ICANN74 | Policy Forum – RSS Governance Working Group (2 of 4)
Thursday, June 16, 2022 – 10:30 to 12:00 AMS

OZAN SAHIN: Hello, and welcome to the Root Server System Governance Working Group Session 2. My name is Ozan Sahin, and I am the remote participation manager for this session. Please note that this session is being record and is governed by the ICANN expected standards of behavior. Please not that this session is intended as a discussion among the Root Server System Governance Working Group members. Other participants will be silent observers.

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We have an overflow room called Kilimanjaro located across this room. If this meeting room reaches its full capacity, ushers will help additional in-room participants to the overflow room.

With that, I will hand the floor over to Brad Verd.

BRAD VERD:

Thank you, Ozan.

All right. This is the first model that we're going to go through here, which is the affiliate model, also known as NewOrg. And the group that had the task and homework to present this and see how it stood up against the success criteria … Their representative in the room today is Wes. So I think a couple of them are in the room remotely, but, Wes, I think, is going to be leading this discussion. So thank you for doing this, Wes. And I will turn it over to you.

WES HARDAKER:

Okay, great. Thanks. So I think my first note will be, "Don't shoot the messenger." I was not involved in the creation of this document. It's actually been really nice to learn more about over time as I've both read it again and again and again as well as talked with a bunch of people about how it works. But when we get to sticky points, I need to refer to the people that actually helped create it that I may not know the subtleties of, and other people may.

So the affiliate model is also instantiated as the PRS Model. I think Jeff and Suzanne are on the Zoom session as well and maybe can answer questions as well.

So Duane actually put together some nice diagrams of … This is how the RSS governance works today. The RSOs are independent, but they are represented in RSSAC. And RSSAC is part of ICANN and it follows the ICANN bylaws.

The affiliate model, which is instantiated in the PRS governance, is modeled as a subsidiary of ICANN. So it's really trying to be at arms' length distance, which helps do a number of things, one of which is preventing capture, which has been long talked about even in [reference in] 037, for example. And it's a separate oversight through a separate board. So the root-related decisions all operate separately. And I'll get to the success criteria here in a minute. This is mostly background.

There's some benefits to this separation. And I'm highlighting again early today because it appears in a number of places as we discuss this. One, the advantage of a separate community, as a separate PRS system, really gives a very root-specific purpose. And that can cause, since it's a single purpose for a single organization, some speed increase and things like that because you're not bogged down in everything else that ICANN is trying to do. It's a very devoted system specific to one particular cause. And it has separate bylaws and things like that as well. And we'll break down each of these to some extent in a little bit.

But if you look at what came out of the NewOrg document, or PRS, and the success criteria, there is some differences between

them on how the approach came about. The success criteria really is a finalized checklist. "These are all the things that need to be done in order for a complete function system of governance to be done." And the PRS is really … The analogy we came up with is that it's more of a constitutional framework. So there are many governments that are based on constitutions, and many that aren't. But constitutions are the foundation upon which you build laws and you build other policies and things over time. So where is that line? So the constitution is really more like a governance bootstrap. It's the minimum amount needed to get started, and everything else can be done under that system once you've created that foundation.

The important takeaways, though, are that, whatever a constitution typically allows, [it's] at least a reasonable amount of flexibility over time. You can modify the system over time. And so the success criteria really could pass multiple solutions of multiple different types. And that's how it was intended so that we could do this evaluation across multiple different types. And the PRS system, which is really modeled after the existing [inaudible] modeled after the PTI is just one instantiation of something that might work that is held at an affiliate model.

But the real question in my mind is, when is it when we declare success? What is the right point in the sand to draw the line saying, "Everything after this point is done under the new system. Everything before this point is just bootstrapping"?

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So today I'm really going to talk about the PRS model component. I'll identify which criteria was met by each component and to what degree. One of the things that I decided to do in putting this together is really flipped it on its head. I'm not starting with the success criteria and saying "This criteria is met by this piece of this model," but the inverse of that. It's easier to talk about the model as a whole or each piece of the model and say, "This is the SAPC, and it actually solved these criteria." It's easier to think about it that way. So I'm turning it on its head a little bit.

And then there's a number of cases that we ran across that, with the notion that it's a bootstrapping mechanism as well as it was still always a draft—it was never complete … There's a number of things where we know things will be met as opposed to that are met already. So there's a distinction of now versus in the future. This is where it would go if you want to be a little bit more specific about it. So the B* criteria kind of talk about that: where stuff should actually happen.

