

**ICANN
Transcription
New gTLD Auction Proceeds Drafting Team
09 September 2016 at 14:00 UTC**

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Attendees:

ALAC
Alan Greenberg

ASO
Sylvia Cadena

ccNSO
Will not be participating in the drafting team

GAC
None

GNSO
Jonathan Robinson
Tony Harris

RSSAC
Kaveh Ranjbar

SSAC
Russ Mundy
Lyman Chapin

Board
Board Liaisons

Erika Mann
Asha Hemrajani

Board appointed staff advisors
Samantha Eisner

Apologies:
Olga Cavalli

ICANN staff:
Marika Konings
Julie Hedlund
Lauren Allison
David Tait
Terri Agnew

Terri Agnew: Good morning, good afternoon and good evening. Welcome to the New gTLD Auction Proceeds CCWG Charter Drafting Team call held on the 9th of September, 2016.

On the call today we have Russ Mundy, Alan Greenberg, Lyman Chapin and Jonathan Robinsson. Our Board liaison today is Asha Hemrajani. From staff support we have Samantha Eisner. Joining us a little later in the call will be Erika Mann. We have tentative apologies listed for Olga Cavalli and Sylvia Cadena.

From staff we have Marika Konings, David Tait, Lauren Allison, Julie Hedlund and myself, Terri Agnew.

I would like to remind all participants to please state your name before speaking for transcription purposes. With this I'll turn it back over to you, Jonathan.

Jonathan Robinson: Thanks and hello, everyone. We have a short call scheduled today. It was – the primary purpose of which is to, in essence, sign off on this charter in its form that it currently now is in order that we can circulate this to the SOs and

ACs with a view to them indicating whether a sort of agreement in principle. That's what we would like to do.

So instead of – because the challenge is if we send it out and say please approve this, it becomes a very binary decision on the part of the SO and ACs. They either approve it or don't. And the risk is that we get some approving it or some not and we end up with a half-approved charter.

So the mechanism we've proposed, and are choosing to do, is to send it to them and say, look, please identify any overarching or serious concerns that you need us to address. And if you do not, we will turn that around and send it back to you. So that's what – where we are with the agenda – with the charter at this stage.

What we want to achieve at this meeting is we actually have – at our last meeting we'd more or less completed the final substantial edits. And those were incorporated into the charter. And I committed to do an editorial review, which I've done, and I apologize, it was fairly late in the day so you haven't had a lot of chance to digest it.

But I assure you, from my point of view, there were no material changes; they were more about clarity of expression and organization of the terminology and so on.

So we can walk through that and have a look at it. And in addition, in the interim, Sylvia has raised a couple of points. One – in two different areas, which I suggest we look at. One she questions whether we've got the intent that we had, that we intended; and in the other she seeks to I think slightly modify the language. So let's look at those.

And having done that, we then should sign off on the timeline. So the purpose of the call is to do a quick overview of the charter as it now stands, check that

we're okay with it. And if we are, our intention is to send it out within – on Monday essentially to the chartering organizations.

And, by the way, for those – the point that, for example, Marika has just pointed out that Lauren I think highlighted, I mean, any of those kind of details, if anyone catches that kind of thing, I mean, you can see on the very first page, which should be in front of you, where it starts, The Problem Statement, we go straight in and say, The new gTLD program.

I spelled out the abbreviation there because it's the correct thing to do. Even though this is largely going to go to a familiar audience, it's still correct not to just leap in in our first line with an acronym, however familiar that acronym might be to us.

So that's it. Any questions or comments on that agenda then? And that's sort our work for this next hour. If indeed it takes us that long. Okay, let's move straight on.

And as I say, I think the key – I'm going to start paging through and highlight to you – I don't think I'm going to walk you through every single edit. I mean, these are, you know, as I say they are editorial rather than – if you go to, for example, the top of Page 2 I started off there in paragraph – the paragraph that begins contention at the top of Page 2.

And you can see it just – it said, as such. And I just (unintelligible) a bit following the ICANN's Board to commit to do so, the auction proceeds. So it's that kind of thing where it's really – it's non-substantial. I haven't changed the meaning but rather clarified things or, in my opinion, anyway, improved the written document.

And I think anyone else should feel free to make similar edits if they feel they're absolutely necessary. Obviously we don't want a document that's flying around all over the place if we're planning to send it out on Tuesday.

I'm going to page down and try to get to Sylvia's more substantial point, or points, the first of which comes in on Page 3. Now here this is at the bottom of Page 3 and the paragraph begins, To align with requirements. And Sylvia's comment was that she felt that this didn't have the meaning it was intended to have previously.

