ICANN

Moderator: Brenda Brewer
April 4, 2016
3:00 pm CT

Coordinator: The meeting is now being recorded.

Lise Fuhr: Okay, Trang, do you want me to kick off with the opening remarks?

Trang Nguyen: Yes, please Lise.

Lise Fuhr: Okay thank you. I'll just briefly walk through them. And for the record I'll actually repeat that the CWG focus this week is actually going to be on the ICANN bylaws that relates to the CWG requirements. And we just finalized the call where the bylaws were discussed and actually it was decided that the relevant DT leads will work with the questions from the drafting team plus actually review the bylaws as such, not only the questions.

                 And furthermore, as I also said on the CWG call, there's been three issues sent to the list to review the financial objectives for the PTI budget, the PTI budget guarantees for multiyear funding, and if that should be in the bylaws. And the question is if the group was all right with Jonathan Robinson and me, Lise Fuhr, serving as interim PTI Board directors.

And so far we only received one comment regarding the PTI budget guarantee from Kavouss who is concerned about the bylaws being too specific in relation to the multiyear funding. But this is to be reviewed by the DTO and the actual wording in the bylaws too because that was only sent to the group this Sunday.

And with that I'll hand it over to you, Trang, and actually discuss the implementation items.

Trang Nguyen: Thank you, Lise. So as you will recall from the last IOTF call Number 3, we shared the term sheets for the RZERC charter as well as the PTI articles of incorporation and received feedback from this group on both of those documents. We are still working through updating those documents to reflect some of the feedback that we received on the last call.

So once that is done we will circulate it to the group for review to make sure that the documents have been updated to accurately reflect the discussion that we had last week.

For today's call we are planning on moving on with the next PTI formation document, the PTI bylaws, as well as the term sheet for the PTI conflict of interest policy if we have sufficient time.

And then the other – the last item that we're hoping to cover on today's call would be the process flow slide that we have discussed with the group last week and received some feedback. We made some update to that process flow and want to have another look at it with this group this week to make sure that we have agreement on the move forward path.

So with that if I can have the next slide please. I will not go through and read all of this text that is on the slide here. It's actually on two slides, this slide and the next that comprise the term sheet for the PTI bylaws. These slides have been circulated prior to today's call so hopefully everyone has had a chance to look through it briefly.

I will perhaps just pause here, Lise, and give folks a couple of minutes to read through this slide and then take any questions and/or comments. Please note that the purpose, which is the very first role of the document that you're seeing on this slide here, is the purpose of the PTI – is the purpose for PTI. That text is bracketed because that's the exact same text that was on the PTI articles of incorporation that we shared with you last week and got some feedback on.

So when we update the text in the term sheet for the PTI articles of incorporation we will reflect the same edits made here in this document. So I will pause for a couple of minutes to give everyone a chance to read through this, and then take questions or comments.

Lise Fuhr: And the room has been given the full access to scroll to the next slide.

Trang Nguyen: Hi, Alan. Yes, the call is still on. I was just giving everyone a little bit of a break or some time to read through the – what we have drafted in terms of the term sheet for the PTI bylaws. Does anyone have any comments or questions with regards to what's drafted here?

And as (unintelligible) mentioned you have scrolling rights to the PTI bylaws term sheet continues on the next slide, on Slide 5 as well. Lise, you have your hand up. Please go ahead.

Lise Fuhr: Thank you, Trang. I just wondering where we say amendment only with ICANN's approval. Should that be including consulting some of the operational communities or how is this amendment supposed to be?

Trang Nguyen: You brought up a very good point, Lise. So, yes, I think that's probably a good idea either via or after a public comment period or perhaps, you know, with approval from, yeah, I would think that probably after a public comment period because the numbers and the protocol parameters are also part of PTI. So it might be – it may be a good idea to have it – to have board approval come after public comment period.

Cheryl Langdon-Orr: Cheryl here. Should that perhaps be community consultation rather than public comment period? Just a thought.

Trang Nguyen: Thanks, Cheryl. And so – and how would that consultation occur?

Cheryl Langdon-Orr: Well because – sorry, Cheryl again for the record. Community consultation would be, I believe, inclusive of the traditional public comment period but it would give I think a specific opportunity for the customer of PTI to be specifically engaged with. So I would think that a smart and intelligence community consultation would include the specific – it's necessary formal sit down and engagement with the stakeholders and in this case the primary stakeholders could be clearly defined as to be inclusive and specifically focused on the customer community.

