TRANG NGUYEN:	We have several items that are on the agenda for today's discussion, and I believe materials have been circulated for these items. We wanted to bring up the topic of PTI staffing for discussion with you today. We also have updates that we have made to the RZERC charter term sheet that we would like to review with you today, as well as the revisions that were made to the [PTIA] formation document that we previously shared with you, and then as the last item that we have prepared for today, we have some clarifications around IANA escalation mechanisms that we'd like to get your feedback on.
	Akram is planning on joining us today, but he's hung up for a few more minutes on something else, so if we could, I'd like to just start with agenda items number A, B, C and D, and then leave the PTI staffing discussion for the end of that call, if that's okay.
	Then for Any Other Business, I believe Alissa you had a request for an update on the Root Zone Maintainer Agreement and we can certainly provide an update under Any Other Business.
	Is there anything else that anyone would like to bring up for today's discussion, aside from what's already on the agenda? Paul, your hand is up.
PAUL KANE:	Yes, thank you very much. I've read this a number of times on the list, and historically there's always been a difference in the way in which CCs and gTLDs are handled or respected within the IANA framework, and

obviously, post-transition we want the difference to continue. I don't know at what juncture it needs to be captured, whether it's in the bylaws of PTI, whether it's recognition in the implementation documentation, and I would welcome your guidance as to how you intend to respect the differences between the authority paths for ccTLDs and gTLDs. Thank you.

TRANG NGUYEN: Thank you, Paul. If it is alright with you, I'm going to ask that you raise that question again under item number three, Any Other Business when we get to that, if that's alright with you.

PAUL KANE: Fine, I'm happy to, it is an AOB issue, so thank you.

TRANG NGUYEN: Alright, thank you, Paul. With that, I don't know if we have the revised RZERC charter term sheet document that we can project.

ALAN GREENBERG: Are we skipping staffing?

TRANG NGUYEN: Yes, I'd like Akram to be here for that discussion, and he's tied up with something else for a few minutes, so I'd like to skip over that and come back to it at the very end.

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ALAN GREENBERG: That's fine.

TRANG NGUYEN: Okay, can we make that bigger, please?

ALAN GREENBERG: Everyone can make it bigger themselves.

TRANG NGUYEN: Thank you. Yuko, is there a redlining of the document that we can share, so that we can see the changes that have been made?

YUKO GREEN: Yes, I will upload it right now, and everybody has a scrolling control. It's uploaded now.

TRANG NGUYEN: The red line hopefully reflects some of the feedback that we received from you the last time we reviewed this document with you. As you can see in the purpose, there are a couple of changes that we made. We added back in the word operational, which was omitted last time by mistake, and then we have also – per your suggestion – replaced the word "oversight" with "consultation" to more directly and narrowly define the activity that RZERC would perform as it relates to the [RSP] process that the Root Zone Maintainer is needed.

Hopefully, those couple of changes address the concerns that you had from the last time. In the scope of responsibilities that were [inaudible] that you had raised, one was that the committee itself is not necessarily required to make decisions, but that they would [call in] or bring in the relevant expertise to consider the matter at hand, and then they would also facilitate any public comment processes relating to proposed changes, so we've updated the text here to reflect that feedback. And then if we go down to meetings, when we last discussed this with you, what we heard from you was that there was a concern that the seven-day notice for a meeting is too restrictive, and what if there's an emergency situation and the group needed to meet right away?

That's the one thing that we heard. The other thing that we heard was that this is probably something that should be left to the committee to define once it's formed. Those are all valid points, and what we are proposing here is to introduce the concept of a regular versus emergency meeting, and to leave the language around the frequency and notice of meetings broad enough to allow the committee the flexibility to further define what they should be once the committee is formed.

As you can see, the frequency of the meeting is very broad, as the language shows here. it's just that it's once a year, or at least once a year, which means that it could meet more often than that if it needs to, but at minimum just one meeting a year. For regular meetings, we recommended a seven-day notice, but it can be another number if that's something that you'd like to see. For emergency meetings, the language provides for the community to determine what an acceptable notice period would be.