As it happens, in – I think it does cover what was intended in its current wording. And so we just need to clarify if that does or doesn't have the desired effect. Because what we said here was in the sentence – we go on to say, The CCWG must include a limitation that funds must not be used to support (unintelligible) or attempts to influence legislation. And then we say, These definitions are imposed to meet US tax requirements.

And then we say that those same – as we go onto the top of the next page I think – getting to use the funds within – not only to those intending to use the funds within the US.

So it felt like (unintelligible) meaning but let me defer to Sam who would propose to add an additional line, I suspect. But, Sam, go ahead and come in on the audio. Don't hear you yet, Sam. I think I heard something very faint but right now you're not coming through on audio.

Samantha Eisner: One second. Is this better, Jonathan?

Jonathan Robinson: Now we hear you loud and clear. Thanks, Sam.

Samantha Eisner: Excellent. Thank you. So reading Sylvia's comment, I sympathize with her concern that it says that we have this requirement and everyone needs to follow it but it's not clear if everyone needs to follow it, just when they're in the US or not. And so I think that if we added a line like I just added in the chat room that says something like, These requirements will apply to activities across any location where applicants are located or intend to use the funds.

That way it's clear that we intend for this to not only reach any applicant but reach any applicant and the locations where they are.

Jonathan Robinson: Thanks, Sam. I hadn't read it – that it had the limits as I say, but I have no objection to that. I see Alan's come in so let's have a – hear from Alan, he has a comment.

Alan Greenberg: Thank you. I also understand how someone who thinks we are talking about only US spending could read this as implying to only US spending even though it doesn't say that. I think the missing part of it, and I'm trying to word-smith but I'll add a phrase which if we can put it in in the right place might help is that we are trying to prohibit expenses in other venues comparable to those that are not allowed under US tax law within the US.

So maybe that can be incorporated somehow to make it clearer. We are doing something rather unusual. We're saying if something is going to happen completely in another venue, where the laws are completely different, but if it's comparable to lobbying in the US, then it is also forbidden. So if that helps perhaps I'm not quite sure.

Jonathan Robinson: I think, I just noted in the chat that Sam and Asha seem to agree with you. I think it'd be useful to have one person take responsibility for modifying the paragraph to accommodate those requirements. And to me that Sam is possibly best qualified to do so.

So I don't know how others feel but I'd be very happy to delegate to Sam since she appears to understand the limits of it as it's currently written even though it's – wasn't immediately apparent to someone like myself. But I'm very – I'd be happy with that.

Alan Greenberg: I am too.

((Crosstalk))

Jonathan Robinson: ...that Sam's and Alan's words. Alan, are you happy with Sam sort of trying to capture that and sort of it out?

Alan Greenberg: More than 100%. I'm not looking for an additional task.

Jonathan Robinson: Great. And it sounds like Erika and Asha are okay with that. So, Sam, why don't we just leave you with the opportunity to just review it and modify it to make sure that that intent is properly clarified?

Okay, and so that I think deals – thank you, Sam. I think that deals with Sylvia's first point. And then the second one, and feel free to stop me if any of my other edits are cause of concern to anyone. I hope they won't, like I say, in my opinion they were not material.

But here we come down at the bottom of Page 4 to Sylvia's additional point when – and here this is all about the whole intention of the point is to indicate that what we didn't want to do was have the fund time-limited. So it was in some way, by virtue of this charter, constrained from dealing with multiple does of funding for a single supported project or in some way we artificially restrict the lifetime of the fund so they couldn't support longer term projects, which was not the intention.

And Sylvia's questioning the wording in particular, as far as I recall, the fact that she felt that introducing the paragraph with auctions deriving from a single source was irrelevant.

And I actually think she's probably got a point there. Since really the purpose of the point is to make sure that the timeframe for distribution doesn't artificially restrict the kind of longer or medium to longer term projects that the ultimate mechanism may want to support.

So any comments or thoughts around what Sylvia has put there? Any concerns with her proposed revised wording or any improvements on it? Alan, go ahead.

Alan Greenberg: Thank you. I won't pretend to have read the actual wording. I presume we'll have over the weekend to actually read this quietly. Is that correct?

Jonathan Robinson: And, Alan, I think what I would love us to do is, you know, clearly accept within reason any of the editorial that I made and just, you know, go through that. Add any additional edits if you feel that something really is unclear. And accept the revised wording that we agree based on Sylvia's points on these two key areas.