                    That's not excluding the wider community so that allows you to get your protocols, your parameters and the key customers within number in but also not exclude general, you know, interested parties. Thanks.

Trang Nguyen: Thank you, Cheryl. Lise.

Lise Fuhr: I was just – because I looked into – I haven't really read this in detail. But I
                    see that Section 16.2 in the ICANN bylaws is actually relating to the PTI
                    governance where they actually describe some of the amendment or
                    modification of bylaws of PTI. So maybe we should try and make a reference
                    to that because that's been really detailed describe in PTI governance. Just an
                    idea. Thank you.

Trang Nguyen: That's a good point, Lise. We'll make a note of that. Oh Greg, you have your
                    hand up. Please go ahead.

Greg Shatan: Hi, this is Greg Shatan. If PTI is a member organization as it's being set up
                    here and ICANN is the sole member then ICANN has the sole and final
                    approval of the – of any amendments to the bylaws pursuant to California law.
                    And I'm, you know, not sure based on – so I think based on all the discussion
                    we had about member models and all that not so long ago that ultimately that
                    role – while it could be a consultation for the community it can't actually be,
                    you know, subject to the community's approval.

                    You may need to get legal advice on that. I'm not saying that's necessarily the
                    way I want it to be but I think that if we are making this a member nonprofit
                    with ICANN as the sole member the member has certain privileges that can't
                    be taken away. Thanks.

Trang Nguyen: Thank you, Greg. We'll make a note of that as well for our legal team to
                    consider, yeah. Any other comments or questions on the PTI bylaws? Okay
                    seeing that there are no other comments, questions on that, let's move on to
                    the next topic, which is the PTI conflict of interest policy. It is on Slide
                    Number 6.

This was drafted – this PTI conflict of interest policy was drafted based on the ICANN conflict of interest policy. And it's just a high level description of that policy. The actual drafting of the document will follow pretty closely the policy – the same policy for ICANN. Are there any comments or feedback on this?

Lise said, "Looks good to me." Okay, thank you, Lise. Alan agrees so thank you, Alan. All right well let's move on. Looks like we're blowing right through this so we may probably be able to give you back some of the – sometime today.

The next slide, Slide 7, is the term sheet for the PTI anonymous reporting or whistleblower policy. Again, this is a high level description. We don't anticipate that this policy would need to be posted for public comment but nevertheless there will be one.

Lise, you have your hand up.

Lise Fuhr: Thank you. And my hand is up because with the whistleblower policy I'm always a little concerned when it's a small company or a small unit as the PTI will be that I would really urge us to find a solution where it is real anonymous so they can actually report if there are any concerns. So that's my only point. But it's important to solve the issue of a small organization having a whistleblower policy. Thank you.

Trang Nguyen: T5ty, Lise. So if I heard you correctly there's no issues with actually having a policy it's just an implementation like make sure it does allow for anonymous reporting.

Lise Fuhr: Correct, thank you.

Trang Nguyen: Okay. I'll make a note of that. Thank you. Any other comments or feedback on this? Okay, let's move on to the next slide please, which is – next slide. So this is the process and timeline slide that we shared with you on the last call. And the feedback that we received from the last call is that steps – and just a side note for – would you perhaps number these process so that we can reference them easier?

So I believe there was a request to swap process step Number 3 and Number 4 so that's essentially what we did here. So to review it again, the first step in the process would be to share the term sheets or high level descriptions with the IOTF. The IOTF reviews and agrees on these high level descriptions and term sheets.

From there ICANN staff will draft the actual documents to the term sheets that's been agreed to with the IOTF. And then after that the full documents will be shared with the operational communities for review and input. And we would allow two weeks for that review. And after that review then the document will be finalized, you know, incorporating any feedback from the operational communities. And then the document will then be posted for public comment.

After the public comment period closes ICANN will analyze the comments, finalizes the document and obtain board approval. So that's essentially the process and somewhat high level timeline for each – for some of the process steps.

Does this accurately reflect what your intention was from the last call? Lise, please go ahead.

Lise Fuhr: Thank you, Trang. It actually reflects what we talked about at our last call. But I'm just realizing the two weeks deadlines to the OC's review. And is that because we don't have more time and in order to actually give 30 days we need to only have two weeks? Or is that just to not prolong the process too much? Because two weeks – having the bylaws this week and actually we have 11 days I think to review this, is actually making me realize that it's a very short period for the group. Thank you.

Trang Nguyen: Yes hi, Lise. Sure, we understand that. And it is somewhat timing as some of you may recall on the CWG call last Thursday we presented a timeline for PTI and it showed the incorporation of the PTI taking place in early July and then the filing for 501(c)3 status happening at the end of July.