We think that this would allow for the flexibility you're looking for, while continuing to maintain this provision in the charter. This is a very typical provision to include in charters, and including this provision demonstrates that the committee has a structured approach to performing its work, but the language is broad enough to allow the committee some flexibility. The voting and quorum, we also heard feedback from you that the actions from the committee shall be taken by consensus and not by some sort of a voting threshold, so that's been updated there. I think those are the major updates.

Actually, if you scroll down to the next page, there's one additional substantive update that we made, which was to the review section, the review of the charter. Here, it started with "The charter shall be reviewed at least every five years," so again, allowing for the flexibility if the committee feels that it needs to be reviewed more frequently than that, so that's the other change that we made here.

I see a couple of hands in the Adobe room, so Alan, please.

ALAN GREENBERG: Thank you. Let's start first with purpose. Although this group might well propose something for the ICANN Board to approve, that's not its purpose. Its purpose is actually to act as an oversight body for any changes that are suggested to the root zone, be it architecture or operation. We need to go back to why this was created altogether. Right now, virtually any change, whether it's to the details of a report or something like that, effectively come under the jurisdiction of NTIA.

They may waive that jurisdiction in some cases, but essentially, any change has to be approved by NTIA.

In the proposal, we said a whole host of things that are not major changes are simply going to be under the jurisdiction of IANA itself, they don't have to get anyone to approve their professionals. But for things that are significant impact, and certainly architectural changes, major software implementations and things like that, they will have to go to this body, which will make sure that the right people are consulted. And yes, the rubber stamp does go to the ICANN Board, but it's this body essentially that recommends the ICANN Board that something be approved.

So I'm not sure we want to use the word oversight for the first part, but effectively, it is oversight, and its purpose is not just to propose these things to the ICANN Board, but it's to vet the change. I think the tone has to be that that is what it's there for. That falls into things like meetings. I don't think this group is ever going to meet, to be quite candid. I think they're going to do e-mail things, and I think they're going to invoke other people to look at things. Whether they actually formally have a formal meeting, as in a teleconference, I'm not 100% sure. They may or may not.

So I agree with Alissa that the whole section on meetings I really think is somewhat moot. We need to make sure the membership list is updated once a year, so if someone dies they're replaced, but other than that, I'm not sure we need to consider ourselves to worry about the meetings as such. The other point I have is under scope or responsibilities, and it

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says they will go out for public comment. I would think the vast majority of things that come to this group will not go out for public comment.

If, for instance, IANA wanted to replace its overall software system and wanted approval for that – we are talking about approval – it's not clear that we'd go out for public comment saying "Should we change the software?" That's why we have experts who are knowledgeable and will consider all of the impacts of it. So again – it may well go out for public comment. If we're proposing a new DNSSEC, we'd probably go out for public comment, but there's a whole host of things which we'll definitely not be going out for public comment on, so I would not put that as a requirement. It's a possible thing it might do, and that's about it. I'll leave it there.

TRANG NGUYEN: Thanks, Alan. On the public comment piece, I think we were trying to mirror the language that was in the actual CWG proposal, and in fact I think we pretty much mirrored it in paragraph [1155] number five, but I hear your point.

ALAN GREENBERG: Excuse me, I don't have it in front of me. The only place I think we've mentioned public comment is if this group is going to recommend a real overhaul of the architecture, such as there isn't a separate root zone maintainer. That kind of thing would go up for public comment, certainly, but that may never happen, and it's certainly at the extreme end of the kind of changes we're talking about.

TRANG NGUYEN: Sure. Okay, we'll take another look at it. So is it your recommendation that we stay silent in the public comment thing in the charter, and then let the group decide when it's appropriate, or is it your recommendation that we need to look at and qualify it a bit more?

ALAN GREENBERG: I'm happy to be silent and I'm happy to say they may choose on substantive changes to go out for public comment.

TRANG NGUYEN: Thank you, Alan.

ALAN GREENBERG: And I'd be glad to review the next version of this before it comes to this committee, if you'd like. Thank you.

TRANG NGUYEN: Thank you. Alissa, please.

ALISSA COOPER: Thanks. I think I had said this on the list, but just to reiterate and kind of build on what Alan just said, I think there's a lot of kind of top-down definition of how the internals, how this group will work, reflected in this term sheet, but I don't really understand why that is, and I think the meetings row is the place where it's most evident, because I just don't

understand why this is not a self-organizing group and they can decide exactly how they will engage with each other.