So what our intention is, is to come out with any non-controversial edits over the weekend such that we can send this...

Alan Greenberg: Okay.

((Crosstalk))

Alan Greenberg: I was just clarifying the timeline. I support the intent of what Sylvia was talking about. And I agree that first sentence is a red herring here. It probably needs to be said somewhere but it shouldn't be linked with the timeline of spending it. Thanks.

Jonathan Robinson: In that case, the actions would really be edits – that paragraph to capture Sylvia's intent and ensure that the single source point is covered elsewhere, which I suspect it is but we need to ensure that it's – and note that Sylvia has proposed some alternative wording. So apart from ensuring that that first sentence is covered elsewhere could you pay attention to that wording, which is in the lower right of your screen – my suggested change is.

Erika, your hand is up. Go ahead.

Erika Mann: Jonathan, everybody, I think it is actually not a bad location to mention it here. Because it frames the – it frames the timetable and it gives it a kind of, you know, a political framing – not political but a kind of framing in the sense that it says it is indeed a single operation. Now this might change in the future, but for right now it's a single operation.

So I wonder if it is not really a good location to have it. And I don't see anything negative coming from it. And I agree with Alan, if you don't want to have it here, then we will have to say it somewhere else. So I'm – in principle I'm open if you want to say it somewhere else it's fine.

But we definitely need to say it somewhere. Otherwise, I feel like Alan I (unintelligible) review it. I just came back from meetings so I didn't see what was added so I will review it and come back to you then over the weekend as well.

Jonathan Robinson: Erika, actually that's an interesting point you made. So I think it's clear that (unintelligible) is record the action that – your mic is still – oh no, thanks, Erika. We want to record the action that somewhere in the document we must make it clear that auctions derived from a single source. That's – seems to be everyone agrees on that. We must make sure that's the case.

And then second, the question is whether it's necessary to make it here. Having heard what you just said I think, and what Alan said and Sylvia and myself previously where it seems like a red herring here. I can see that if you link them so you say auctions derived from a single source the new gTLD auctions proceeds round, and then you say, notwithstanding this the timeframe for the operation of this new mechanism is unknown.

And somehow you acknowledge it but recognize that the principle point here is all about the timeframe. That may fix it.

Alan, go ahead.

Alan Greenberg: Thank you. On the first sentence, I realize what's bugging me is the single source. If we were designing this whole program to use the money from auctions and from a benevolent gift that ICANN got last year, it would have two sources. It would not be changing anything.

So I don't – I don't think it's the single source that is relevant at all. I think we must document, as I think we already have somewhere, that this program is being designed to use the money from the auction funds derived from the first round of gold's. Period.

We could add if we wanted to belabor the point that at some point in the future the program could be expanded to use other sources of funds if should they become available, but that's a decision for the future. Thank you.

Jonathan Robinson: Okay so it feels to me like it would be – I note that, Erika, you were supportive of my suggested additional wording, but actually it is still potentially superfluous here.

So why don't we commit to getting that in somewhere and making sure, and ensuring as I said before, that that is in and then keeping this point pure, which is really all this point is about is making sure that the timeframe is not set in stone such that we can't support medium to longer term projects, that we don't force an artificial timeframe on the distribution of funds.

Because that's all this is trying to do as far as I understand it, is making sure that we don't artificially constrain the timeframe of distribution such that it accidentally rules out supporting certain types of projects.

And, yes, and Marika confirms in the chat that the problem statement refers to the origins of the auction proceeds and the length of the new gTLD program. So that's my suggestion that we do go along with something close

to Sylvia's proposed edits and second, that we ensure that we do make clear that (unintelligible) nature of the funds at this stage.

Alan Greenberg: Yes, Jonathan, it's Alan. I just wanted to point out that this paragraph was originally inserted to limit the amount of time that we allow the program to run and with the changes it essentially says that we're removing a limit in that the program may well be running longer than, you know, than is necessary because of the kinds of funding that we choose to give. So it's almost – it's reversed its intent along the way. So just noting that. I don't think it's anything we have to act on.

Jonathan Robinson: Yes, I accept that, Alan, and I recall that like you do as well. There was an intent to limit it and then the objection or concern from Sylvia was that if you limit it, you, in effect, limit against certain types of projects. So it feels like it's not a bad change to have made. But if others have concerns please flag them at this point.

And, Asha, your hand is up so why don't you come in at this stage?

Asha Hemrajani: Thank you, Jonathan. And I just wanted to say I agree exactly – I agree with what Alan just mentioned. It is going in completely in reverse. And while I don't want – it's not my intention – I have no wish or desire to limit the type of projects that could be funded, I don't see the – I do see some dangers, possible dangers, although I cannot articulate them now. I do see some possible dangers in letting this run indefinitely.

