

ICANN

**Moderator: Glen Desaintgery-GNSO
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10:00 pm CT**

Steve ShengCrocker: We sent our best guy over to be the liaison for - (unintelligible).

Woman: (Unintelligible).

Steve ShengCrocker: Yes. I better stop talking now.

Thomas Rickert: Thanks very much Steve. My name is Thomas Rickert and I'm the GNSO-appointed co-chair of the CCWG. With me is Leon Sanchez who is the ALEC co-chair and (Matheval) from the ccNSO. He's with the GAC.

We just had the opportunity to present the current status of our work to the GAC and obviously there's an interest by GAC members to ask questions, so (Mathieu states there).

Let me preface this by saying thank you to the board. We recently had a face-to-face meeting in Frankfort and there were a couple of board members there present. Others participated remotely

And I think it's outstanding and very much appreciated by our group that the board takes such an interest in the work of the accountability (press) community working group and also actively engages with us as do a lot of GAC members and I think this is very encouraging because we need the buy-in of the whole community including the board in order to make this work sustainable and come up with robust proposals.

My special thanks go to Bruce who is the board liaison, and if you look at the email archives you will find that he responds in a very timely fashion to all threats on the mailing list and also very comprehensively and I think this is most welcome.

I should also say that one of the not so funny aspects of the work that we're doing is that we have to talk a lot about dismissing board members - one board member, multiple board members, remove the whole board and this sounds obviously very frightening.

And we need to be absolutely clear that we are chartered with looking at worst case scenarios. We are chartered with finding mechanisms to avoid capture or to avoid evil forces to take over the current board and obviously the current composition of the board, there are no such evil forces.

But we may have, at least theoretical evil forces or those that don't like ICANN and the multi-stakeholder model as much as all of us do in the future and, therefore, we need to think about these scenarios.

So please do make sure that you, as well as your board, fully is aware as to the wider community understands that if we are discussing these things, that should not be mistaken as a signal of distrust in the board. But we just have to

make sure that we look at this in a holistic fashion and make sure that we actually make this organization robust enough for post-transition area.

And if we neglected that part of our work just because we trust you, then we would not be doing our job and jeopardize the transition as such. So I'm not sure whether we have the slide deck on the presentation computer.

Okay, so let me just take you through some of the preliminary findings that we have and provide you with a status update without slides. No, that's actually my computer. But it's okay. I think we'll have more time for discussion if we go through this briefly.

Now, just to briefly recap - we have more than 160 members in this cross-community working group that's consisting of 25 members of the charting organizations. We have 136 participants and 38 observers.

We have quite good regional coverage although they could be more from Africa and Latin America. And the stakeholder group presentation is quite, you know, covering the whole community.

What we did is we spent some time discussing what accountability actually is. We were looking at the scope of our work and we - okay, I thought you were still with the last slide. And we actually came up with the document where we set the scene in terms of expectations, you know, who we are accountable to, what accountability means.

You know, it would be due process. It would be compliance with applicable (debt) legislation. It would be achieving letters of performance as well as security. And it would (encompass) ensuring that ICANN actually upgrades for the benefit of the public and not for the benefit of particular stakeholders.

This document, which sets out all these definitions, has matured to a level where we've now shared it with independent advisors that have been appointed by the public expert group and we're awaiting their feedback these days.

As you know, our work is structured in two work streams. Work stream one deals with identifying mechanisms that must be in place or committed to within the timeframe of the INS (future) transition and work stream two focuses on addressing accountability topics for which a timeline for development solutions and implementation may extend beyond the IANA (future) transition.

And obviously the focus of our work and our primary attention at the moment is with work stream one. Next slide please. Can we skip this? (After that). Next. Next slide please. So we're looking at areas such as transparency, consultation, checks and balances, review, (redress) and independence.

And you'll find more information for that on the slide or (better go) to our Wiki. You'll find the link to the Wiki on the last slide and take a look at the documents.

Next slide please. We spent some time on discussing who ICANN should be accountable to so what are the affected parties? And there we have directly affected parties such as registries and registrars.

We have indirectly affected parties such as industry, you know, companies in the industry, ccTLD registrars which are not necessarily related to ICANN, roots (or maintainer) and so on and so forth.

So we need to understand whom we're actually working for or what we need to take into account when working on an accountability mechanism. Next slide please.

Can we skip that part? So then we look at contingencies. Some of the contingencies have been mentioned by Larry Strickling but we went a little but further and tried to come up with contingencies that we need to cover because if you're working on the accountability mechanisms without understanding what contingencies they should prevent us from, then I think we would be doing a poor job.