So in order to evaluate the affiliate model, the original request, as I said, was to analyze the PRS model against the success criteria. And again, as Suzanne frequently reminds me, the PTI is a worked example but is not the only structure. And it was started because there's a lot of past history in ICANN that shows it has already been discussed heavily agreed upon, but it's hardly necessarily the exact model, and deviating from it a little bit should not be a problem. It makes it easier if we start with that as a base to some

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extent because it has been so well thought out and considered already.

There's additional areas to consider. So the final couple of slides in this—I think there probably won't be a whole lot of contention in the beginning—are sort of the things that we highlighted that were either missing or points of contention. But we might want to think, long term, of, what are the final agreements and structures and things like that that, to some extent … Whether that's before or after the line in the sand is sort of a questionable point. And then what's the flexibility in the evolution of this in the future? Are we building a constitution that will allow evolution as … We know five years from now we're going to have a completely different set of needs. That's just the way it's going to be as things change. So what's the process of making that evolution happen?

So in the PRS model—I think this is the heaviest slide, to be honest—it's based in part on PTI, like I said. So I have all the definitions over on the right. I have a separate window if we need to refer to them. So, please, anybody stop me if … Some of these are very much quoting the exact definition, and others are summarizing what is in that other requirement. It's designed to promote RSO independence. Again, I talked about that it's designed to be at arm's length and avoid capture and things like that and really preserve our independence. That's mentioned a number of times in the document. Note that not-for-profit is kind of implied through it, but it's actually right now not stated

anywhere. And there's a number of places where … It's hard to see, but the righthand side is actually in italics because slightly leaning parentheses don't look very slantly leaning. But that's really because it doesn't say it anywhere—that it's not for profit—but it's in the model description itself—that that would be stated.

The stakeholder flexibility and updates by the charter and the bylaws, as I mentioned, is handled in this. The higher-level description. The financing function is handled at a higher level. I think this actually will be a point of contention later: where financing is actually tied in. It's effective and sustainable. There's a number of places where there's also stars because I'm clumping all of those requirements together because there's no need to spell them about individually. Fundamental fairness and equality. Again, this is another place where it's italicized because it's conceptually present—it's sort of hinted at—but we may want to insert some more clarity in order to really meet the success criteria if we want to be very clear about it. And then decision-making abilities are talked about in general—about how decisions are made throughout the entire model and where things flow.

The PRS Board is what keeps the RSOs independent of ICANN. They have their own decision-making process. They have their own memberships. It is not tied to ICANN. We'll talk in a minute about how there is a relationship with ICANN and the stakeholders and the Empowered Community. And it acts based

on the DRF Panel results. So this is one area that I think could use a bit of improvement myself, speaking solely for myself, not for my other participants. But I think we'll come back to that in a little bit. But the PRS Board makes decisions based on recommendations to and from the other bodies, just like 37 implies that the ICANN Board would.

The SAPC, as everybody knows, takes on the SAPF role. That's not a shock. One of the important takeaways is that it is really the primary community engagement point. I think that might even be quoted in the document. And its goal is to ensure transparency and community stakeholder engagement and things like that. It's the point where the community gets to interface, and there's representatives to it from a lot of the bodies that are in this room, for example. And it's responsible for architectural oversight.

I will note that one of the things, when I was looking at the A.2.4-specific criteria, is that transferability really isn't mentioned much. Because of the RSO histories, there have been a few transfers have always been "Well, what happens if this happens again" types of cases. The current document doesn't talk about that too much, even though I think the RSOs have in the past because of past incidents and possibly future concerns.

And this is where decisions requiring RSOs in combinations of others, which is really C3, happened. It's where consultation with a bunch of groups make decisions. I noticed that actually C3

actually has the word "approval" in it. And really approval of decisions made in RSOs in combination with others is actually done at the Board level where the decisions are made at the SAPC level.

RSSAC, if you remember the diagram—I can go back to that if anybody wants me to—is where the relationship with the Empowered Community is. And the biggest question in my mind about all of this going forward from when we start 37 of "What happens to RSSAC?" … And I think the solution from this document as far as I could best tell, especially from Duane's helpful diagram, is that RSSAC will remain in place. Well, actually it will remain in ICANN and remain as part of the Empowered Community. And the RSOs will still be represented in it. Now, communication happens between that and the SAPC and the PRS Board or something I think is left to debate. But that's, to my mind, where C42 is actually met.