So I like what Erika is saying, that we need to de-link the points. De-link as in we can add language that helps clarify we are not restricting in terms of types of projects. However, I don't – however, the – we cannot let this funding program run forever and ever and ever because there has to be an end.

We have to ring-fence this. This cannot be a forever exercise. There has to be a beginning and an end meaning we start disbursing the funds and then

there has to be a day we can see at the light at the end of the tunnel where the last dollar is disbursed. Thank you.

Jonathan Robinson: Thanks, Asha. Two things, I think when Erika was referring to de-linking, it was decoupling the initial point auctions derived from a single source, and we've agreed to decouple those two. So that's okay.

Asha Hemrajani: Okay.

Jonathan Robinson: We're all right there.

Asha Hemrajani: Okay.

((Crosstalk))

Jonathan Robinson: ...Alan's point is an interesting one. And actually I'd refer you to the wording in the lower right, though, because what Sylvia's current wording says is what aspects should be considered to define a timeframe for the fund's allocation mechanism?

So she is saying, you know, how should the timeframe – and maybe there's a better way of expressing that. But it does appear to acknowledge that there's – there's basically delegating to the working group saying, look, you need to think about how you set a timeframe out here.

And maybe we need to, as you say, capture both points because there is a desire to limit – and we previously agreed to limit – that this must have an end point. Yet at the same time that end point mustn't be so artificial that it restricts certain types of potentially valuable projects.

So maybe that's what we need to – those are the – maybe we need to just capture that those are the two intentions and then do some work on the wording to capture that.

So if you, and others, and I know, Alan, you're waiting to speak, but if you, Asha, and Alan and others agree that those are the two intentions then it's a matter of finding the words to capture those intentions. And just again, my understanding of the intentions are make sure there is some form of limitation on the time – on the time that this fund can exist, and appropriate limitation but also ensure that that doesn't artificially constrain valuable relevant projects.

Go...

Asha Hemrajani: I agree. I agree with what you just said, Jonathan, and so Erika's de-linking may have referred to something else but it's very relevant here too. So I agree with what you just said. Thank you.

Jonathan Robinson: Thanks, Asha, that's helpful. I don't know if – I think someone – yes, and I think David is capturing that principle in the notes. Marika, just come in before we then go to Alan. Marika.

Marika Konings: Yes, this is Marika. I just want to note that I think that the edit that Sylvia has suggested seems to capture those two principles because in her proposed rewording of this section she talks about the timeframe so timeframe, at least from my perspective, has a beginning and an end.

And then she asks as well the question like, you know, how does that – the timeframe link to, you know, projects that may be longer term or in which disbursement may happen in multiple tranches.

So it seems that the way she has, you know, worded this paragraph captures those two points. So my question is, do others agree and can we just use that and, again, if people want to fine-tune it that's fine but it seems to capture or flag this as the main points. And if not, you know, need someone to suggest alternative language.

Jonathan Robinson: Let me suggest a practical way forward. I think you'd do both. You use what David has done to capture the intended principle, then that isn't lost. We work with Sylvia's wording at the draft, but allow others to potentially improve that wording over the weekend to make it better consistent with those principles.

Yes, so let's go to Alan because he's been patiently waiting and then see if we're going in the right direction. Alan.

Alan Greenberg: Thank you very much. I have to admit that I do not understand this compulsion, and I'm using the word carefully, that the fund – that it must be a finite limited project. And I don't have to understand it. And it's one of these issues that perhaps I will not agree on and that's fine.

There are many such projects where they deliberately say we will only disburse enough money to make sure this project can last forever and can operate off of the income it – the fund – the capital generates, or something like that. I would not want to see a rule like that coming out of the CCWG. I would not want to see it artificially limited in how much we can disburse per year to allow the funds to last for N years or forever.

On the other hand, if indeed we end up with enough money in this pile, and this point we have no clue how much money there's going to be, and, you know, we're looking at \$100,000 versus \$230,000 today – million rather...

Asha Hemrajani: Million.

Alan Greenberg: ...at this point we do not know how much there's going to be. We do not know what the demand is going to be or what size projects the CCWG may contemplate. It may well decide we don't want to contemplate projects over \$5 million because it's too large a commitment on a single thing. I don't know. The CCWG has a lot of work to do.