So we came up with a long list. We amalgamated this list into these high level topics which are financial prices or insolvency, failure to meet operational obligations. Then we have legal or legislative action. We have failure of accountability and failure of accountability to external stakeholders.

So these are the contingencies that we're going to stress test our work against and I see Steve in the room. He and (Cheryl) have been working excellently on the first document that outlines stress tests to be applied for each and every of the topics that we've been discussing so far.

So that's going to be taken care of. As you will remember, stress tests have been asked for by the US government as well, so that's on our (radar). Next slide please. Now, leaving contingencies and looking at requirements. Very early in the process, there were, you know, there are people who were thinking about ICANN's future quite a bit even before the IANA (future) transition was discussed.

And some had visions about how ICANN should look like in the next couple of years. So they were presenting certain implementations of how a better

ICANN can be achieved. And what we tried doing is take a step back and not look at implementation models but look at the tools that we need, at the community requirements to empower the community sufficiently to base a robust accountability architecture on.

So if you look at what happens if we remove the historical relationship with the US government, there's always talk about this (fix) that the US government had. You know, if you don't behave, then we're not going to extend the contract.

So how can we replace this big (fix) that the NTIA had with other accountability mechanisms? So we need to understand what the community replacing the NTIA's role needs to have in terms of tools, in order to have in terms of power to replace this historic relationship with the US government.

And in order to do that, what we did is we boiled down our work into two working parties or we gave work to two working parties that are now working in parallel. The first of which is looking at community empowerment and the second one is looking at review and (refresh) mechanisms.

So can we move to the next slide please? In terms of community powers, we've identified certain things that need to be in place within work stream one. So that's our call for immediate action.

And we think or the group thinks that if we have those in place, we're more or less good to go for the transition because this, you know, this list of six topics pretty much encompasses everything, enables the community sufficiently to require the accountability that needs to be in place.

And that would be approval of the strategic plan, the business and operating plan and budget. So the community needs to get ultimate budget control. Then changes to the bylaws and in that regard, it's particularly relevant to talk about ICANN's mandate.

So there's been a lot of fear that once the US government steps out, that ICANN might expand its mission to things beyond what it's doing at the moment. So then in order to (ease) that fear, we said we need to have an mechanism in order to ensure that bylaw changes can be made without community consensus.

Then it's - then we need action in case something is done which is contrary to the bylaws so that needs to be handed back to the ICANN board for reconsideration. Then it's - you know, in a wider sense, mechanisms how to establish and reach consensus on community position to board or staff decisions so that that can be handed back over to them.

But, you know, these are all last resort mechanisms so we don't have to be afraid that each and every minor decision that's being done by staff can be reversed at the highest level.

But there needs to be a mechanism to reverse and oppose the board decisions. That is also encompassed in the next point in validating decisions of the ICANN board and ultimately the point that I alluded to earlier, removing one of more members of the ICANN board.

So that's basically, you know, if you look at that, these are the main topics that our group felt are necessary in order to have a basis for robust accountability and that actually enables in order to put it in a nutshell, enables

the community to reverse board decisions for the board to action in case the board doesn't implement plans that it has committed itself to.

And if all else fails, i.e., if the board doesn't do what it should be, and it should be doing in the interest of the community, then board members can be removed. Next slide please.

Second workgroup is looking at review and (redress), so we're looking at current accountability mechanisms and consider how we can design them and bindingly implement them into ICANN's structure.

And one of those mechanisms would be, for example, to incorporate the AOC requirements into the ICANN bylaws. And there will be - I trust there will be more review and (redress) mechanisms that we - that we're looking at but this is just a high level overview.

We - what we learned during the Frankfurt meeting is that the group sees the need for review and (redress). And there needs to be the expertise required in place to look at those mechanisms. And there needs to be the expertise required in place to look at those mechanisms.

So, you know, whatever implementation model we actual - ultimately come up with, we should not expect this body or legal construction to be looking at each and every decision because they might not have the expertise to do that.

But they would just ensure that other review and (redress) mechanisms are in place and that panels will be called upon with the required expertise to make determinations on certain subject areas.

Can we move to the next slide please? So I think the - is the timeline actually the next topic? But I think before we move to the timeline, I should pause for a moment and ask you whether there are any questions. Bruce.

Bruce Tonkin: Would you like to get a bit of board feedback on that sort of topic? Is that helpful?

Thomas Rickert: Sure.

Bruce Tonkin: Yes. We had quite a bit of discussion, you know, several hours of discussion, I guess, yesterday on the board and I conveyed to the board much of what you presented in the last couple of slides on the different ideas and things.