Root-Ops exists, as everybody knows now. And there's the C2 line which is really decision-making ability for RSOs only. And when I was looking at this (with apologies to my coauthors on this because I did not consult them about this), when I was putting this presentation together, that's the only place that made sense. Why is some body within this getting around? We already have a forum for where RSOs talk to each other. Why do we need to bring this into other places? If some decision is being made that doesn't need external … Maybe it's operational decisions or something

like that. So it seems to me that we don't need to pull that into the existing governance system if it's already internal in the first place. And then, again, Root-Ops has a relationship with RSSAC. Or I should say the RSOs have a relationship and representation within RSSAC, which is in the Empowered Community. But I threw that bullet in because something had to tie it to RSSAC.

On the financial side, I think this is where the document is, in my, again, personal opinion, the least descriptive. It's in the financial side. And there's hints to it in multiple places. And, again, somebody else who had helped author the document can probably speak to it better, but there's not a huge amount of description, somewhat because that's something that I think could be discussed more in the future. ICANN really is expected to be the single source, and there is—I think it's on the contention slide later: the success criteria say we should have multiple sources of finance. And we've said that since the beginning. Since the beginning of 37, we've always said we really should have multiple, but nobody has another source, right? It's easier to say that that's what we want, but it's harder to actually realize what we want. And of course there's no obligation to accept financial support. There's no document that exists today that says, oh, you must take financial support.

The secretarial function in the PRS document is really talked about in multiple pieces. Rather than that there's one body, it talks about, well, RSSAC or the Root Operations might need some

sort of Secretariat, and the SPAC needs a Secretariat to handle things related to it. And rather than bundle that into one, they really say that there's not a particular entity that does it but rather I think it's mentioned, I want to say, three times: these bodies need some sort of secretarial function.

So this is the … Oh, it turned it into a fraction. How nice. I didn't notice that. This is where I figured we'd get to without discussion, and I was right because I think a lot of that was self-evident. There's a number of interesting cases. And I think I put, to some extent, the biggest one. A.2.1.1 specifies that no RSO shall have control over another RSO. And the existing PRS model—again, this was a draft; this was never the final thing that the GWG was supposed to be voting on at the moment; it was getting feedback about … The PRS Board has three RSOs appointed to it. And I think there could be contention there.

And I hope somebody else is watching hands because I'm not. So I'd appreciate—thank you. I have a full screen so I don't see any hands at all.

Anyway, the PRS Board has three RSOs in it. And you can sort of see that as some sort of power relationship because the Board is making decisions over stuff coming out of the other possible nine appointments. And it's also interesting to note that the way that the PRS Board working is written, at least according to my personal interpretation, is that there are three positions on the

Board that are appointed to by RSOs. It doesn't actually say that RSOs will be appointed themselves. But I think that's a common likely output. So this one in particular—feedback—of how to handle the situation—because I believe that there are nine (and this is from memory) appointments to the SAPC, and three to the PRS Board … Clearly, that adds up to twelve, which happens to be the current number. It's unclear if that should be specified in such a way of, if we were going to keep this relationship of splitting, how we would best do that with additions and removals.

I will go until … I see there's a hand. Yes, Ozan?

OZAN SAHIN: Hand from Tripti.

WES HARDAKER: Thanks, Tripti.

TRIPTI SINHA: Wes, question about the subtext associated with A.2.1.1. So it requires that no RSO have control over another RSO. What exactly does that mean, and why is it necessarily to be stated?

WES HARDAKER: Well, we can shift to the exact language in 58. Or maybe, Robert, you have an interpretation better than anybody else.

ROBERT CAROLINA: I was just going to suggest that I think that the intention with A.2.1.1. … Okay. Oh, here it comes.

WES HARDAKER: Is it 3? Sorry, what was the number?

ROBERT CAROLINA: A.2.1.1.

WES HARDAKER: It's long. So each RSO is not subject to organizational control by any other RSO, and a material number of RSOs are not subject to the organization control by the same person, organization, government. Basically, it's enforced independence, and that includes from each other.

ROBERT CAROLINA: Indeed. And if you scroll down a little further … I'm trying to think if there is any subpoints below that. Okay, there are not. My apologies. Thanks. The intention here was to try to develop the definition of independence— independence outside the terms or outside the framework of the governance structure itself. So the

intention with 2.1.1 was to say … I think you could look at this way. Putting to one side how this new governance structure is going to work, do these RSOs effectively control one another? The idea was to try to avoid a situation where one external organization or two external organizations effectively gained control of four of five or six or 20 or 100—whatever the number is—RSOs because that would subvert the governance structure itself. But I don't believe there was any intention with 2.1.1 to forego or exclude the idea that the governance structure as collective would have some authority to issue mandates of some description to the RSOs. In fact, that's presumably precisely what the governance structure needs to be able to do.