That might mean meeting all the time, it might mean never meeting, it might mean e-mail, voice, video or whatever they think works for them, but I just don't understand why from outside anybody would try to impose any particular means of working on the group. I don't understand where that comes from necessarily, so I would suggest just striking the entire provision about meetings and allowing the group to decide for itself. Thanks.

TRANG NGUYEN: Thanks, Alissa. Jonathan.

JONATHAN ROBINSON: Yes, thank you. A couple of points. I think I'm just a little concerned about – I guess how we run these meetings, because I'm not seeing any notes or action items coming up. I am seeing some very good suggestions in the chat, so I'm just making sure that we capture these things. Chuck has made a suggestion, for example, that was supported by Matthew, to modify the purpose. So I think that's one thing. I don't feel as strongly as Alissa on the meetings if it's written relatively softly like it is, where it says meet as frequently as it's necessary. It doesn't bother me too much. One meeting per year may be useful, but I just don't feel that strongly about it.

Certainly, I do think we need to make sure we capture what's been covered in the chat, and I think the key thing is – Alan offered an

opinion and some thought which was well articulated that that's Alan's opinion and thought. The key point here is as far as I understand, the purpose of why we set up this group is first and foremost, staff for undertaking the implementation. We want staff to be as true to the proposal as possible, and to the extent that the proposal is unclean or there is uncertainty about the interpretation of the proposal, to go back to the CWG. And our job here is to correct early in that process so that we don't end up with staff [doing the] implementation go far wrong.

I just want to remind myself, because I've been absent for a couple of weeks, and all of us, and hopefully we agree, that our job is to help you to stay as true to the letter and/or spirit of the proposal, not for us to sort of workshop new things unless it's simply not clear or there's insufficient detail in the proposal. You made a reference earlier [trying] to a specific part in the proposal where you had read that there was a requirement for public comment. Indeed, if we had said in the proposal, we need to stay true to that if that is indeed the case as made reference to that, or have a very good reason why we deviate to that.

I feel very comfortable with this. We have a proposal, our job is to help you implement consistent with that proposal. Thanks.

TRANG NGUYEN: Thank you, Jonathan. Let me address something that you brought up in terms of the process and how the meeting is [ran]. I think it must have been a couple of meetings ago, we had agreed that the meeting would be transcribed, and the notes and action items would be minimal, although they have there some action items and some keynotes that

had been discussed, so I'll ask Yuko, Nathalie, or Kurt to try to capture those in the chat room of you can, but the meeting will be transcribed and we will provide a transcription of the meeting and post that right after the meeting, or approximately 24 hours after the meeting. And I've taken note with regards to staying true to what's in the proposal, so we'll go back and take another look at paragraph [1155] section five and see if we're being clear here in terms of what we're capturing in the scope of responsibility.

Alissa, is that an old hand or is that a new hand? Thank you. Alan.

ALAN GREENBERG: Thank you. Just to be clear, with one exception I'll comment on in a moment, what I was saying I do not believe was Alan Greenberg's opinion. That was what I believe we either said or the spirit of what we said in the report was. We certainly tried to keep it terse and we may not have put everything in, but pretty much everything I said is either what we said or very much in the spirit. The one exception is – Jonathan did catch one thing, the section you quoted where it says a public consultation is mandatory, I flippantly said we just leave that out altogether.

I would have no problem saying that for substantive architectural changes there must be a public comment, because that was the intent of that one reference. For the rest of them, I think that's the call of this people, and they know better than anyone else whether this is an internal thing or something which we really need to be prudent on. Thank you.

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TRANG NGUYEN: Thank you, Alan. With regards to the meetings section, this is just such a typical thing that appears in charters. It's just one meeting per year and it can be done telephonically or face to face, but at least it keeps the group sort of in touch. They get together once a year just to meet and do your business. For a standing community that is formed via the ICANN charter, I just feel that a minimum one meeting per year is pretty reasonable, and we tried to stay pretty broad in terms of a notice period for these meetings.

Again, that leaves the committee with a lot of leeway in terms of how much of an advance notice they want to give members when they want to hold a meeting, but we see no reason as to why some things, like some broad definitions of meeting and how this important standing committee should go about performing its work, we don't see any reason why that shouldn't be in the charter.

