible) like is that really necessary to say that...

Man: Yeah.

Ray Fassett: ...if you think that's, you know, obvious. But then I think where we landed at the time was, well, let's just state it to be clear. Now...

Ron Andruff: Well how else could the chair be elected? The chair or vice chair. They have to come from one of - one side of the house, don't they? I mean I...

Ray Fassett: Right.

Ron Andruff: ...as I understand it.

Man: Yes.

Ray Fassett: Yes.

Ron Andruff: So therefore, I mean, if the chair and the vice chair are coming from one of the houses, right, so the statement shouldn't say is - if the chair or vice chair is elected from one of the houses. It should - it is understood the vice chair or vice chair would be elected from one of the houses, but that person...

Ray Fassett: Yeah.

Ron Andruff: ...should - would not or shall return his or her vote in that house.

Ray Fassett: That's a good point, because you're right. Because the word if is in that sentence simply because of the sentence before it. So if you delete the sentence before it, you don't have to say if anymore.

Ron Andruff: Yeah.

Ray Fassett: Good point.

Ron Andruff: So, no, but it's - no, but it's fine. The chair or vice chair may not be elected from the same stakeholder group period. And then it should say that notwithstanding being the chair or vice chair, that person shall retain his or her vote in their respective house.

Julie Hedlund: Ray, this is Julie. Could I make a suggestion?

Ray Fassett: Yes.

Julie Hedlund: I - further to what Ron just said, I might suggest that we simply say, "The chair or vice chair shall retain his/her vote in his or her house."

((Crosstalk))

Ron Andruff: Or respective house - in their respective house.

((Crosstalk))

Julie Hedlund: In their respective house.

((Crosstalk))

Ron Andruff: ...the house they come from, whatever, something. Yeah, that makes sense, Julie.

Ray Fassett: Yeah.

Ron Andruff: Tighter.

Ray Fassett: Yeah. That's good. Okay.

Ron Andruff: So that clarifies that for me.

Ray Fassett: Yeah, thank you. Any other comments on that? If not, there's a paragraph right below it I think, Wolf, you have some comments on that?

Wolf-Ulrich Knoben: Yes. So (unintelligible) by reading the question, because in case the vice chair election shall fail in one house what happens then with regards to the chair in case no chair can be found. So that was my question here. You know what I mean.

So if you look for example for the - to the non-commercial parties house, so 60% means we need eight votes for one person to be selected as the vice chairman and there could be a situation that says (unintelligible) because commercial (unintelligible) has six votes, non-commercial they have (unintelligible) and there is one (MTA). So and that can be (unintelligible) only one vice chair maybe from the other house. And the question is whether this vice chair could act as a chair in case nothing selected. That's the question.

Ray Fassett: Okay, the point of order I made - I don't know if it's just me or not, but Wolf you are coming across not as - not with clarity. There's a garbled - garbled line.

((Crosstalk))

Man: Yeah, the line is garbled, yeah.

((Crosstalk))



Ray Fassett: Yes. Yeah. So that might be causing why I'm not picking up the question exactly. Did anybody else pick up the question or the point?

Ron Andruff: Well, if I understand Wolf's comment it has to do with the fact that the vice chair would also have to have 60% of the voting and that there may be some issues there. But I'm not sure if I'm clear on it either. I - so as I read this paragraph it looks to me to make a lot of sense.

Ray Fassett: Okay. All right. Let's think about that some more, Wolf.

Wolf-Ulrich Knoben: Yes, (unintelligible).

Ray Fassett: Are you okay, Wolf?

Wolf-Ulrich Knoben: Yes, it's the concept (unintelligible) I understand, but, you know, it could be (unintelligible) as with the chair election. In case you cannot find the chair with 60% then both co-chairs should be (unintelligible) in. But if you don't have a co-chair or only one, so what happens then?

Ron Andruff: Well, no, Wolf, the way this reads is that if the GNSO Council has not elected a new chair by the end of the previous chair's term, which means that the vice chairs must already be sitting. The chair and the vice chairs would all be sitting at that point. But if we have not selected a new chair and we go back into the statements above, you know, it would be C, D, E, and F all the balloting, then we would have a mechanism for that.

Wolf-Ulrich Knoben: Don't we have the same procedure for the vice chair or for the chair that the chair is only - the chair's only be selected for one year and then reelected maybe.