BRAD VERD: Yeah. I think this was more around, if I recall the conversation, an organization coming in and acquiring a bunch of RSOs and then basically taking control or having a majority control of the RSO voice.

ROBERT CAROLINA: Because that leads to capture of the governance structure.

WES HARDAKER: Does that answer your question, Tripti?

TRIPTI SINHA: I think so.

WES HARDAKER: Okay.

TRIPTI SINHA: It's percolating in my head because the principles, as they were laid out in 37 and further defined in 58, and the governance structure essentially gives the RSOs independence. So why was it being reemphasized? So it just caught my attention. And is there a corner case where that could be the case? And so you're trying to make it clear it shouldn't be the case? That's what I'm trying to understand. What am I missing? Maybe I'm not missing anything.

ROBERT CAROLINA: Well, the goal was to try to give a little more detail to what was meant by the use of the term "independence," because "independence" as a word standing on its own can mean a lot of different things to a lot of different people. And we're talking here about independence of the RSOs—the phrase I want to use is "inter se"—amongst and between themselves.

The very obvious corner case of independence—and I see various people who I think are aware of what's coming—is that three of the RSOs at the moment are arguably in a single ownership or

command-and-control structure that consists of one entity, and that is the U.S. government, obviously.

So the goal in trying to define what's meant by independence was, well, how do we tease out the distinction between … In a corporate control situation, you would think of, oh, under a common scheme of control whose shares are held by whatever, it leads to common point, whereas, if you're looking at an organization as broad and diverse and as complex as the U.S. government, it's difficult to say that these three still seem to be independent of one another. So there's a bit of flex and a bit of challenge in terms of trying to define them.

But the main point is that there was never any intention for A.2.1.1 to be read for the purpose that RSOs can never be told what to do by an organization that has some RSO representatives on it. That wasn't designed to subvert that part of the governance structure.

TRIPTI SINHA: Thank you.

BRAD VERD: I think Liman had a question.

LARS-JOHAN LIMAN: More like a comment. My feeling there is that, maybe not in this specific paragraph, one thing that we need to avoid may be just

this specific situation where a limited set of root server operators take part in decisions where the others don't have equal say. And that can be, in a board where only a subset of the root server operators are represented, that they don't have equal say. And that could reflect down and say that, in that case, if a decision is made, a root server operator who's not represented will be forced to take actions that they weren't a part of making the decision of. And that's something that we need to watch out for.

WES HARDAKER: Yeah. And I think Tripti's use of the word "corner case" is ideal there. We're looking for places where this may occur.

I have a comment, but Ken?

KEN [RENARD]:   Thanks. Really, what Liman was saying. I'd be getting ahead of you. It's A.1.9 or 2.9 that was the equal powers among RSOs. Three appointees on the board. Do they have more or different powers than the others? So just a comment. Thanks.

WES HARDAKER: Well, let me throw my other examples then because one of the interesting things about the current document—again, draft; we're looking for things that we can change—is the way that the SAPC is chartered is it's chartered by the Board. And there's not

discussion of, well, the charter needs to be worked out by the SAPC. It's basically saying the Board gets to thrust the charter on the SAPC. So you could imagine three RSOs would have potential chartering ability to really affect the system. I think that might be one thing we might want to consider tweaking at some point.

ROBERT CAROLINA: Yeah. Just to come back on some of this, one of the challenges that I alluded to earlier is that, at the moment, there is no established community group that has the authority to make decisions for and on behalf of the RSO community. So the early slide, for example, that you showed about the role of RSSAC … RSSAC is an opportunity for RSOs to combine together to provide advice. However, neither RSSAC nor Root-Ops have the authority to collectively bind the entirety of the community. That's something that's missing from the governance structure right now.

And one of the things that is interesting about the PRS model is that there are one or two places where there's a description of that there will be X number of seats for RSOs. One of the problems that needs to be solved, or one of the issues that needs to be addressed, is, any time something says there will be X number of seats for RSOs, or X number of positions for RSOs, how do they get chosen? Because there is no body currently, there is no entity currently, that serves that role. And I would recommend that

that's probably one of the key deliverables of this process: to create the entity that does in fact have that representational authority for the whole of the community.

WES HARDAKER: All right. So hearing no more comments about that, then, moving on to the next one, we talked about this earlier in the week in RSSAC meetings: where is security reporting handled? That's in the success criteria, but it's not in the current document for PRS. I think that's easily remedied, though.