And Alissa, what's your latest comment with regards to if there are further details that need to be articulated after it gets established? The [inaudible] can write them down.

Absolutely, it's anticipated that they can have an operational type of procedural document. They can further define how they work. If they want to further define the further the notice period for meetings, they could do that. If they want to meet more often, they can do that. if they want to define other operating procedures, certainly they could do that. Alissa, is that a new hand?

ALISSA COOPER: Yes, it is.

TRANG NGUYEN: Thank you, please go ahead.

ALISSA COOPER: Thanks. I think in the way that Jonathan was talking about is this Alan's opinion or is this the opinion that's reflected in the proposal, I think the reason why I'm sort of [sneezing] on the meetings thing is not because I care really one way or the other about how often this group meets, it's because the opinion about what is written there is actually your opinion, Trang. It's not any opinion as reflected in the proposal, it's not any opinion of the people who will be forming this group, it's just details that have come out of the air and are now being sort of thrust upon this committee which is not yet established, and whose parameters are established well enough in the proposal itself to allow it to come into being and begin to do its work.

So the reason, again, that I'm focusing on this is not because I care about the actual details of this. I don't. The reason that I'm focusing on this is because it's really important I think to not kind of let the proposal lead in all these other directions that allow for various people's opinions to influence how these things get set up, and that includes this committee. It just isn't appropriate, I think, to have all this detail defined when it wasn't really in the proposal, and the proposal is sufficient to get this group of people together and allow them in a bottom-up, self-organizing way to decide how they function.

This is in fact exactly how the ICG worked. The ICG did not have a charter, it did not have a meeting schedule established before the came together. We wrote it ourselves. We figured it out, because we were people from the community who the various organizations believed that we could do this work, we came together and we did it. That is, generally speaking, how these things operate. I will drop this after this, I don't need to keep harping on it, but I think it's really important in this process that nobody reads too far into whatever is in the proposal and starts piling on all kinds of detail that wasn't actually there, because the proposal is what reflects the consensus of the whole community, and that's it. The further we go down into interpretations and layering on all that detail that really isn't necessary to establish this far in advance, the more opportunities we have for abusing the process. Thanks.

TRANG NGUYEN: Thanks, Alissa. Alan?

ALAN GREENBERG: Thank you. I also don't feel particularly strongly about the meetings issue, but it gives a tone, which I think it changes. This group is called a committee because we needed a noun. I was referring to it as a bunch of wise people who we bring together to make sure we don't do stupid things to the Internet. Thinking of it as a committee which must meet once a year or something I think is the wrong construct, even though we may in the report, I don't remember if we used the term committee or not, we probably did, but that doesn't connote the right feeling in my mind, and with regard to how often it will meet, if it ever meets as a

committee as opposed to via e-mail and in other forms – Alissa is on the call, how often does she expect to have to consult this group?

I don't know if it's once a week and she'll simply send out e-mails, or if it's something that'll only happen once every four years when we rebuild the whole root zone. I really don't have a feeling. There was a belief that when substantive things happen, someone better be around to look at it, but I really don't have a handle for what that's going to mean in reality. Thank you.

TRANG NGUYEN: Thank you, Alan. Donna.

DONNA AUSTIN: Thanks, Trang. I appreciate where Alissa is coming from and Alan as well, but I guess I have a fundamental question of what we're trying to do with this charter. The implementation oversight team is to try to get pieces to the puzzle in place within certain timeframes, to give NTIA the level of comfort it needs that we're in a position to do the transition by October, 2016. That's how I understand it, so is it really necessary for the development of the RZERC charter at this point, or is it just a case of ticking a box to say that this committee will be set up in December, 2016 or something like that? I guess I'm just trying to understand what it is we're trying to do with the charter and whether it is the case that we're trying to tick a box in order that the implementation is done to the satisfaction of NTIA. I don't know if anyone can kind of answer that question. Thanks.