Ron Andruff: Right.

Wolf-Ulrich Knoblen: And the vice chairs (unintelligible).

Avri Doria: It's Avri. They're generally one year. But they're not necessarily elected at the same time and as I said in my message, I don't know that we need the same process, torturous and complex process for electing a vice chair in one house that we need for the chair in both houses given the complexity of the two house situation.

Wolf-Ulrich Knoblen: Okay.

Avri Doria: In other words, to get a 60% in one house just means that each of the stakeholder groups holds to their own person and the non-comm is the swing vote, and you have 60%.

Wolf-Ulrich Knoblen: Okay. So I understand it's just the question for the first time, you know, in case - so if you have - if you can find vice chairs according to the rules here, the first time then it will be - it shall no problem because the vice chairs shall remain as long as no new chair is elected, isn't it?

Avri Doria: Yes. And in fact in these situations, except in this first instance, these elections usually happen a month or two before the old chair's term ends. I mean, so normally you're still going to have a sitting chair. Like this time we only have a sitting chair for three days. Basically, I'll be the sitting chair for the duration of the meeting in - at least I think so, for the duration of the meeting in Seoul. At the end of the meeting in Seoul, I'm out of the Council, therefore I'm out of being chair.

Normally though the chair - in fact my chair election was for one year or until new chair is elected, et cetera. So normally whenever there's been a chair election, there's been at least a month or three weeks after the chair election is complete where the old chair is still functioning and you're starting to do a, you know, a transition working together so that when the new chair takes over it's a smooth transition.

So normally it won't (be the) problems. This time, yes, we're going to be asking the two houses to elect their vice chairs on the Saturday so that they'll be ready. Now if they can't elect them on the Saturday, they better well do it on constituency day on Tuesday. So this time there's certainly going to be pressure and, yes, as the sitting chair I will do my best to lock them in a room until white smoke comes out for vice chair so that we have sitting vice chairs by the time Wednesday happens.

Wolf-Ulrich Knoben: Okay.

Avri Doria: But formally the elections will happen in different months even and so it won't really be an issue.

Wolf-Ulrich Knoben: Okay. Good.

Ray Fassett: Okay. Are we comfortable to move on from this section?

Wolf-Ulrich Knoben: Yes.

Ray Fassett: Okay, 4.3, I had just a...

Ron Andruff: I'm sorry, Ray, just this one square...

((Crosstalk))

Ray Fassett: Please.

((Crosstalk))

Ron Andruff: ...bracketed thing are we....

((Crosstalk))

Ray Fassett: Oh, yeah, yeah...

((Crosstalk))

Ron Andruff: ...are we...

((Crosstalk))

Ray Fassett: Oh, yeah, yeah. That's right.

((Crosstalk))

Ron Andruff: ...not be eligible.

Ray Fassett: Yeah. We we're going to discuss today about how do we word that. Concern is that we're limiting the chair to a one year term by the way it is written now. So a retiring chair will not be eligible for reelection for a period of one year.

Ron Andruff: Board members and other appointees all have two year terms or are those staggered terms, one, two, three, four.

Avri Doria: Board members all have three year terms.

((Crosstalk))

Ron Andruff: And they're...

((Crosstalk))

Avri Doria: Council members all have two year terms.

Ron Andruff: So why don't we allow the chair to have a, you know, if the council believes the chair was doing a fine job, reelect that chair for a second time. So it may be that we want to just change that to a retiring chair will not be eligible for reelection for a - a reelection for a period of one year following his or her two year - initial two year term.

((Crosstalk))

Avri Doria: This is Avri again. That has never - I just wanted to make sure I understood. So the intent here is to put a term limit on the number of times someone can serve as a chair, and I'm fine with that, but because that hasn't existed before.

((Crosstalk))

Ron Andruff: No, I think they're term limiting everybody and try to make sure the - you know, a lot of the thinking here - and I'm sorry to jump in, Ray, a lot of the thinking is really to try to get more, how would I say it, more qualified people active in the ICANN process as it continues to grow and expand. And...

Avri Doria: Yeah.

Ron Andruff: So that's why the term limitation issues are all - are coming up at all kinds of fronts.