A.2.1.2 is ensuring organizational diversity. One of the fundamental tenets in 37 is the need for diversity among RSOs for various reasons. And we talked about diversity in a number of ways, being purpose and financial background and all sorts of other stuff. And I'm not sure that that's very heavily discussed in the PRS NewOrg document today, but that's probably an easy edition. Most of these points are ones that I came up with while trying to read and look at the success criteria.

As I mentioned before, the financial section, I think, is where it's discussed in the PRS model to some extent, but I think it's the one thing we've been struggling with since even the beginning of discussions for 37: how to handle this particular case. And there's a reason it's last, right? But it could be made more explicit in various points. Specifically, as I mentioned before, the way the PRS model seems to happen now is there is a single source of

funding that would go through ICANN. That's the affiliate organization. And it doesn't necessarily mean that ICANN couldn't take funding from multiple places, but if you start bringing in more evidence of funding, the legal paperwork gets, of course, larger and larger and things like that.

The sustainability in funding source is sort of undefined in the PRS NewOrg model—how to make sure that there's a funding source that is long-term and can continue into the future. And the details about how funding is affected by additions and removals and transfers of ownerships and things like that I don't think are talked about in any document, to be particular honest. That changes the bottom line of a budget. I think in the PRS model it says there has to be at least two years if you're going to say you want funding and you didn't have it in the past. You have to wait two years to declare it. But nobody, I don't think, talks about: if you're an addition, does that mean you can't get funding for two years and yet you're going to be standing up new infrastructure? That's an interesting corner case.

Brad or somebody?

BRAD VERD: Liman?

LARS-JOHAN LIMAN: Thanks. There are multiple angles on the issue of a single stream of financing. If you want to maintain independence, then having multiple streams of income, it's probably a good thing even though the paperwork gets better because then no single stream of money has the control that inevitably comes with … Giving money gives you some way of control. And the less important that stream of money is (because it's one of many), the more independence the receiver of the money has. So there are pros and cons. Thanks.

WES HARDAKER: Yeah. And I think that's exactly what we discussed heavily in 37: why we wanted multiple streams. That wasn't the case, but as I mentioned earlier, it's easier to say that. It's much harder to actually make it happen.

Okay. This is the last slide, so we'll be done earlier if nobody has large points of yelling. A.6.4. The PMMF functionality. This is actually one of the sticking points in my mind. And I think this is a failure of 37: that we really didn't document clearly why we have spelled this out into a separate function. And the reason we did in 37 is we wanted it to be an objective neutral third party that wasn't bound to desiring what the output was. So we wanted this performance and measuring and monitoring function to really be the separate organization that would only metrics back to somebody else that would actually make a decision based on it.

And in the PRS document—easily changed, I'm sure—it's really combined into another body. I'm blanking. Was it SAPC? One of the other bodies assumes control of that. And whether we want to go back to what 37 says and separate it out is subject to debate, I'm sure. We may have been too paranoid in 37. I don't know.

The other thing that was long discussed is that the PRS document never got to the point of … If you remember, in 37, we had this appendix of examples of scenarios—what happens when you add, when happens when you remove, and all the decision-making process. That was the last thing we did in 37, too. Those were the very last things: Does this hold water? Does this stand up? And the PRS model never got to that point, so it's not really surprising that they're missing. But A7 is specifically calling out that you need that sort of thing to validate that this governance structure will work as written. And I think that's probably the case, but that's probably one of the last things that we would expect to do in evaluating the document as a whole in the first place for: is it complete?

Then C4 is scope of participation and/or oversight outside RSO operations. And this sort of handled by the SAPC, but I'll be honest. This wording … I wasn't quite sure when reading this again what it meant. And I think that's one of the fun things about these comparisons today: we'll find that 58 has a number of wordings that we no longer understand what they meant after trying to compare it against something real. So I think this is one

of the sticking points for me: what did we mean when we said this? And I hope [to] work on the wording in a lot of parts of the document.

BRAD VERD: Liman, I think that's an old hand. Correct?

Okay, Liman. And then Ash.

LARS-JOHAN LIMAN: Thank you. When you say here that the PMMF function is not separated out as 37 indicated, for me that's really fussy because, as I intended when I took part in creating RSSAC037, I was very specific with separating function from organization that performs that function. So what it says here is kind of conflating these two things when I read it. The PMMF function needs to be separated from other functions so that we can discuss it and analyze it, but it doesn't have to be performed by a different body than something else. So several functions can be performed by the same body, but we have to discuss the functions separately. So I don't really know what "separated out" means in this context.

WES HARDAKER: I apologize. That is my wording and, as I've mentioned before, others that actually helped work on the document are better voices than mine. So thank you, Liman.