TRANG NGUYEN: Thank you, Donna. I'll try to answer that question. It is a committee that is referenced in the CWG proposal or ICG proposal. It is also one that will be referenced in the ICANN bylaws, so from the implementation perspective, our working and assumption is that this is a committee that needs to be at least formed, at least initially formed by the time of transition. The purpose of the charter is to lay down what this committee is about and what it's going to do and how, at a very general level, how it is going to operate so that when ICANN issues an expression of interest to the various organizations that are supposed to appoint representatives to this committee, that they have an idea as to the skill set that this committee requires as well as what sort of time commitment may be required and what type of work they would be doing.

So that's sort of the intent and the purpose of trying to get a charter together. As you know the CSC already has a charter that is within the proposal, so based on that we can do a call for expression of interest. But RZERC doesn't really have a charter that's specified in the proposal so it's our attempt to try to pull together at least a high enough level charter to get the work started.

And now with reference to some of the things that this particular committee may be taking on, at least in the short term, if you would, I know that David Conrad is working on the KSK Rollover and that may be an area that this committee may be interested in undertaking as one of the first things that it looks at.

So in terms of whether or not this committee will have any work to do, I think there will be work for this committee to do upon formation and upon the successful transition. So hopefully that answered your question, Donna.

Alan.

ALAN GREENBERG: Thank you. Not to belabor the point, as I said earlier we of the CWG gave IANA a fair amount of discretion in deciding which of the issues that they no longer have to ask, "May I please, sir," before doing and which of the ones do require the wise people of the Internet to look at it. Root Zone Rollover is clearly one in the latter category in my mind. Thank you. And that is an opinion, not a statement.

TRANG NGUYEN: Alright. Thank you, Alan. Seeing that there are no other hands up and no other open questions I think in the chat room, I'm going to go ahead and close this and move on to the next topic. Based on the feedback that you provided we will go ahead and – and you can capture this as an action item – we'll go ahead and take another pass at this charter. We'll go back and make sure that we review again the charter against the exact language that is in the CWG proposal and make sure that we try to address some of the [term] and other minor issues that were identified and then bring this back again to this group or we'll circulate it to the IOTF mail list.

All right, so if we can now move on to the PTI formation document. This should be a very quick review. So with regards to the Articles of Incorporation and actually also the PTI bylaws, the only substantive feedback that we received when we last reviewed this with you was around the purpose of PTI, and what we think is going to happen as it relates to the purpose and also actually as it relates to the amendment of the articles and bylaws is that whatever language that is being drafted for the ICANN bylaws is what we would reflect here for the purpose of PTI within the PTI Articles of Incorporation and Bylaws. So we're not actually proposing new language here, what we're reflecting here is a note that says whatever language is being drafted for the ICANN bylaws , that's the language that we'll be using for the PTI Articles of Incorporations and Bylaw, and also as it relates to the process for amendment of the articles in the bylaw. Because I believe that both of those things are also being drafted for the ICANN bylaw – the amendment process.

So any questions or objections or comments on that? Okay. Jonathan, please.

JONATHAN ROBINSON: Thanks, Trang. Very briefly, I don't recall seeing this purpose, so certainly I've made a note to myself to try and track it down. But if anyone else has seen it, I just don't recall this being reviewed by the CWG or… so it's just something that is readily available and the purpose of PTI as defined in the current draft of the ICANN bylaws would be useful just perhaps we could just capture that as an action item since it's something new introduced to this group to please just circulate it to

this group at least so we have a reminder. So if you could capture that and just circulate to us the purpose as reflected in the most recent or current draft of the ICANN bylaws that would be helpful. Thanks.

TRANG NGUYEN: Thank you, Jonathan. Will do. Chuck, please go ahead.

CHUCK GOMES: Thanks. Under Amendment of Articles I note that it says, "only with ICANN's approval," Is it fair to assume that the PTI Board would have something to say as well? Maybe that doesn't need to be said, but I thought I'd raise it.

TRANG NGUYEN: Yes, Chuck. So we didn't make a note here, but that process for amending the articles as well as for amending the PTI bylaws are to be defined within the ICANN bylaws, so what we'll do is we'll go in and grab the current language in the ICANN bylaws that talks about the amendment process for the PTI Articles of Incorporation and Bylaws, and circulate it along with the current draft of the ICANN bylaws language around the purpose of PTI.