Avri Doria: I think it's a great idea then, but I think you should have a paragraph then that makes it explicit that, you know, a chair can serve a maximum of two consecutive terms. A retiring chair will not be eligible for reelection for a period of at least one year. And then you've got it. But this way, it implies a term limit but doesn't really say it, so it takes an assumption.

Ron Andruff: I support that.

Ray Fassett: Yeah, I don't think the intention here is - if it is, it's new to me, to put term - a term limit on the chair.

Avri Doria: (Unintelligible), yeah, it's Avri. I'm not commenting on that one either way. I think it's fine to have one, I think it's fine not to. But if you're going to do it, you need to do it explicitly.

Ray Fassett: Right. What we are try - I think what we want to try and guard against is some chair during the - during midterm is displaced, quits, whatever it is and then, you know, that person cannot stand again for election for a year, a period of one year. What's right - I'm wondering if we delete this. You know, I'm still at - that's where I was last week, is 4.2, what's its purpose? Should we just delete it?

Man: Yes.

Wolf-Ulrich Knoben: I'm in favor for deleting it. It's Wolf speaking.

Ray Fassett: I'm in favor of that.

Ron Andruff: Was this added in or was this part of the original document?

Ray Fassett: This was part of the original if I'm not mistaken.

Julie Hedlund: Yeah, this is Julie, Ray. I believe it was.

Ray Fassett: Yeah.

Ron Andruff: So if it was part of the original document then there was some thinking behind the idea of rotating the chair.

Ray Fassett: Yeah, I don't know. It's hard - I never - I didn't interpret this sentence until Avri got on the call last week. I didn't even read this sentence to understand it to

mean term limits until she brought that point forward. So I don't know if that's what the original intention was or...

Ron Andruff: Well, I don't know about the intention, but I just think that it was - the original thing - comment was simply to say that - the idea is rotated. I read it as rotates the chair around as opposed to blocking the chair from continuing. But I would support what Avri said about defining the, you know, the chair's term and then defining when they can be reelected. I think it's important. We've got term limits across the board for every other element of the organization as I understand it.

Avri Doria: So I don't think the board chair has a term limit.

Ron Andruff: The which one?

Avri Doria: I don't think the board chair has a term limit. I know the CPO and the co-chair obviously doesn't have a term limit.

Ron Andruff: Right, right. The board chair does not have a limit, that's correct.

Avri Doria: And the CPO and the co-chair certainly doesn't have a limit.

Man: Yes, well...

((Crosstalk))

Ron Andruff: Well, you know, if that's the case then I - you know, that's consistent, you know, we can be consistent and delete it. I - if there's no limits on the other chairs and...

Wolf-Ulrich Knoben: No, you know, Wolf speaking. I also - I refer to the bylaws, you know, and the bylaws don't impose any limit, it just say, okay, shall be selected for a term not longer than one year. So that means there must a new election after

that year. But that doesn't mean that the (unintelligible) chair cannot be reelected, so it's...

((Crosstalk))

Ron Andruff: Well, actually when you think about it, isn't the fact that all of the GNSO councilors are term limited now, doesn't that speak to this issue?

Man: Yeah.

Ron Andruff: In and of itself.

((Crosstalk))

Avri Doria: Yeah, but that's - you could still serve five years.

Ron Andruff: It's still possible to serve five years?

Avri Doria: Yeah, I mean, I'm serving close to five years. I had a partial term and then I had two full terms. Now I've only done two and a half years as chair, but, you know, theoretically if I'd been the type of person that was well known and then got elected chair in my first year could well have served five years. I think I would have been insane and in a basket by now, but still...

Ron Andruff: But going forward am I not - am I incorrect in my understanding that all GNSO councilors will only serve two years?

Woman: Yeah, that's my understanding as well.

((Crosstalk))

Avri Doria: No, two terms. It's two terms.



Woman: Two terms. All right.

((Crosstalk))

Avri Doria: It's two full terms and it doesn't count the partial terms. So if you're elected...

((Crosstalk))

Woman: Right, but that is a term limit of sorts.

Man: Yes.

Woman: And so that's what the term limit is and so that sort of takes care of, you know, building term limits into their council chair position just by a simple fact that the council itself must rotate.

Ron Andruff: Exactly.

Ray Fassett: Yeah, so that - again I just think we can delete that sentence.

((Crosstalk))

Ron Andruff: And that being the case, I would support deleting it too.

Avri Doria: Yeah, me too.