Ash?

ASHWIN RANGAN: Thank you. I'm a little bit late to this party, but in reading up on the material, there were RSO concerns with the PRS model. Is that not correct?

WES HARDAKER: Could you repeat that? I'm sorry. There were concerns with the PRS model? Is that what you said?

ASHWIN RANGAN: Yes. I believe that, in reading the material, there was … I can't recall exactly where. That's the reason I'm asking the question. But the root server operators had concerns about this model, and therefore this was … I think this was already discussed previously. So I just want to be sure that we're not retreading ground that we've covered.

WES HARDAKER: Good question. I will say that the purpose of this timeslot and this discussion was to look at the success criteria and the evaluation of an affiliate, either to revamp things or to find stuff that's not in the success criteria that we care about as well. So this is really just an analysis of cross-comparison. So you are right that probably

some people at least have concerns. I'm sure there's people in the original GWG that had concerns, too.

Brad?

BRAD VERD: Suzanne is next.

WES HARDAKER: Okay.

SUZANNE WOOLF: Thanks very much, Brad and Wes. I want to add … Well, I don't think it was in the conversation up until now, but in any case, I think it needs reinforcing. The original GWG spent a lot of time talking about financing and what the rules around it should be and how to structure things so that funding was not tied to performance because that was believed to be extremely important to at least some of the RSOs. But it's also difficult to accomplish. That's also not the usual way. It's much more common that, if you're going to be giving people funding and signing agreements with them about what they're going to do, those things will be reinforcing each other and will be in a very direct relationship.

One of the things that people are going to have to figure out in the reconstituted GWG is how important that separation is to them

because how to do the financing and how it relates or doesn't to performance is actually going to be extremely important. But also it dictates a lot of the structure, as far as we can tell. And one of the things that I think should probably be clear is what that relationship needs to be and how it's going to be sustained.

WES HARDAKER: Thank you, Suzanne. Definitely the document does read that way today, and it definitely says that different RSOs have different expectations with respect to their service. And that comes from A.2.1.2, which is on the screen now: for ensuring organizational diversity, you can't have different diversity and yet have the same set of metrics.

I think, Jeff, you're next.

JEFF [OSBORN]: I was debating whether to bring it up, but Suzanne makes a good entry point for me. The whole existence of a financial component to this has been complicated and odd from the get-go. As all the lawyers know in the room, without consideration, there is no contract. We not only don't have consideration but we don't even have a party. We know that we, the RSOs, are going to do something with some unknown entity. I've never heard anybody associated with ICANN say that they were going to fund this.

So I'm almost wondering whether we don't need to go back through this and, everywhere it says "ICANN," say, in brackets, "funder's name here," because, otherwise, we're acceding all kinds of things to ICANN as if they were the funder, which they never stated they're going to be. So when we get down to the money part, if they say, "Sorry. Thanks for all the fish," we're in a very odd position because I've never been involved with putting together a contract like this where the consideration is literally not considered. And that's just weird.

WES HARDAKER: Okay. Ken?

KEN [RENARD]:   Thanks. One of the other points of contention that we saw early on was success criteria B.3: Current RSOs must be constitutionally capable of joining the RSS GS. Now, the problem specifically from my organization is just the legal status between a government and a legal entity operating on that board. So I asked our lawyers. So I know fundamentally we could never sit or participate on the board. And if that's a complication—the fact that this is a legal entity, and there is a board that controls that legal entity—is that a barrier to current or even future organizations based on whatever their policies are? Can they join? Can they participate in every … Not they have to be able to

participate in every possible way, but we don't any unnecessary barriers to participation. Thanks.

WES HARDAKER: Okay. Suzanne?

SUZANNE WOOLF: Just to address what Jeff said, which I thought was really interesting—and like I said, I think we need to pursue this point—it is extremely weird and, in my view at least, that's one of the advantages of learning from the PTI experience because, to a great extent, PTI exists for roughly the same reason that we're talking about here, which is that ICANN is committed to funding IANA, the IANA functions—the IANA is an entity, however you particularly think of it—without … ICANN funds IANA but is bound to listen to the IANA customer, the operational entities, as far as what IANA actually does. And to a significant extent, the entire PTI experience taught us how to handle at least a somewhat similar situation where money and performance both happen but they're not tried directly together in the traditional way of a contract between specific parties. And in fact, I think that's one of the reasons why it's worth studying the PTI example pretty closely. Thanks.

WES HARDAKER: Okay. So I guess that's the end of my—Kurt?