All right, so that is all that I have for the PTI formation document. Akram has just joined us and I'm not sure how much time he has, so this is a good break and if we can now maybe tackle the PTI staffing topic. Yuko, do you have the note that we circulated?

YUKO GREEN: Yes. Let me pull that up. Trang, would you not want to go through PTI bylaws section?

TRANG NGUYEN: Well, I think it's the same. There was no changes or feedback that was received. The only feedback that was received was with as it relates to the PTI purpose, so very similar to what we're going to be doing for PTI Articles of Incorporation – we'll circulate the current draft language from the ICANN bylaws on PTI purpose.

YUKO GREEN: [inaudible]. There wasn't any other point of discussion.

TRANG NGUYEN: Thank you. While Yuko is pulling up the legal memo that we circulated, let me just maybe set this up. We had previously mentioned that we had concerns about potential differences in the legal rights of employees in companies of a certain size because of the legal protections that only attach due to company size. There are many California employment protections that become applicable when there are five employees, and so these rights which are often more extensive than U.S. federal rights would apply to PTI, assuming PTI has at least five employees. However, the federal protections under the Family Medical Leave Act or FMLA as well as the WARN Act which provides for certain rights under lay-off and etc. They're applicable to employers of 50 or more employees would not apply to PTI's small employee base. So our legal team did a little bit more research and the research indicates that,

although they exactly were right and remedies would not be applicable, there is a contract-based solution that can be used that would serve in large part to fill the gap. And the remedies available to the employees would therefore only be available under contract obviously as opposed to rights under law, but there is a way for us to address [with that]. So basically our concerns are still there, but we can address those concerns by contractual language and obligation.

What we like to bring to your attention today, though, is that we still believe and we still want to continue to make the case that keeping the employees within ICANN and the common [dom] to PTI would provide the most stability for the employees in immediate post-transition phase, and we all know that there's going to be a lot of new things and a lot of changes – there's going to be the CSC, different reporting structure, there's going to be the IANA functions review. There's going to be a lot of new changes, and these are very big changes that's going to require some time to adjust to. So to the extent that we can minimize as much as possible any additional changes that the IANA team will have to adjust to, the better. So essentially we want to be able to provide some stability in all of this changes that's going to be happening.

So I don't know, Akram, if you have anything to add onto that.

AKRAM ATALLAH: Thank you, Trang. We've talked to the IANA employees and basically there's some unrest and they're concerned, and so we're trying to actually address their concerns by making this as stable for them as possible. I think that the community is aware of now why we're doing

this, and there's no hidden agenda behind this. It's what it is. The employees feel safer in a bigger organization. But anyway, I think some of you have talked to some of the employees and they've heard firsthand what the employees have to say, so maybe that gives you some better contact. But at the end of the day we're implementing the community's proposal and if the community feels one way is better than… that you have to do it in one way versus all the other ways, we will do our best to mitigate the risks for the employees and give them as much assurances as possible while complying with the community as well. So from our perspective, we'll do our best either way, but we wanted you to have it perspective also about the employees and how they feel about it.

So I see a lot of hands and please, Alan, go ahead.

ALAN GREENBERG: Thank you very much. Before I comment on the specifics of this, I'll just point out that over the years I've dealt with a lot of ICANN "employees," and that's in quotes because it turns out that many of those employees in fact were not employees. They were contract people who were working for a certain duration of time or whatever, or a certain percentage of the time. They're not employees, they're contract people. But we didn't really care – we as the community. They were doing a really good job and exactly what the terms were of their remuneration and what guarantees they got from ICANN were not really our concern.

So I just point out that how someone gets paid does not necessarily reflect on how they do the job.

Onto the subject at hand. From the very first meeting of the CWG, the one thing that was said universally around the table is, "IANA is doing a really good job. Let's not do anything to jeopardize that." And I can't think of a better way to jeopardize that than to jerk – excuse the language – than to go jerking around the employees. If we have a mechanism by which they can stay ICANN employees and do the work seconded to under contract to PTI that maintains their employment security that they have, it maintains their ability to apply for other jobs within ICANN and move up and down, it allows people within ICANN to be seconded to PTI as necessary for any particular function or for to replace one of the people who has left, that seems like the far easiest way to manage this. And I don't understand what it is we are going to get by taking these people and removing them from ICANN and changing their terms of employment or guaranteeing them by a contract instead of by law. I'm not sure what the benefit is that we're getting out of this, and there's certainly some significant down sides. So I really don't understand it. Thank you.