In order to make that timeframe happen, we really need to put these documents out for public comment. I think we're anticipating on doing that between middle of May and the middle of June. So essentially working backwards that gives us between now and the middle of May which is about a month and a half to complete steps Number 1-4.

You know, so the two week timeframe for the operational communities to review and provide input some of it is driven by timeline. And some of it is also just to have a defined amount of time to keep everyone focused on this. We do realize that there is the ICANN bylaws that are out for review right now. What we're hoping to do is try to stagger this so that the review of these documents will actually take place once the ICANN bylaws are posted for public comment.

Lise Fuhr: Okay but this is also, Trang, if I understand you right because we actually collect this whole implementation process into one document and send the full

document to the group. So we can review bits and pieces as we go along but we will review the full document in the end.

Trang Nguyen: Yes, Lise. That's right. I think the intent is that as much as possible we can work through each individual pieces and draft them as we gain agreement from the group and then put them all together as a package for review at the end. Chuck, you have your hands up.

Chuck Gomes: Yes, a quick question. Thanks, Trang. So when do you anticipate giving the full document to the OCs?

Trang Nguyen: So I would – according to our timeline right now I would anticipate that we would give the full document to the entire OC no later than at the end of this month or early May.

Chuck Gomes: Okay, that's what I was estimating based on your other targets. So thanks. This is Chuck. Appreciate that.

Trang Nguyen: Thank you, Chuck. Any other questions or comments on this? Okay it's important that we get agreement on this and that – so that we have, you know, sort of a shared understanding moving forward as we execute because we don't have a whole lot of time to work with. And Matthew, you have a question in the chat room. So we will not see the full document before the OCs.

I think the discussion on the last call was that as ICANN drafts the full document it is expected that they would be shared with this small group. I understand that the CWG may actually want Sidley to review pieces of these documents during the drafting process too so certainly we could coordinate

and work with the CWG with Lise and Jonathan to try to figure out how we do that within the drafting process so within Process Step Number 3.

Any other questions or comments? Okay if – oh, Lise, you have your hands up.

Lise Fuhr: Yeah, I just want to make a brief comment that especially regarding the legal stuff like the PTI bylaws, it would be really important that we have that to actually have Sidley review it too. So pieces of it we need to have as it comes but of course we also are aware that everyone is under time pressure and there is some constraints and that we need to work with or hopefully around. Thank you.

Trang Nguyen: Right. Right. Okay well if there's no other comments or feedback that is it for Agenda Item Number 2 and Number 3. And then we can move on to Agenda Number 4, any other business. Lise, would you like to lead that or would you like me to?

Lise Fuhr: Well, I don't have that much any other business except that issue you and I talked about that next call is likely to be canceled because neither Jonathan nor I can be there. And that's the call on Wednesday.

Trang Nguyen: Yes. Yes and we're okay with that, Lise, to have Wednesday's call cancelled. And I think everyone would appreciate the time as well to review the ICANN bylaws. What we can do is, you know, in the meantime if we have any documents ready to circulate to the group to look at like the revised language for the RZERC charter and the revised language for the purpose of PTI we can try to circulate that to the group.

Lise Fuhr: That would be great.

Trang Nguyen: Okay. And then I know there's one other item that (Yuko) wants to raise under any other business. (Yuko).

(Yuko):   Yes, it has come to my attention that certain email clients that, depending on what you use, combination of your operating system, PC or Mac, you know, client you would use. When you hit Reply All the IOTF mailing list it may just act as if you hit Reply and the email gets sent to whomever you are responding to directly. It may be me or Trang but it wouldn't go out to the broader IOTF group.

It turns out that it's compatibility issues. And IT is still looking into it and we'll try to figure out the work around. But in the mean time I wanted to flag this issue to everybody so that when you intend to hit Reply All just check the To section of your email to make sure that the IOTF mailing list is listed there, if not you would have to manually add it for the time being.

Trang Nguyen: Yes, thank you Donna. I think Donna raised in the chat room that it's an issue that exists for several lists so I don't know if that's in fact true I don't know if there's an easy fix because if it's an easy fix I think IT would have addressed it so okay.

Chuck Gomes: This is Chuck. I'm told, in my work with the Next Gen Whois PDP, that it's not an easy fix. But we did communicate or staff is communicating for us that there really needs to be a fix on this because there – we can guarantee there will be missed messages as people forget to add that manually. So anyway…

Trang Nguyen: Right.