Julie Hedlund: This is Julie, Ray, I've gone ahead and deleted it if everybody agrees.

Ray Fassett: Great, thank you. If you guys don't mind, we keep moving on a little bit here. I probably have a hard stop in about fifteen minutes.

Ron Andruff: Yeah, I'm about five to ten minutes myself, yeah.

Ray Fassett: Okay.

Ron Andruff: Let's go ahead.

Ray Fassett: So meeting schedules, I think this is a pretty easy one. I just looked at it again and, you know, the ICANN meetings are really not calendar year, they're fiscal year, as we know, October generally is the annual meeting. So I tried to tie the meeting schedules back into that and rather than using words like finalized, because you really can't finalize, but instead to prepare a 12 month schedule of all meetings within thirty days following the ICANN annual meeting. Is that reasonable?

Ron Andruff: I would just say in consultation with the vice chair. I wouldn't just put all the onus on one individual. There should be some discussion about how those meetings are going to take shape - take place. And I'm just talking out of my hat...

Ray Fassett: Yeah.

Ron Andruff: ...because I haven't been attending, but I guess I would pose a question to Avri is it conceivable that a chair could sit down and establish a 12 month schedule?

Avri Doria: No.

Ron Andruff: That was a no.

Avri Doria: I mean - no, I mean, it's hard enough to get people to agree to when the meetings are for the next three months. We've gotten good in that we're doing the schedule after each meeting. I think it'd be great if we could do it, we should try, but it - it's certainly not something I've ever succeeded at doing. I've been really happy that I got to meeting to meeting, you know, that I

was able to go face-to-face meeting to face-to-face meeting and have a fixed schedule. It's worth trying, but...

Ron Andruff: Why don't we say this then? The GNSO chair in cooperation with the council - GNSO council will prepare a 12 month schedule 30 days following, at least to put something on the table that the GNSO has as a work item. I mean, if they can't get to it because of the things, they respond back to us saying it's impossible for us to do this and at least it's been addressed.

Woman: (Unintelligible).

Ron Andruff: Does that make sense?

Woman: (Unintelligible).

Ray Fassett: Yeah, I think so.

Ron Andruff: Does that make sense, Avri, from your perspective?

Avri Doria: Yeah, yeah, I mean, it certainly...

((Crosstalk))

Ron Andruff: That - put it that the council actually addresses it.

((Crosstalk))

Avri Doria: Yeah, certainly we're trying.

Ray Fassett: Okay, so how would that read now? The GNSO council...

Ron Andruff: GNSO chair and council will prepare a 12 month schedule of meetings within 30 days following the annual meeting. And then it says council members may

request changes, blah, blah, blah. All the rest of it would be fine. But at least I would say that there's a - that it's on the table, the council has to address it. And if they want - if they come back and say you know it's impossible for us to do this because of all these reasons, then that's fine. But...

Ray Fassett: Yeah.

((Crosstalk))

Ron Andruff: ...from the operating procedure we're saying that the council has to establish a schedule of meetings.

Ray Fassett: Okay. I'm okay with that.

Avri Doria: Yeah, and it's quite rich you put it on both of them, so it's not just the chair has to do it...

Ron Andruff: Exactly, exactly.

((Crosstalk))

Avri Doria: ...and if they don't agree, tough, the chair fails.

Ron Andruff: That's the point, yeah. Put the monkey on the...

((Crosstalk))

Julie Hedlund: Ray...

((Crosstalk))

Ron Andruff: ...council back.

Ray Fassett: Yes, Julie.

Julie Hedlund: Ray, this is Julie. I just have a quick question and I - since there's a possibility that it may not be possible for the chair and the GNSO council to prepare a 12 month schedule of all meetings within 30 days following the ICANN annual meeting, do we want to change the word will to may? The GNSO council chair and GNSO council may prepare - I just don' know if we want to leave an out here.

Ron Andruff: No, here's the point.

((Crosstalk))

Ron Andruff: ...point Julie is I think that the issue here is to say we're calling on our council to sit down together and establish this set of meetings, because in the past it's been on the - the onus has been on one individual trying to herd the cats.

Now what we're saying is that you're all sitting around the table, all together we're going to, you know, get our calendars out and we're going to mark that stuff in because the second sentence addresses any changes or, you know, whatever might happen. But basically we're asking - we're putting their feet to the fire saying this is an order of business, you need to establish when these meetings are so the community can have a sense of when you're going to meet.