AKRAM ATALLAH: Thank you, Alan. Chuck?

CHUCK GOMES: Thanks, Akram. Let me preface what I'm going to say with two things. First of all, I don't think any of us wants to add unnecessary complexity. And I think I can say for sure that nobody wants to do anything that negatively impacts the IANA staff. That said, we're at the same point we are in Marrakech, except that we know the complications with regard to

employment can be managed. So thanks for the work on that. But what we need to see a specific proposal from staff in terms of how you'd like to do that so that we can review that and analyze it and determine whether it meets the objectives of the CWG. And it might very well. But until we see the detail, we're all going to be talking at a high level and can't really analyze it. So my suggestion is let's get a proposal in terms of how staff would like to do this in the simplest possible way, so that we can look at the detail. Until we see that, it's going to be really hard to, I think, finish what we're trying to do here.

So my suggestion is – staff, give us the detail of how you think it might be simplest to do this so that we can review it and discuss it.

AKREM ATALLAH: Very good. Thank you, Chuck. Jonathan?

JONATHAN ROBINSON: I think I will probably express something quite similar to Chuck in a slightly different way. You've told us you have a problem. You've described pretty much in the screen in front of us. You've told us you can see two solutions. One is a contract-based solution, the other is secondment. You have a recommendation that, as I hear it, that your preference for a variety of reasons is to go with the [inaudible] solution.

Our job, in fact, of the CWG, our job is to ensure that what you [propose] is consistent with our proposal. Our job here at the IOTF is to just help you in smaller increments. So I think I agree with Chuck. We just need to see some detail now. And staff's job is to implement our

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proposal, and all we're doing is making sure you implement it consistent with the CWG proposal. And this is that…on a set of tight…the IOTF is doing it on a set of tighter cycles than the CWG is reasonably able to do. So unless someone else has a serious concern or objection, in principle I would say go ahead and give us the detail now. Tell us what the preferred solution is. And perhaps even articulate in a little more detail as you did a moment ago, Akram, why that solution is preferred over the alternative. Because it's clear that two alternative viable solutions at least, and as those in charge of implementation you have a preferred solution. So we just need to see that detailed and articulated, and with any luck hopefully we can sign off on it. Thank you.

AKRAM ATALLAH: Thank you, Jonathan. Paul?

PAUL KANE: Hi, [guys]. I'm [currently] in agreement with what Chuck and Jonathan have said. I have to say I feel comfortable with the secondment model provided the affiliate company is responsible for [its] budget, does pay the staff [inaudible] ICANN. I appreciate ICANN may be paying the staff but it's important that the budget for the staff, albeit on secondment, comes out of the PTI cash pot. So I'm really emphasizing the fact it has to be a separately run entity with staff on secondment which would work. It's not ideal. Some people in the CC community are not happy with the close affiliation with ICANN. Personally, I am happy with secondment, but it is very important, as the others have said, that we see your proposal, and your proposal as best it can aligns with the

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wishes as expressed in the CWG proposal itself. So then we the CWG can basically approve or make suggestions to amend your suggestion to accord with what is intended and consensus has been reached on the CWG proposal. So thanks.

AKRAM ATALLAH: Very good. Thank you, Paul Greg?

GREG SHATAN: Thanks. On one level I'm perfectly happy with secondment. I have a couple of concerns and also concerns about where this might be received by the CWG primarily with regard to separability, which is one of the prime reasons we ended up with PTI in the first place. If PTI has no true employees and they're all seconded from ICANN, the question is what happens if a separation actually occurs. ICANN would be able to just jerk back the employees, terminate the secondment, and render the separation ineffective.

So I think there needs to be something dealt with now. If secondment is the solution, there needs to be a solution to that problem dealt with now which, if they are made true employees of PTI that wrinkle goes away. So that's my one concern with the secondment method. It also seems to me that while secondment does solve other problems, having them be true employees does not ultimately end up as a significant burden based on the research that's been done here. In other words, those issues it appears are largely solved as well. Thanks.