And I think just as a board, we wanted to convey back to you that there's an openness and willingness to engage with many - most of those mechanisms. And I think just summarizing a few that we talked about, you know, we recognize that there might need to be - we support the concept that there could be (recall) mechanisms for the board as a last resort.

You know, the implementation details of that would need to be worked out but in principle, we're open to that. Certainly open to the concept of independent review of actions by the board that don't comply with the bylaws.

Open to, you know, the ability to overturn decisions in narrow areas, like perhaps working outside of ICANN's mission. Certainly open to incorporating the IOC, the Information of Commitments considerations into the bylaws as well.

So I think, by and large, at a broad level, not getting into the details, there's nothing that was particularly concerning and we recognize that most of those (unintelligible) mechanisms (seem like) useful ideas.

And then we had some - it's very easy, then, to jump into the details and you jump into the details and everybody says, "Well, what about this? What about that?" And really we want to kind of work as individuals. Not as the board as a whole, but as individual board members, working with you on ideas for how to do that in the most effective way.

So, you know, recognizing the objectives of your work but being able to provide feedback as individuals for, you know, our own personal ideas on how to implement some of those.

Thomas Rickert: Thanks Bruce. That's much appreciated. And I should also add that we haven't yet made a determination on the implementation, right. I can't stress this enough. We're looking at the requirement at the moment.

None of us in the group is an expert in California not-for-profit law so there are ideas, membership organizations having an ad hoc or standing cross-community working group consisting of community members, having delegates.

You know, so there are multiple models on the table that we thought that might be a good thing to just say, "Okay, we need this," and then let the expert decide, the legal experts decide, okay, if you want this, then this is the solution.

You know, so we will closely consult with you as individuals being part of this group, whether you like these implementations that we - as we ask others

as well, so we have multiple opportunities to discuss how we go about with this.

But I think we need to get clarity on what we need to be robust enough in a post-transition world first. And I think we've done - we've achieved quite a bit with that and it's very encouraging to hear that the board is in agreement with the main topics in a broader sense. Certainly the devil is in the details. But I think that we need to take one step after the other. (Erica), you wanted to say something.

(Erica): I think what...

Thomas Rickert: I think we have a microphone.

(Erica): Thank you, Thomas. I think what would be helpful, being a German, is to have a little bit more systematic approach and you already hinted a more comprehensive - I like very much and am fully in support of what Bruce said, very much in support of what you have done.

But the - I think, like you say, the devil is in the details. So what we - I think what would be good and helpful is just to have a comprehensive overview on the topics. I mean, the topics are there but then the more precise subtitles of what needs to be looked at and then I think that we will have to agree on the legal opinions that will be many different legal approaches possible as well.

So I think it would be good to have just a, you know, a very simple structure document, not saying something we will have to do probably as a community together but just to have this kind of, you know, more detailed overview with all the subtitles and all the sub- legal questions we have to look into. Something I would appreciate very much to work on and happy to support it.

Steve [ShengCrocker](#): Thank you. This is a very impressive approach and I feel very, very good about the idea that you're proceeding from principles and requirements and separating that out from the implementation.

There're a lot of implementation details that will be challenging but I think the idea is to work through those. I want to make just one very particular comment. I've heard references many, many times, many places, about California law, about the fact that we're incorporated as a non-profit in California.

That's true and there are some mechanics that go with that but at least from my perspective, ICANN ought to be operating in a way that is not particularly specific to the fact that we're in California. It ought to be a sensible across a very wide - well, I can't speak for every corner of the earth but in principle, it should feel natural and correct broadly.

Whether or not we're in California or whether or not we're in Asia or in Latin America or whatever. So I would have to, you know, as a matter of form, want to have to touch base and see whether or not the specific mechanisms run afoul of any particular detail in California law.

But I would have the expectation that, first we specify the right thing, and the mapping of that down into the specific language or whatever details should be - expected to be straightforward, and if we run afoul of something, we can deal with it.

But I wouldn't - you know, I would take as neutral and as balanced a perspective and say it should feel right in France, in Germany, in Japan, in China. I'm not expert on all of this and maybe I've overreached here a bit. But

that little detail I think I would rather - can't ignore it and I don't want to hide it. But it's not a dominant factor in my thinking.

Thomas Rickert: Thanks, Steve. Agreed. And I think that our group has been operating on the basis of finding principles regardless of jurisdiction. But the implementation certainly you can't ignore legal - the legal environment that we're in.

So if you look at delegates which are possible and not - California and not-for-profit law, that's, you know, that's something that might be an option. Membership is also an option in the California not-for-profit law.