Avri Doria: Can I actually make a comment? It's Avri again. One thing you could do if you wanted to soften it somewhat and then I'd recommend a second sentence, you could change the will to should. And what you can also do that at least keeps the current practice is the each quarter after the - and whatever the proper words is for ICANN meeting, the council will confirm that quarter's schedule or something like that. So basically you're telling them that they should do it and but that each quarter they will confirm it. I don't know.

Ron Andruff: Yeah, but that's a - I think that's redundant to the sense that second sentence...

Avri Doria: Okay.

Ron Andruff: ...says that it's, you know, they - council members may request changes during the year and agreed and so forth and that covers any changes. But I think we should ask the GNSO and the chair and to establish a schedule.

((Crosstalk))

Ron Andruff: We have right now, we've asked people - I think the board is saying that the meetings, in order for people to plan appropriately, we have to know a year in advance when the meetings are going to happen.

Avri Doria: Yeah, okay.

Ron Andruff: Or where they're going to happen. So in the same way here, we're asking the council to, you know, give the community a sense of when the meetings are going to be and we all understand that things may change.

Ray Fassett: Yeah, I'm actually in agreement with the way Ron's articulated that. So anything else on this one? Good points, Ron.

Wolf-Ulrich Knoben: Do we have to say something about the frequency of meetings? And I don't know if it is a practice, you know, but it used to be monthly I understand (unintelligible) to have it monthly, at least monthly?

Avri Doria: Yeah. We talked about this last time. It has been monthly and then because of the press of work especially because of having to do both restructuring and council work and such, I backed it down to three weeks, but I think it should go back to monthly once restructuring is done.

Wolf-Ulrich Knoblen: Should it be written here?

Ron Andruff: So you're suggesting both a schedule - so they should prepare a schedule of monthly meeting for the coming year?

Wolf-Ulrich Knoblen: At least monthly.

Woman: Yeah.

Ray Fassett: Well, I, you know, a 12 month schedule if there's a gap in the months, you know, you go from January to March without a meeting, I mean, February has been missed. I mean, that's going to stick out so they can raise the question, why don't you have one scheduled in February? I don't know if we want to necessarily say that the GNSO has to meet at least once a month.

Ron Andruff: Well, I think actually, Ray, you're - what you've written here, you're saying, you know, prepare a 12 month schedule - the GNSO will. And the chair will determine, you know, what those meetings are going to be and this happens after the annual meeting so that means that we as a community will know that in the coming 12 months like say one month after the annual meeting, we'll now know what the schedule is going to be. The general schedule, accepting that it will be subject to change.

That way those meetings are going to take place over the 12 month period, I don't - you know, we don't have to determine in the Rules of Procedure when those meetings take place or how often or whatever. The procedures...

((Crosstalk))

Ray Fassett: That's kind of what I think, yeah.

Ron Andruff: Yeah.

Ray Fassett: Okay. I'm getting to a hard stop here. Now let me ask a question. Is there any chance, I'm just asking, you guys - obviously everybody's volunteering time here, is there any chance to pick up this discussion on Friday? Does anybody have the opportunity to do that? Avri, Ron...

Ron Andruff: Unfortunately for myself, I'm leaving tomorrow for four or five days.

Ray Fassett: Okay.

Wolf-Ulrich Knoblen: You mean this Friday?

Ray Fassett: Yeah, yeah, I'm kind of going on the fly here to see if we can carve out another hour to keep going this week.

Avri Doria: Yeah, I'm flying out of Sweden Friday evening, so I don't know when I would do it you're time, because my day - I have time during the day that's free, but it would be in the middle of the night for you all. Some of you anyway.

Ray Fassett: Is tomorrow better?

Avri Doria: Tomorrow we have a council meeting, but that's at 11 o'clock at night my time. Again, let me look. I can possibly get it in tomorrow some time.

Ray Fassett: Ron?

Ron Andruff: Unfortunately, I'm - crack of dawn we're on the road. We're - it's a motorcycle trip so it's not like I have a - access to...

Ray Fassett: All right. Be sure to wear a helmet.

Ron Andruff: I will.

Ray Fassett: Okay. Julie?



Julie Hedlund: Yeah, I - this is Julie. I can do a call tomorrow. The question would be whether or not we can get really enough people to sort of have a...