But I don't understand the compulsion to say it cannot, under any conditions, last longer than In years. That's going to be driven by whatever limits the CCWG puts on annual or single disbursements, and what the demand is and what the quality of the applications is. It might end up running out after two years; it might end up running out after 12 years.

And I'm not sure what difference it makes if we're making good use of the money and we're not spending an inordinate amount on overhead and processing the requests. Thank you.

Jonathan Robinson: Alan, so I'll just note that as it's currently written, the question in Sylvia's wording, it says, What aspects should be considered to define a timeframe? it doesn't insist on that. But I do note that (unintelligible) she appeared to have quite a strong view on setting some kind of boundary; it's certainly useful to hear from Asha or others on this.

But in the meantime let's go to Russ...

Alan Greenberg: Jonathan, just to be clear, I wasn't criticizing Sylvia's comments, I was talking about the comments others have made that this must be limited and cannot go on forever. That was the part I was commenting on.

Jonathan Robinson: Yes, thanks, Alan. I understood that and so that's why I just – I was making it clear that I thought that (unintelligible) consistent with your position. But that wasn't what you had heard from Asha and possibly others so it'd be useful to clarify whether that is a necessary position.

And then Sam comments in the chat, I don't know what it means to limit the timeframe of the program. And others saying some sort of time. So let's let Russ speak and then let's talk to the need or not to set a timeframe for disbursement. Go ahead, Russ.

Russ Mundy: Jonathan, I'm in general agreement with, I think, Alan's comments with respect to setting a timeframe or the need – or that there's not a need to set a timeframe.

But the point that I wanted to raise is I think a related point to this aspect that we – I believe had agreed on earlier and that is that we do not want to constrain the CCWG in a way that would prevent establishment and operation of a set of mechanisms that could be an ongoing function and could accept funding from other activities beyond just the specific focus (unintelligible).

I muted my mic.

((Crosstalk))

Russ Mundy: Is it clear to proceed?

Jonathan Robinson: Yes, it's coming from Erika's mic so, Erika if you could be sure your mic stays on mute.

Russ Mundy: Okay thank you. But because there's similar aspects and similar wording although it's not exactly the same issue, I wanted to make sure we thought about the other issue as we work on these words so that we don't end up inadvertently doing something that we had previously agreed that we wouldn't do. So that was my main point, thank you.

Jonathan Robinson: Thanks, Russ. I just wonder whether, I mean, again I urge you to concentrate on the two – the principle we set out a moment ago in the notes and also Sylvia's wording as it currently stands, because – and also to make sure that we don't do the work that might be best left to the CCWG.

So we need to give the right guidance, and at the moment the question says, What aspect should be considered to define a timeframe? So it's a nice open

question just says, you know, think about a timeframe. And but also make sure that in this example that the timeframe doesn't artificially constrain it.

So the question is, is it satisfactory as it stands? And there's a few hands gone up in the queue now.

((Crosstalk))

Jonathan Robinson: ...check Sam's point as well. Sam says, It would be important not to have the CCWG consider opportunities to support an ongoing process. That opens up a whole different world of legal and compliance issues. Not to have the CCWG consider opportunities such as additional fundraising. Yes.

Okay from what I understood from – and check if this is consistent with your concern or not, Sam, from what I understood that Sylvia was looking for was the possibility of funding being given out, for example, in multiple tranches contingent on certain goals being met, which might – and it may be over, for example, a many month or many year – a multiple year program.

Let's let others speak now. So, Erika, your hand is up. Please go ahead.

Erika Mann: I think there are many different issues. And.

Jonathan Robinson: Erika, it seems like you may have two microphones open or speakers live while you're talking. So I'm going to go to Alan and then come back to you in a moment, Erika.

Alan Greenberg: Thank you very much. In my mind, it is totally out of the CCWG's scope to look at fundraising or other ways of repopulating this fund. That's something the ICANN Board might do at some point in the future; that's a different issue. It is out of scope for the CCWG. The only thing that should be defining the timeline is the prudent and effective use of the money. Thank you.

Jonathan Robinson: Alan. I might have (unintelligible) but I didn't hear anyone talking about...

((Crosstalk))

Jonathan Robinson: ...supplements to the funding. So I thought it was all about the timeframe for distribution of the current...

((Crosstalk))

Alan Greenberg: Well there were comments in the last couple of minutes about additional fund raising. Sam made comments and someone else implied that maybe that should be within their mandate. I'm just reiterating that is outside of their mandate completely.

Jonathan Robinson: Okay.

Alan Greenberg: But it might happen through some other mechanism other than the CCWG.