KURT PRITZ: Thanks. This is sort of a different topic, so that's why I waited until the end. But right at the outset, we talked about that this is a model designed to … "avoid captures" becomes a shorthand for something that I can't quite spin up, and I was wondering if anyone had discussed what are the scenarios we're trying to avoid, or how does this model avoid capture as other models don't? I'm hoping somebody can help me define what "capture" is so I can contrast the PRS model and the SO model and determine which may better serve that purpose. So what kind of capture are we trying to avoid?

WES HARDAKER: I think that's a really good question. If there's a hand that wants to answer it, please let me know.

So I can tell you my personal opinion based on discussing this for five years or seven years or whatever it's been. One of the things that is written in the list of bullet points in 037 is that the independence of the RSOs means that failure is harder. So a failure of the root would require every organization independently to failure. And if you had a single overarching entity that is able to capture and control everything, then you have a single point of failure again. And then that would decrease the viability of the root in extreme cases. And so the goal of

preventing capture is that no single organization could dictate control over the operations and functionality of the root.

And some have been concerned that that includes ICANN, that the stakeholder bodies that we includes—the three stakeholders that we listed in 037 (and there's stakeholders listed through the PRS document as well)—not just ICANN. It includes the ICANN community, which is pretty much the whole world because the ICANN community includes ALAC as well. But it also in includes the RSOs. So they have their own self-importance. And we included the IAB/IETF to include the standards organization that requires its existence to be functional for the Internet to work. And the IETF and the IAB are not part of ICANN. I had a very long listen with Goran, who explained to me that they can't take opinions from the IAB because they're not part of the ICANN community. So how do we accept an opinion from an external body?

So the point of this capture was that, if they are one of the stakeholders and they're not part of the ICANN community, then we have to be able to maintain a communication mechanism with external entities that want to provide us feedback requirements and things like that, as well as give us why our reason to be should exist. And we don't necessarily want it even under just ICANN. So I'm speaking to an extreme: even entirely contained with ICANN would be, functionally, containment or control. It's debatable.

Robert?

BRAD VERD: Actually, Liman was next.

LARS-JOHAN LIMAN: I would like to add to that. I see a couple of other variants, maybe, of hat you said, which is that we want to avoid undue influence where powers outside the design that we're trying to build here can influence decisions in such a way that the independence of the root server operators and the root server system is voided, which includes organizations muscling their way in as new root zone operators which haven't been vetted and accepted according to the procedures in the model that we're trying to design here. But that's another type of takeover or control that we want to avoid in my view. Thanks.

WES HARDAKER: Thank you, Liman. The extreme case is one country. If one country was in control of the entire root, then that would be bad if national conflicts occur.

                              Robert?

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ROBERT CAROLINA: Thanks very much. A couple of short observations and then a question. I noted you mentioned the Root-Ops as a significant forum. I'm wondering, is there a specific decision that is isn't highlighted in that document that Root-Ops would continue to exist as a forum? Because at the moment, it seems to function as a quasi-governance function. It seems to be information exchanged there that influences how root servers deal with each other. So that's one thing. Feel free to ignore two out of threes if you'd like.

WES HARDAKER: Well, can answer that one first?

ROBERT CAROLINA: Sure.

WES HARDAKER: Okay. So we finally did codify in an RSSAC document, I think, the difference between RSSAC and Root-Ops. So you can go read that with our agreed-upon definition. But my quick summary is that Root-Ops is entirely operationally focused [as] a forum for internal discussion. It is not a governance system at all.

ROBERT CAROLINA: All right. The second thing—this is more by way of observation— is that, in the document that describes this model, there are

maybe two or three different places where the document describes what I like to call different tables with different seats. How big is the table? How many seats are there? Who fills the seats?

And it gives that description, but I think perhaps what's missing— and this came up in the discussion earlier today—is an explanation for, well, why that number? Why those people? Why are these people selecting those positions and not other people? I think that, for getting through the process successfully, no matter what happens, the people in this group are going to have to be able to answer that question about, well, on the principle that we were trying to fulfill when we decided what shape was this table and how many seats were there and who decides to be in the room … I think that there must be some sort of statement of principle that says the principle we're trying to achieve is this. So to achieve that, we recommend that the table is shaped this way, and these are the people who should be in that particular room. There's nothing to say other than to say that I think I'm recommending that.

But my question to you is this. This is the same question that will come up this afternoon as well, only in reverse. And that is I can't quite get a full grasp on, what are the perceived benefits of this model over the other major alternative that was considered but not taken up, which we'll be talking about this afternoon? There's a wonderful description that says we considered this other

thing—the supporting organization thing migrating RSSAC in that direction—but we decided not to. Could you speak a bit more to what makes this model better? Or why is it perceived to be better?