So we're looking at implementations that would work in a compliant manner. But as you rightly stated, the overarching principle should be regardless of jurisdiction and they should serve the global community and I that's taken to heart.

With respect to (Erica)'s point, I just smile, because as you will have noticed from my accent, I'm from Germany as well, so it's two Germans talking about process and engineering, so that's nice.

And rest assured that we do have more detail than you'll find on the slides in our documents but I think that, you know, we've had a very long list of community as coming out of the public comment periods.

So we were fortunate enough to be able to base our work on what the community had already voiced. And we analyzed that very diligently and tried to come up with main topics because, you know, individuals during the public comment period, and this is - the analysis of public comments is publicly available so you can take a look at that.

They phrased community as differently (unintelligible) be grouped under some main topics and what you find on the slides are the basic ideas that the community has been asking for.

And certainly at the offset of our work, we thought that not necessarily the members or participants of this cross community working group would have all the wisdom to come up with a holistic approach.

So we said we need to base our work on an inventory of what's already there. We need to look at what the community has been asking for. We need to add what we've identified in the meantime and what we read from external sources but what people convey to us and then transform that into a cohesive proposal, not only within our own group but also looking at what the CWG is doing so we have weekly consultation calls with the co-chairs of the CWG.

And hopefully we'll be able to marry the two work - the work result of two groups into one unique holistic proposal with not a lot of duplication, not - avoiding friction. And in an ideal world, it would be very simple and straightforward for everybody to understand.

So that's our inspiration at least. And let me just pause for a moment and (unintelligible) who I had mentioned earlier with the ccNSO co-chair, so now you have the benefit of seeing all three co-chairs of this community working group.

Mathieu, would you like to - you know, unless there are further questions, I would suggest that we move to the timetable and since Mathieu has been working on that, he's best placed to show you through that.

Mathieu Weill: Thank you very much, Thomas. Apologies for being - arriving a bit late. I was with the GAC providing this very same update. So the timeline we're currently considering is a best case scenario. It's been designed taking into account the timelines from the other groups, the ICG as well as the cross - the (unintelligible) working group on naming, the CWG.

And we are aiming at providing work stream one proposals by the Buenos Aires meeting. This is extremely tight. Here in Singapore, we are - we have two working sessions and we are hopefully making a lot of progress but I'd like to highlight a number of factors in this timeline.

And those are the - you see a number of triangles on this graph which hopefully is not something that the normal human eyes can read. Those triangles are most - the most significant risk factors we have and those factors are essentially the ability to get sufficient legal advice to be comfortable to put proposals to public comment first.

And then to propose the work stream when output to this board. Obviously we would not want to propose something that would be pushed back for legal reasons in the end.

Secondly, we will have - we will go through public comments. We will go through SO and AC approval of the proposals before sending the proposal to the board. And that is going to take time and we will have discussions with several of these groups about how the process can take place.

And we might find ourselves in the position to launch public comments on our proposals right at the same time as the CWG might be doing the same. And we anticipate there might be risk of stretching the community very thin at a very critical moment on very critical proposals.

So those are - this is really a timeline which - and I highlight the words best case scenario. And - but that's what - that's the one we're working on right now. I think I should stop there for questions unless Thomas - and you want to add something.

Thomas Rickert: No.

Man: Thank you, Mathieu, and thanks for setting out that timeline very clearly for us. I know the cross-community working group had asked the board earlier to give a bit of indication of timelines that we had in mind and I'm pleased to say there's a little vertical (dollar grade) arrow there which is what we asked is that we're hoping, at least by Buenos Aries, to have proposals set, at least at the high level, the recently converged.

In other words, there's a pretty good consensus across the group on the accountability mechanisms that you're seeking. I think we also recognize that in that deadline you may not have fully developed all the implementation details.

But, you know, I think at least to get the proposals out by that date would be great. With respect to the overall deadlines, we support the US government view that it's important to get the IANA transition and accountability right.

And certainly we've heard from the US government that to extend the IANA agreement isn't necessary. And we know we have representatives here from the US government and, you know, we welcome Larry being able to devote time to come to Singapore and meet with the community as well.

On the other hand, we want to demonstrate that the multi-stakeholder model can work effectively to develop a good solution in a timely fashion. And we're also (cautious) that this effort's taking up a lot of - a substantial amount of the volunteer capacity in the community.

And that means that there's an opportunity (cast) with respect to this volunteer capacity being available to work on other issues. As a whole, though, I think we're very pleased with the amount of effort and progress so far.