AKRAM ATALLAH: Thank you, Greg. And I just want to mention that I really appreciate all of your interventions here because it provides us with your concerns so that we can address them in the proposal. So please if you have concerns do mention them. Jonathan?

JONATHAN ROBINSON: Two quick points. One [flagging] Chuck's point that the rest of us will have to go at the top of the hour, so we really need to get the critical matters dealt with. Two, very briefly in response to Greg's point, I think that presupposes that separation takes place via divestment of the subsidiary. I think in practice what many have said is, if we the community were that dissatisfied with the performance – and this is hypothetical and in no sense an implication on the staff – but it does suggest that we had actually wanted a new set of staff and a brand new contractor to do the job anyway, which is my reason why I'd be, in response to Greg's concern in that specific context, relaxed about the secondment issue. Thanks.

AKRAM ATALLAH: Thank you, Jonathan. Alan?

ALAN GREENBERG: Thank you. Greg's separation scenario is one form of separation. The CWG report was deliberately vague on what separation means, because it could come in many forms. We could divest ourselves of PTI that it has some different corporate structure and still does the work. We could say PTI is no longer the group, but most of the people are in fact

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doing a really good job and we want to keep them, in which case the seconding situation helps the situation. It lets us discard PTI but keep the people who are still doing a good job. So it's presupposing a certain kind of separation which may or may not be the kind that happens if separation ever does happen.

So I really don't see any downside and from the people's point of view there's clearly upside, and if I was a manager, issues like professional development, career progression, and stuff like that is far easier to do if they're ICANN employees than if not. And remember we will still have ICANN employees doing the work because some of this work is shared – IT and things like that. So there's never going to be a complete split anyway. Thank you.

AKRAM ATALLAH]   Thank you, Alan. Donna?

DONNA AUSTIN: Thanks, Akram. So I think I'd have to largely agree where Alan's coming from in the number of comments that he's made, but I'd just like to make the point that if separation, as we've discussed it, causes some real concerns by the current IANA staff and it results in IANA staff not coming across to PTI, then that's a kind of a deal breaker from my perspective because we've always – as Alan said previously – we've always discussed this under the understanding that we didn't want to cause any risk of losing the current staff that is already doing a good job. So I think for me there's an element here that if there is a serious risk that the IANA staff that currently do the job would not come across and

perform that function with PTI, then that's a deal breaker really for me because we'd be in a position where we'd have to find new staff. And it's a technical related function, but there are nuances in it. So if there's a risk that the staff aren't going to come across if there's separation, then that's a real concern for me. Thanks.

AKRAM ATALLAH: Thank you, Donna. I think that we're getting close to the top of the hour so I will just say that I really appreciate all the feedback that's provided us. I think the guidance is clear. We need to send you a proposal and we will try to address all of the issues that were highlighted in our proposal and also mention some of the benefits of the method of secondment because that's our preferred method, and the downside of doing it the other way. But I think we have a good understanding of the issues and we will try to highlight everything as much as possible and get back to you on that shortly.

I just can't commit right now on a date. We need to go back and see what needs to be in the proposal, but we need to get our act together and turn around this fairly quickly. So we'll get back to you probably by the next meeting at least on a schedule to see this proposal and give you time to review it and come back to us with feedback as well. And we will implement whatever the community sees fit. So thank you very much. I don't know, Trang, if you want to say anything.

TRANG NGUYEN: Yes. There were three items that we weren't able to get to on today's call. The first is some clarification that's needed on the IANA escalation

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mechanisms. We can cover those on our next call which is scheduled for next Monday. And then the other two items – one is a request for an update on the Root Zone Maintainer Agreement. If it's okay with everyone, we can provide that update to the IOTF mail list. And then the third item is something that Paul brought up for Any Other Business. So yes, in response to your comment in the chat room, Paul, yes we can capture it and circulate that note maybe to the IOTF mail list as well for any additional input and then we can essentially add that to the agenda for the next call.

So with that, thank you so much, everyone. I know several of you have to drop to get on the [DTO] call, so again, thank you for all of your contributions and your time today and we will talk to you next Monday. Thank you very much. Thank you, Jonathan. Bye now. Please stop the recording.

UNIDENTIFIED MALE: Thank you.

[END OF TRANSCRIPTION]