Jonathan Robinson: Okay so certainly that's consistent with my understanding. And note that Sam has pointed out in the chat that she had no particular concerns with Sylvia's current proposed wording and so please let's make that as our reference point.

Erika, would you like to try and speak again?

Erika Mann: I'm not sure if (unintelligible). No. Jonathan, I will write this up.

Jonathan Robinson: Okay thanks, Erika. And, Tony, you asked where is Sylvia's language. It's the lower right of the screen where it says commented MK4 from Sylvia. And then it says, My suggestion to change the text is 4 dot and then commences, what aspects, so that's Sylvia's proposed alternative.

Alan Greenberg: Jonathan, to be clear, everyone has their own scrolling so what's on the lower right of your screen is not what we see.

Jonathan Robinson: Apologies. We're on Page 4. I'm assuming that everyone was on the same page. But we're looking on Page 4, Comment 4. And it's Page 4, Item 4 so at the bottom of Page 4 and there are some comments to the right hand side. And Marika has copied that into the chat now for use of everyone.

Okay perhaps we've done enough on this. Please, Erika and Alan, your hands are up. So if you could take them down and rearise them if you want to make a new point.

Alan Greenberg: Sorry, I'm not at my desk right now. I'll lower it as soon as I get back.

Jonathan Robinson: Okay great. Thanks, Alan.

Sylvia Cadena: Hi, sorry, everyone. It's Sylvia here. I'm sorry I'm only taking the call from my phone so I don't see the Adobe Connect. So I was just wanted to make a quick comment. Jonathan, just let me know when can I speak. Thank you.

Jonathan Robinson: I think you should go ahead and speak now. Please do.

Sylvia Cadena: Oh thanks. Well I am – I was able to download the file – the last file that Marika sent and I'm working on your comment that is my suggestion to change the text is. And I think that probably one thing that might help to clarify could be to add, for example, if we say what aspects should be considered to define a timeframe, if any, for the fund's allocation mechanisms to operate.

And that will allow the CCWG more space to find oh, there is no need for timeframe, or there is one to support long-term projects or the fact that we need to move this funding or other considerations might – and that's putting a specific timeframe for it – the fund allocation.

So maybe if we add (unintelligible) that will allow the CCWG to (unintelligible) timeframe but beyond that. Thank you.

Jonathan Robinson: Sylvia, so just in case that wasn't 100% clear to everyone, Sylvia was saying what aspects, if any, should be considered to define a timeframe for the fund's allocation mechanism to operate. So it really delegates that to the CCWG but make sure that the question is considered. And perhaps that's the right approach because we flagged that there should be proper consideration given to a timeframe, necessarily insisted on it.

I inserted the if any probably in not in exactly the right place but the essence is the same. What aspects should be considered to define a timeframe, if any, of the fund's allocation? So that delegates that task to the CCWG and says, look, think about what timeframe, if any, should be in place for the fund's allocation.

Which frankly feels appropriate to me. It means we've thought about the fact that thought should be given to a timeframe but we're not prescribing it. How do others feel about that or are we okay with that?

Alan Greenberg: It's Alan. I think that's good.

Jonathan Robinson: Thanks, Alan. Sam, your hand is up.

Samantha Eisner: Thanks, Jonathan. I think that it's important that we make sure that we still have the language regarding – and I'm trying to look through the charter quickly as we're on the call. But we have language regarding the need to limit overhead and the expectation of the types of overhead funding that go to administration of the proceeds at least somewhere in the document.

And I can't see if it's still in here right now because that is the type of consideration that you would expect to have with – linked to that timeframe issue.

And so I'm worried that the insertion of the word, if any means that there's no considerations or there's a possibility of no considerations. But I think it's not helpful for us to divorce those two concepts totally.

Again, I don't have concerns with the remainder of the language that Sylvia had proposed but it's that suggestion that if any that maybe there's nothing to guide when we've already inserted the idea that administration of the funds and capping the administration amounts is also an important thing to consider in the design of any program.

Jonathan Robinson: Thanks, Sam. Marika confirms, and I recall, that that restriction is still in there. There is a limitation on the overhead or the proportion of funds. I don't think we set it as a percentage but I think we talk about industry best practices. We do seek to limit overhead. A

nd I see the connection, but, I mean, so that is covered elsewhere, I believe – and I note also in the chat that Russ agrees with tasking the CCWG with defining a timeframe.

Sam, I can't refer you to the exact section, although Marika says C8. Marika, what page is that 8 on? Oh, further below. Yes, so immediately below that. We were on 4 and if you go down to Point 8 it says, What aspects should be considered to determine an appropriate level of overhead (unintelligible) the principles. So again it begs on the question on the CCWG. Sam, is your hand new in response to that now?