I note that most of this work really started over Christmas pretty much, if I'm looking at that timeline, probably like the 20th of December. You know, the email started to shoot up and it's been at max level ever since then every day.

I think all of us on the cross community working group get, you know, sometimes 100 messages a day on these topics. It's a lot of work and we're really - and I would like to formally recognize that, as a board, that we do recognize the amount of work going into this and, you know, I hope that you can make the timeline that you put forward.

I think it's also important to note that we recognize the working - work stream one of this cross community working group needs to converge before the NTI could seriously consider the IANA transition proposal that would come from IANA coordination groups. So we're fully aware of that. And I know the US government is also, so you know, I love the timeline and, you know, hopefully we can do it.

Man: (Chris).

(Chris): Thank you, Mr. (unintelligible). Mathieu, you've just come from the GAC. You put this up in front of the GAC as well. Have you talked to them

specifically about the submit to the chartering organizations and acceptance of the plan because it seems to me that currently I'm guessing that's (abutting) Buenos Aries or at Buenos Aries?

And the GAC has particular requirements when it comes to accepting things or they have a slightly different model of what might be consensus from perhaps the ccNSO or the GNSO.

So I'm wondering if this working group needs any assistance to (liaise) with the GAC in order to ensure that they are up to speed and able to assist us with - all of us with our timelines. Thanks.

Thomas Rickert: Thanks, (Chris). Yes, I (wouldn't) want to put out to GAC as one of the communities which obviously will have to endorse the proposals before they're submitted to the board.

And that this, in terms of processes, not (these tasked) for them. So this is acknowledged. It wasn't really - we didn't really have time to address this during the session but it's something we are aware of.

And certainly - but I think it's not specific to ours but to the others as well. So certainly this is a topic that the board and as ICANN is tasked to facilitate the whole process could try and engage with the various communities and ensure everyone is very much aware that there is going to be some urgency in considering the proposals and providing feedback there first and then approving or asking for reconsideration once they come up.

And certainly the board has a (unintelligible) to make sure everyone is on the same page on that topic. So while I ask (Grace) to get the microphone to Steve,

let me add to that that this requirement does not only go for the GAC. It goes for the GNSO as well for other chartering organizations.

And we all need to make sure - and I'm talking about all members, all participants, all observers that we keep our respective groups sufficiently informed so that we don't (elicit) any surprises.

And that would include, you know, let's say GNSO counselors not asking for a deferral when this comes in front of the GNSO council so we need to make sure that everything works like a Swiss clock. I deliberately avoided my nationality here but - no, this needs to be considered.

I think it's yet uncertain as to how the GAC is going to approach this, whether they're actually going to approve or whether they're not objecting, right. But...

(Chris): (Unintelligible).

Thomas Rickert: Yes. Yes, so (Chris) just said that others have a process in place to deal with that while the GAC doesn't. So we're cognizant of that. We're liaising with them as we do with other groups but it would be very helpful if the board could chime in and also advocate for that urgency.

You know, everything we're doing is public. The mailing list is public. You can join our weekly two hour calls if you - if that's something that you want to spend your time on. So you can follow the process as closely as you want to, right, and we just need to make sure that we have the buy-in of everybody.

It's comparative for our work to get all the good ideas, to get all the criticism there might be because Steve - Larry Strickling made it clear at the GAC session that he's not going to accept half-baked proposals or proposals with

dissenting opinions. So we need to make sure that everybody's on board and that we are inclusive, not within our own community but also beyond. Steve.

Steve DelBianco: Thank you, Thomas. It's Steve DelBianco representing the commercial stakeholder's group on the CCWG. And Thomas, if it's possible to go to Slide 10, I wanted to try to - I think - I made a comment to (Bruce Tonkin) this morning.

Bruce recommended that I bring it up here today with the board. Understand that these powers, this community empowerment powers are an emerging consensus about things the community would need to do but what it begs the question of is that what is the community?

And as Thomas indicated, we have six or seven alternatives for what would represent the community. And they're not in these slides because, well, it's a little premature to look at that.

For instance, on the very lightest way possible, the community might just be the ACSO NSG leaders answering an email, checking with their members and coming back with a vote or a decision on a particular bylaw or budget.

On the other extreme, it might be a new formal board of some kind. And, in between, are all things like delegates or members that (Thomas) mentioned. And I just wanted to be clear that we will try to recommend the lightest weight minimally changing structure that achieves the powers that are up here.

There isn't an objective to creating any new structures like members or delegates. There isn't any intent to do that. That would only be there is that were necessary for these powers to be binding upon the board.

If it turns out that you can achieve these powers with a cross-community working group and we do cross-community working groups all the time, and I wouldn't want anyone to believe that's a new structure.