Chuck Gomes: …we'll just try to remember in the meantime.

Trang Nguyen: Yeah. Thank you, Chuck. So I think that is it under any other business, Lise.

Lise Fuhr: Okay yes I don't know if any of the other participants are having any other business to raise now? Doesn't look like it. But I don't know if you have a section in the slides where you actually have some of the concluded items. Are you going to talk to that or is that just for information?

Trang Nguyen: That is – we were intending to keep track of that and provide it as information, Lise, but if you'd like we can make a point of reviewing that at the end of every call.

Lise Fuhr: I actually think it's quite helpful to revisit the decisions just very briefly and then move on. It's not to go into the details but just to – so we actually agree on what's been decided. And I think that's very helpful that you keep this decision mark. Thank you.

Trang Nguyen: Okay, thank you. And, Lise, if I may ask, I think you provided a 48 hour clock, review clock or comment clock for the first decision there with regards to the initial selections for the PTI independent board of directors. And that 48 hour clock has ended, is that correct?

Lise Fuhr: It is. And we didn't get any objections or comments to that one.

Trang Nguyen: Okay, terrific.

Lise Fuhr: So that – that can go on to the document – the implementation document.

Trang Nguyen: Terrific, thank you.

Lise Fuhr: And I don't know if you quickly will go through the decision log and then I think we should finalize the call.

Trang Nguyen: Okay. Sure. So the decision log is on the last slide, I think it's Slide Number 12 of the deck. And so far we have had two decisions or two areas where decisions have been made. The first area is with regards to the PTI independent board of directors. And the decisions there are that for the ongoing selection the ICANN NomComm will be the appointing body for the PTI independent directors. And that the selection criteria will be provided by the customers of the IANA function.

                    And relating to that because the current FY'16 NomComm process will not be able to, from a timing perspective, be able to appoint two PTI independent board of directors when the IANA contract is expected to lapse at the end of September, for the initial selection for the PTI independent board of directors it has been agreed that Jonathan and Lise will serve as the interim PTI independent board of directors assuming that there are no conflicts or independence issues.

                    And then the second area where a decision has been reached within this group is around the PTI structure. And it has been agreed that PTI will perform all three IANA functions, names, numbers and protocol parameters. So those are the two areas where decisions have been made.

                    And, Chuck, you have your hand up.

Chuck Gomes: Yeah, just a quick suggestion. And this kind of came out in the bylaws review for the CWG this morning as well. But I think we have to be careful about referring – using the term "customers" because in reality everybody who uses the Internet is a customer of the IANA functions. So I think we either should

be – say direct customers or specify what customers we're talking about in our communications so that we don't leave an ambiguous understanding when we're talking about customers.

Trang Nguyen: And, thank you, Chuck. And my assumption is that what is meant by that bullet point is that it would be the names, numbers and protocols that would define the selection criteria but…

((Crosstalk))

Chuck Gomes: That's what I assume – and that's what I assumed, Trang. This is Chuck.

Trang Nguyen: Okay.

Chuck Gomes: But people other than ourselves might not realize that and think that they're included in that. And all I'm suggesting is that we might want to be more precise on that either name the three customers or probably direct customers work although the root server operators – I think the root server operators are probably included in that too. But anyway a little more specificity I think will avoid ambiguity with the rest of the community.

Trang Nguyen: Thank you, Chuck. We'll make that – we'll make a note of that and make that wording change for the – on this slide for the next call.

Lise Fuhr: Great. Well I guess that's time for then the closing remarks then, Trang.

Trang Nguyen: Yes.

Lise Fuhr: Good. Well I don't have that much to say for the closing remarks other than actually I think these meetings are very helpful. Even though they're very

helpful we need to cancel the second one next – or this week on Wednesday. But it's really good to have those exchange of views. And I find we actually can avoid a lot of misunderstandings by having these.

But the next one I think then will be next week, is that next Monday it's planned for or…

((Crosstalk))

Trang Nguyen: Yes, the next one would then be Monday the 11th.

Lise Fuhr: The 11th, okay great. We'll have to get a confirmation from Jonathan if he can attend that because I will be traveling on the Monday. But we will get back. But yes. That was it and thank you to all for participating and thank you, Trang and (Yuko), for setting up these meetings.

Trang Nguyen: Thank you, Lise. Thank you, everyone.

Cheryl Langdon-Orr: Thanks, everybody. Bye.

Chuck Gomes: Bye.

Trang Nguyen: Thank you, bye-bye.

Greg Shatan: Bye all.

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