Good point that Asha asks about whether we're talking about timeframe for use of or disbursement. My understanding is that this is possibly – covers both as we were talking about it at the moment. Just thinking about the

timeframe to cover both because the example given was multiple disbursements or tranches of funding for a single approved project. And by definition then that would be – there'd be some timeframe to that use.

Russ, did you want to respond or, Asha, did you want to come in on this?

Sylvia Cadena: Jonathan, if you can put me in the queue that would be great. Thank you.

Jonathan Robinson: Sylvia, go ahead. There's no one ahead of you at this stage, although Asha and Russ's hand had just come up so why don't you go ahead and then we'll hear from Asha and Russ.

Sylvia Cadena: Okay. Thanks. I think that the timeframe – if we follow the rest of the questions that we are doing in all these items about what to consider in X, Y and Z, we have also – there is also one big question about evaluation and reporting and criteria for measuring success and all those things.

So even if the mechanism disburse this chunk of money and then there is a very short timeframe for disbursement, the implementation of that will imply that whenever the report for that expenditure comes that will be done depending on the time of that implementation of that specific idea.

That could take a year or five years or what, you know, so the who receives the report and who publish those reports and who manages those reports that's part of the timeframe as well.

So that is something for the CCWG to consider. And I think by having all these little questions we are setting a good path for the thinking that they will have to do.

And that maybe we can, you know, be available for the CCWG is required to provide more clarification about the extent of all these conversations, they will have all the recordings available.

But I don't think that we need to link absolutely every question to every question because it is obvious that they all refer to the auction proceeds. And if we try to make them more complicated than they are then (unintelligible) the spirit of each one of the considerations that we are trying to mention.

They are all linked together and is the work of the CCWG to actually interpret to which ones they give more weight and more importance. Thank you, Jonathan.

Jonathan Robinson: Sylvia. And it does make me think of a tangential point that we will need to deal with is when we communicate this next week to the chartering organizations we will need to make it very clear to them that the substantial work is intended to be done by the CWG. Otherwise there's a risk that we will come back to us with points that we deliberately left for the CWG.

So it just reminds me and all of us when we look at – there'll have to be a covering letter that goes with this that frames the work of the drafting team and the – in relation to what the CWG might be expected to do.

Okay, Asha, your hand is up next.

Sylvia Cadena: That's a very good point, Jonathan.

Asha Hemrajani: Can you hear me?

Alan Greenberg: Yes.

Jonathan Robinson: Yes, Asha, go ahead.

Asha Hemrajani: Okay thank you. Thank you, Jonathan. So I think I agree with what you mentioned – what you said, Jonathan, in relation to my question. If it is referring to both defining the timeframe for use of funds as well as for

disbursement of funds, then I would agree with – I'm okay rather with what Russ suggested. That is the task the CCWG to define both timeframes.

I was actually more concerned about the timeframe for disbursement of funds. I didn't really think about a timeframe for use of funds. But that also is an interesting idea to consider. Thank you.

Jonathan Robinson: Asha, and having had it flagged by I guess your question, it does – they seem to be interlinked to me which is – it's useful to be thinking about those. Russ, go ahead.

Russ Mundy: Thank you, Jonathan. I am not certain of how we are differentiating the disbursement of funds and the use of funds. My general point was that it – I think it is reasonable for the CCWG to define the timeframes and if there are differences between what it actually means to use the funds and what it means to disburse the funds.

I think it's fine to have them do it, you know, defining the timeframes for each of the appropriate set of timeframes because if it's an area of responsibility and accounting and auditability we absolutely do have to, as (unintelligible) to the CCWG and the distribution mechanisms that we do have to be very careful and mindful of all of those things that are required to meet those – to meet the audit and accountability aspects.

And so it could be a broad statement by the CCWG about the broad timeframe for each of them or it could be that there's some periodic report that the distribution mechanism sends back to the ICANN Board or some staff function

But I think these are very reasonable things for the CCWG to work on first the definition of what are the set of things, and secondly, what is the timeframe associated with reporting and what should be contained in those reports. But all CCWG activities, not ours.

Jonathan Robinson: Yes, okay good. That's helpful. Thanks, Russ. And I have a feeling we might be able to just add a small tweak to Sylvia's wording to get there. But let's hear from Alan next and see...