It isn't. It's using the existing structure and existing cross-community working groups. So it's premature to say what structure, if any, would be needed to deliver these powers to the community and it may be a mix of bylaws changes, process changes or policies, strengthening of the independent review process. Oh, and it might, in some instance, involve creating powers like a delegate or a member. But we don't know yet. We should know soon.

Thomas Rickert: Thanks, Steve. We have (Mike) (unintelligible) that is and then (Erica).

(Mike Silber): Thank you. I've (seen) a really - a reasonably deep dive into possible solutions. What I'm not hearing and what I'd really like to hear from this grouping is what sort of (order) do you want and what sort of outcomes you want before you then start diving into possible solutions to achieve it?

Because I think we all have a vague understanding of what we want in terms of accountability and what it means. So we need to be cognizant of setting that definition down.

Is accountability a (board which) has to answer to the community for everything? And is -- I know this term is sometimes misused in the ICANN context -- captured by the community or do we want a board that can effectively manage?

Is it a board that's accountable? Is it staff that's accountable? Is it a community that's accountable? And I'm hearing and maybe because I am not a direct participant in the work of the working group.

It looks to me that there's been an attempt to really start solving for problems without looking at their fundamentals. And the reason I say that is because it's a question we ask on the board all the time.

And I think Steve and Bruce have touched on this. There's nothing new over here. It's unfortunate that we haven't taken it forward as far as possibly we should have and that this working group needs to do things when maybe we should've taken action a long time ago.

But it is what it is. So I'm just saying give us a little more guidance because I'm a little concerned with the tight timelines we've got that instead of arguing about the implementation, first principles would be really useful and I think the implementation will be a lot easier once those first principles have been defined and clarified and we've got some rough consensus as to what those should be.

Thomas Rickert: Thank you, (Mike). Mathieu is going to answer that and then we have (Erica), Jonathan, (Ellen) and (Ray).

Mathieu Weill: Thanks, (Mike). We have given a lot of consideration about assessing the current situation, what's in place, what's being asked for by the community and that was our first ask.

And a number of things are captured in one of our outcome documented so the clinicians (coping) document about what we expect in the end. And it's true we haven't spent a lot of time about how we could improve the board itself and the perfect board, we would be looking for.

And I think there are two reasons for that. First of all, it's not exactly our mandate. We're not assessing the board. We're not doing an assessment of how the board is working and the board of ICANN does that on a regular basis and that's good practice but that's not our scope.

And secondly, there's one thing we know for sure. There is no perfect board. And there is no perfect board for 20 years' time. And we're looking at the future. We're looking at enabling accountability even if the board itself was not functioning well.

This is what we're looking at in terms of contingencies. And this is not specific to this community looking at the board of ICANN. This is what happens in every organization across the world.

Corporations have - I mean, shareholder governance codes and ethics and codes of conduct. Non-profits, there are many standards and they all take into account the fact that the board, at some point, may be dysfunctioning(sic) and most often because of personal issues.

That's what happens. And - so that's the concern and issue we are taking on as one of the premise and we're trying to find a way and I guess a number of people here are familiar with the lean (startup) movement and the concept of minimum (viable) product. We are trying to find a minimum viable accountable solution for ICANN. And that's what we're trying to do with work stream one.

Thomas Rickert: Thanks Mathieu.

Man: Sorry, I'll go back and look at the document again but I'm also (unintelligible) question and just because I'm a member of the board doesn't mean I'm not a

member of this community. I come from the same community that you do, Mathieu. What does accountable mean, is the question I'm asking?

Not the board being accountable, but the organization being accountable. What is accountability in this context? Then let's look at the existing structures.

Then let's look at improvement. I'm just saying, I think that we're - we don't have a clear definition of accountability and I'll go back - maybe I'm wrong. Maybe the work is all being done. I just am not aware of it and I have looked at some of the documents.

Man: I'll send you the document I'm mentioning which addresses what is accountability for what purpose in the context of ICANN and to whom ICANN should be accountable. So I think this would probably help steer the discussion further and I'm happy to engage (all).

Thomas Rickert: Thanks Mathieu and thanks, (Mike), for the question. Before we go to (Erica), let's be clear. Our group is not working on restructuring the board nor has our - our group has explicitly said there is no intention to create a second board to look at what the first board is doing.

I think this is important. We're very cognizant of not creating accountability mechanisms that themselves would create the same accountability issues as we're facing now.

So this is pretty much on the radar. I think this document that's currently with the public advisors within the (present) advisors is a good read because put a lot of thought into these questions. (Erica).