((Crosstalk))

Ray Fassett: Robin, Wolf...

((Crosstalk))

Julie Hedlund: ...use the word quorum.

((Crosstalk))

Ray Fassett: Yeah...

((Crosstalk))

Julie Hedlund: But what about exchanging discussions on the list and setting a hard stop for people giving comments on this current document by like say Friday or something.

Ray Fassett: Okay, that's a good suggestion.

Julie Hedlund: Okay.

Ray Fassett: All right, let's do that. Okay, Julie, that's a good suggestion. Let's do that. Let's see if we can get some comment - anybody, you know, we're going to go do a hard stop here in a minute or two. And moving forward any comments on 5.2.1? I believe 5.2.1. There are some edits in there. Any comments? We can do that by list. Up between now and our next call.

Now with our next call we really have to get - we have to be really comfortable as a work team that we're ready to move this document upwards and onwards.

Ron Andruff: Well, I think it's fair to say that the next call we should just prepare to stay on the call until it's done.

Ray Fassett: I agree.

Ron Andruff: I think we're not far from it and...

Ray Fassett: I agree.

Ron Andruff: ...I'm prepared to - next Wednesday I will be available so no problem for me.

Ray Fassett: I think that's the plan. Does anybody disagree with that?

((Crosstalk))

Avri Doria: Yes, and I agree with it. I recommend that next time we start at where we stopped.

Ray Fassett: Okay. Yeah.

Avri Doria: As opposed to going back to the beginning again.

Ray Fassett: Oh, yeah. Yeah, yeah, yeah. Absolutely. I mean, I agree with that one. Now the only thing I want to mention though is just there's a new part that popped in from our last call, it's involving that template example thing. Where did that come from, Julie?

Julie Hedlund: Yeah, Ray, this is Julie, so...

((Crosstalk))

Ray Fassett: (16.3).

Julie Hedlund: Yeah, we had the discussion at the last call that it would be helpful to have the procedures for how the absentee ballot is conducted, because that procedure exists but it hadn't been included in the operating procedures document. And so I asked Glen to send me the language of...

Ray Fassett: I see.

Julie Hedlund: ...how that procedure is conducted and I've put it in there. It's really more just this is how it's done as opposed to sort of a question of, gosh, you know, is there a better way to do it. It's just there so that someone can reference it and say, okay, I see how this is done just in case Glen isn't around and she knows all of this (unintelligible), you know, not everybody does.

Ray Fassett: Right. Okay, now with that in mind there, you know, there is some discussion in that about what Glen sent over with regards to proxy voting. Now keep in mind that's Section 5.8.

We identified last week on the call that we're going to - there is no way that we're going to be able to get the proxy section of this rules and procedures completed by October, by Seoul. There's just not a chance of that. We can continue to work on proxy, but it's not something we're going to be able to complete in order to proceed to council.

For one thing, anything we do on proxies has to go through staff counsel legal review. So what I'm saying is that we can identify that today though, we can go ahead and at least communicate that that proxies will not be completed and we don't think it's urgent either and this is also coming from the OSC. It's not urgent that this part be completed in order to proceed to council.

So when we get into the absentee voting, we - you know, next week as we will very detailed let's keep in mind that point that we don't want to go off into proxies. Fair enough?

Ron Andruff: Sounds good.

Ray Fassett: Okay.

Woman: Yes.

Ray Fassett: All right, with that - okay, next Wednesday we're going to do what Ron said, we're going to be on the call until we're done.

Man: Okay.

Ray Fassett: Okay. And in the meantime use - feel free to use the email lists and any comments, any edits in here, please feel free and for Avri's suggestion we're going to pick up with where was it, 5.2 I believe, and keep moving forward.

Man: Okay.

Julie Hedlund: Ray, this is Julie, might I suggest that we ask (Evila) to block the time of the call for two hours? Would that be good?

Ray Fassett: Yeah.

Julie Hedlund: Because we do need to schedule that so that people understand how long this call will be and so that the operators know how long we'll be using the number.

Ray Fassett: Okay. Two hours and I think that's - we're already - we're at an hour and a half now, it's - and we're looking that kind of time next week, maybe a little more than two hours. So, yeah, good suggestion, Julie.

With that I'm going to call adjournment to the - to our meeting and the recording.

END