((Crosstalk))

Alan Greenberg: Thank you very much. There's a huge body of knowledge about doing this kind of thing. There's a fair amount on this drafting team, certainly Sylvia and I have a fair amount of experience, but it may be others as well. There's going to be a huge body of knowledge in the CCWG.

And there will be – there has to be a fair amount of experience and knowledge in the ultimate group that we ask to handle the actual disbursements.

You know, so we probably put limits, we the CCWG, put limits saying no single project should extend over five years or something like that. But the limits past that are going to have to be largely due based on the project.

Yes, we have to link it to disbursement and use, we don't send someone the second million dollars if they haven't – didn't touch the first million yet. You know, so there's all sorts of things and checks and balances that go into this kind of process. It's well understood. So CCWG is going to have to provide some overall guidance. The details probably should not be done at that level.

But, you know, I don't think we even need to speak about that at this point. But just remember, there's a huge body of knowledge; we're not reinventing this. Thank you.

Jonathan Robinson: Alan, so to put it specifically, in – I mean, we could tidy up the wording but try to modify it slightly and I'm posting it to the chat, but will cover where we

seem to be going with this. Asha. If that's old hand please withdraw it, otherwise proceed to speak.

Okay, so I think we've talked through that pretty thoroughly. We know what we want to achieve. It's something close to what Sylvia has suggested where we cover, it seems, both use and disbursement. We're coming up to the top of the hour and those were the two substantial points we wanted to (unintelligible). So I think I'm going to move us onto the point on timeframe and next steps.

So that's up in the top right hand part of your screen under the Notes section. And for – if anyone joined late and perhaps missed that, what we have here is, in fact, a charter in a form that we think is close enough to what we would want to ultimately submit to the chartering organizations that we can submit it to them for, if you like, preliminary approval.

And what we want to do is get back – we want a carefully worded letter that, as I said earlier, describes both the role of the drafting team briefly and the role of the CWG and the status of the charter. And what we really want is agreement in principle with the charter and if not, the raising of any substantial shortcomings or weaknesses.

And assuming we get no substantial shortcomings or weaknesses, we'll resubmit it to the chartering organizations informally for approval, and if we do get feedback we'll deal with that.

And so that's the intended course of action. And that submission to the chartering organizations will be next week. And I guess it would be up to myself with the help of Alan and - to draft that covering letter that goes with this.

Thanks, Alan. Marika, your hand is up. Please proceed to speak.

Marika Konings: Yes, so this is Marika. So if I can maybe suggest that staff will get out a redline and clean version immediately after this call and then people have until Sunday evening wherever they are to suggest any other like minor edits, any cleanup that may need to be done so that indeed on Monday staff can work with you and Alan to get that letter out to the different SOs and ACs and distribute the charter.

Jonathan Robinson: Thanks, Marika. That sounds like the intended plan. And thanks, Russ, for your support for that process. Alan, your hand is raised. Go ahead.

Alan Greenberg: Yes, thank you. Just two small points. Number 1, could we have page numbers on the document? It's good that Jonathan has been referring to page numbers but there aren't actually any on the document at the moment, at least not as far as I can see.

And Number 2, if it is possible, and I don't know whether it is with this table structure, if line numbers make any sense to help identify where people have changes or issues that would be useful. I suspect when you use tables, line numbers are not as meaningful and it may not make sense. That's it.

Jonathan Robinson: Okay. Thanks, Alan. We can have a look at that, certainly page numbers. And just to be clear, I was referring to page numbers as they appeared in the screen here so that should be correct but I take your point, I think it would be useful to have them in them in the document. Anyone else have any questions or issues they'd like to raise? I know that many of you have to get away at the top of the hour so any other questions or points at this stage?

No? Good. Thanks, everyone. Thanks, staff. We look forward to seeing the turnaround of the clean version as soon as possible. We'll review it and aim to be getting this out as – in the format that we described to the charting organizations later on Monday.

All right, good. Thanks, everyone. Wishing you – some of you may be closer to the weekend than others but wishing you a good weekend when you get there. And thanks for your help on the call today.

Alan Greenberg: Some of us may be in the weekend already, actually. Or at least one of us.
Good call. Thank you, all.

Jonathan Robinson: Thank you, bye.

Sylvia Cadena: Thank you, everyone.

((Crosstalk))

Sylvia Cadena: Really appreciate it.

Erika Mann: Bye.

Asha Hemrajani: Thanks, all. Bye.

Terri Agnew: Once again the meeting has been adjourned. Thank you very much for joining. Operator, (Brian), if you can please stop all recordings.

Everyone else, please remember to disconnect your lines and have a wonderful rest of your day.

END