(Erica): I think it is well understood that the goal is to have something in place which ensures that the accountability processes are closer to the - to an ideal, let's say, to an ideal scenario.

Even if I reach an ideal scenario anyhow, but get closer to it. So what I would love to hear from you, the - many of the things are goals and changes, recommended changes.

What you want, to go a step further - coming back to my first point, what you want to go a step further and indicate how you want to implement these kinds of measures?

Because then it becomes interesting and then it becomes something, you know, one can look at it more - (as legalized) and can say, you know, this is a workable scenario and a scenario that the whole community and the board can support and this is something we would have to investigate further. So how far do you want to go? And what will you present to us?

Thomas Rickert: Rest assured, we're not going to stop where we're at now. We are - we have the current implementation models on the table. We have received preliminary legal feedback last night. That's going to be discussed with the group during our first meeting tomorrow.

And we hope that we will have more clarity on implementation models that can be ruled out and those that can be short listed but we'll certainly share any progress on that with you. Next in line is Jonathan Zuck. Jonathan.

Jonathon Zuck: Yes, Jonathan Zuck from ACT. And I guess I want to follow on from (Mike)'s question just a little bit and then to his response. I think it's a natural tendency for the impression to be created that the work of this community is in reaction

to some decision the board made when in reality it's a reaction to a decision the United States government made.

And so what's fundamentally important about that is the questions about trust in the current board or what did we do wrong or things like that, are not in any way relevant to the work that we're trying to do on accountability.

And I think that approach is one in which we're rowing in different directions sometimes because of thinking of the question in that way. The reality is some hypothetical board in the future that takes a decision with which the community disagrees which we would all hope would never happen or would happen in very rare circumstances.

Would there be a mechanism for redress to make that decision undone? So to answer (Mike)'s question, I don't want to be - us to be afraid of the answer. I think we do want a board that is, in fact, accountable to the community. And I don't think anyone is trying to hide that answer to that question.

But at the same time, no one is trying to create a process that creates constant and perpetual review of board decisions. It's an exceptional process, a process of escalation that would facilitate the community overturning a decision by the board should that situation be called for.

And I think we need to treat this as exceptional and we need to treat it as something hypothetical and in the future, and a worst case scenario, and that it has nothing to do with the current composition of the board.

I haven't yet seen a list in the community of board members we want to see removed as soon as this is put in place or anything like that. Well, Chris Disspain's name is in pencil but there's no list in ink at this point, certainly.

But - so and I think it's really important that this issue of trust be taken off the table because it's not about trust in the board. It's about trust in the structure that we're trying to create so that the board that exists in the future is ultimately accountable to the community.

Man:

So getting back to Thomas's opening remarks about this not being personal and so forth, I was actually a little disappointed. I thought maybe this would be a mechanism that would be an exit that - and I was turning over whether or not that might be a positive rather than a negative.

Jonathan, the key thing that you said, though, I think is the important thing, is the exceptional nature. And I think that's a very strong point that we're all in strong agreement on, a very important point that we're in strong agreement on.

The question about what kind of board that got asked earlier, related to whether or not, in essence, whether this was something that would intrude on a daily basis of every decision and so forth, and so - but I think that that's - that colors the conversation or attempts to color the conversation in a way that isn't helpful particularly in this kind of setting.

So I think this is fine. We're all strongly in agreement that accountability is a good thing. I mean, it's actually comforting to know that there is recourse rather than we're sitting in a very exposed and dangerous position of having the power to make a decision and nobody can argue with us.

That's not actually a comfortable position to be in. And so our checks and balances are absolutely essential. So let's go forward with that. The details will need an awful lot of back and forth and testing, whether or not there's unintended consequences and so forth.

You know, and one particular scenario might have (Chris)'s name on it and another one might have my name on it and so - so we want to sort all those out carefully. But otherwise, I think we can go forward.

Thomas Rickert: Thanks so much. I'm cognizant of time. We only have a couple of minutes left, so the queue is closed and we have Alan, (Ray), Milton, (Sherene), Steve and Becky.

Alan Greenberg: Thank you very much. The problem with such a long queue is very often things get said before you get a chance to say them yourself.

Thomas Rickert: It's a legitimate (to pass).

Alan Greenberg: But I will - no, I will not. But I will be brief. The concept of whether - of what is a good board, number one, is not in our charter and if it was, I would argue strongly that we shouldn't do it.

What is a good board now may be a very different thing from a good board ten years from now. A bad board is a little bit easier to define but not in - not in specifics.

This is a multi-stakeholder organization. We're multi-stakeholder instead of just a single stakeholder because we often disagree with the charter, vehemently sometimes.

Any action that we're talking about here is going to require the overwhelming agreement of the multi-stakeholders. Maybe not unanimous but (unintelligible). It's not going to happen very often. We very rarely come together and agree with everything.

So it's going to be something that is seen as egregious by a large number of the stakeholders. And that, alone, says it's not going to happen every day and we're not going to second guess every decision. And I think it's important to keep that in mind. We're multi-stakeholders because we disagree with each other.

Thomas Rickert: Thanks Alan. (Ray).

(Ray): Thank you. The question of accountability is being directly at one level of decision - the board. There are other structures inside ICANN where there are other decision-making bodies. They're called councils and so forth.

Is this group at all going to look at the internal accountability mechanisms that exist or do not exist and what the role of the board would be in overseeing those accountability measures?

Man: The short answer is yes. We will have different account- or different review redress mechanisms with different escalation paths that might and below board level.

(Ray): So if, for example, somebody didn't like the GNSO council's decision on something, there would be a sufficient mechanism that would be able to do the same things you're saying that should be done for the board?

Man: I don't have an answer on that one for you but that's on our radar.

(Ray): Okay.

Thomas Rickert: Next is Milton.

Milton Mueller: Yes, I'm looking at - WP1 means this is what has to happen before the transition, right, and working party one? So one thing I'm not seeing there that I'm surprised isn't there is some kind of a limitation on ICANN's scope (remission) that could be enforceable.

In other words, if our concern is that ICANN's board will do crazy things, rather than attacking this as saying anybody in the community can invalidate a decision by organizing a bunch of people into an angry mob, why not have very clearly defined limits on the scope of ICANN which can be enforced through an appeals process? I have another comment after that.

Thomas Rickert: Yes, we have a more elaborate version of that one and so one of the subtopics of (unintelligible), approval or cha- proposed changes to the bylaws is actually a mandate. The mandate is enshrined in the bylaws and if you give the community powers to have a say on bylaw changes, you can control the mandate.

Milton Mueller: Well, I mean, policies that actually stray outside the mandate. It's not - the fact that the mandate is in the bylaws doesn't mean the board can't make a decision that violates it.

Man: (Unintelligible).

Thomas Rickert: Can we - yes, the third bullet, but can I suggest the point is well taken, that we take this discussion and details on that offline?

Milton Mueller: Okay. And now, the second point is about you haven't spoken much about the IANA transition here. And I just wondered whether you have considered the relationship between an external solution, which would put more of an

accountability limit on ICANN and an internal solution which really increases the burden of your accountability proposals. Have you discussed that at all?

Thomas Rickert: Well, we're cognizant of that but the charters of the CWG and the CCWG are pretty much complementary. So we are trying not to (mission creep) into what the CWG's doing yet, closely collaborating with the leadership of the CWG. I think I should leave it there but there's much more to say about that certainly. Next is (Sherene).

(Sherene): I'm going to be brief. I'd like to speak in my own personal capacity as a board member and, frankly, congratulate you. What you're coming with here is very sensible and frankly, any organization ought to have these checks and balances.

So there's nothing to fear, frankly, and you're coming - you surprised me personally with such a good solution. So congratulations (unintelligible) principles. Yes, of course. Yes.

Thomas Rickert: Thank you very much, (Sherene). That's much appreciated it.

((Crosstalk))

Thomas Rickert: Lastly, Becky, and then we need to wrap it up.

Becky Burr: Thank you. I know that - maybe this is obvious but we are hearing this language of if the board does something the community doesn't like. That really isn't the standard and the group talked about this in Frankfurt.

The question is, if the board does something that exceeds the scope of ICANN's mission, that is inconsistent with the provisions and the bylaws

relating to the multi-stakeholder model, all of that, I am - I just want to be sure that when we talk about this, we're not talking about, well, we just didn't like the decision, so therefore, we're going to overturn it. It has to be principles. The group's very conscientious of that and we will be wor- doing our work on that basis.

Thomas Rickert: Thank you very much, Becky. That's very helpful. I have nothing more to say than thank you. This has been a constructive session. We've learned a lot. It's much appreciated. We haven't covered all topics in the agenda. But I'm sure that we will have more opportunities to discuss. And for the final word, I'll hand back over to you, Steve.

Steve [ShengCrocker](#): Thank you very much. This has been very, very helpful to us and we're quite pleased with this. Thank you.

Woman: Thank you everyone. Just a reminder, there's an ICG update session in the Sophia Room. Glen has requested that all GNSO members hurry back. It starts at 12:00.

END