WES HARDAKER: So to answer your last question first, no, I can't. So I think one of the fundamental tensions that we have in any body that is producing documentation is that we come up with conclusions and we document the conclusions and we don't document the discussion that led us here. And this is exactly what Kaveh was leading to earlier. And when I first read the NewOrg document, I had the same thing. It's like I didn't understand the whys because they're not documented. And we don't go through the "This sentence has nine pages of background text to do it." And I don't know that any standards organization or any STO of any kind has really succeeded in the explanatory text of "This is how we came to this conclusion," especially when it comes to policy. It's easier when it's technical bits on the wire. It's harder when it's policy. But even in the IETF, we run into the same thing all the time, where we don't explain why this bit was a 1. It's just with this particular protocol. So I don't have a solution to that, which is why I can't answer it.

As to the multiple questions of which is better, I can't speak to that as much because I wasn't part of that past discussion. I can say that the arms'-length section, which is on this slide,

includes—and I happen to the on the slide anyway … The benefits of separation include a body that is distant from all the other decisions, allowing them to make their own decisions and goals. So you end up with a very focused set of people devoted to a single purpose as opposed to as part of a larger organization, and then the capture thing that we talked about as well. But—

ROBERT CAROLINA: I would point out that one of your teammates is keen to pick up the baton.

WES HARDAKER: Yeah. I will shut up now and somebody else will talk.

BRAD VERD: Next was Liman, but I think Suzanne wants to address Rob's question. So, Liman, can you pause for just a second or is it related?

Suzanne, go ahead.

SUZANNE WOOLF: Thanks, Brad. I was just being a little bit pushy because I do have a hard stop in a few minutes.

Rob, to your question, just to elaborate a little bit on what Wes said, particularly on the subsidiary relationship, in discussing that

certainly within the little group that was talking about this presentation—and since I joined the GWG—in those terms relies first of all on being able to look at why PTI is set up the way it is because I understand that was the formative example there.

But also there are multiple other examples that at least some of us are familiar with where a subsidiary relationship between two organizations provided the right balance for those situations of the subsidiary to have freedom to act and flexibility about carrying out its mission but also had appropriate financial relationship and oversight relationships with a parent organization.

And we can go into that, I think, in as much detail as folks want, but just to give a real easy example, my current employer is a subsidiary under a relationship very much like that, and what is gives us literally the ability to carry out our mission and a certain amount of flexibility about it. There were legal reasons for doing the arrangement we have, and we should probably sob over those over a beer.

But in any case, there are other examples. This is one of the reasons why it seemed important to us to state that the model in the GWG working document is not the only way to do this.

But basically the bottom line answer is a combination of flexibility and a determinant relationship that can be made to cover both oversight relationship and financial relationships that can be a

WES HARDAKER: Thank you. Can I ask you a historical/follow-on question? You were much involved in the IANA transition and PTI creation than at least I was. Can you give a two-sentence overview of why PTI ended up in that camp and what they're thinking was at that time as to where this model was better for them?

SUZANNE WOOLF: Part of it was that people felt very strongly. The customers of the IANA functions, particularly the root zone stakeholders, wanted to have the ability clearly laid out that, under certain circumstances, they could take the IANA function out of ICANN, which I don't think applies here. But also, they wanted to be able to create a situation … Yeah, I see Sam's comment in the chat. And thank you, thank you, thank you. But the other thing that I recall from being involved in the community working group on it was that people wanted to be able to bind ICANN to provide funding and to provide a certain formal oversight and appeal structures but not to determine the day-to-day. Normally, the

people that tell you what to do are the people that pay you. And the thing that was interesting about PTI and the needs for IANA that I think actually also apply somewhat here is that we're talking about situations where somebody else pays for … The agencies of paying for things and the agencies for getting things done need to be separate.

And I completely defer to Sam on the specifics because she was the legal and governance person that put most of it together when it came down to the detail. So, Sam, please go ahead. And I am going to have to drop momentarily. So thank you for letting me jump the queue there.

WES HARDAKER: So Liman was next. Did Sam have an insertion that she wanted to make? Or I'm confused now.

SAM EISNER: I think one of the key elements of why PTI was formed was that there were actually two goals. One as to basically not impact the IANA functions at all to allow the actual performance of the IANA functions to continue to the expectations of the customers and to make sure that there was a line of accountability to the customer expectations once you have the U.S. government removed from that role through the IANA functions agreement that was being transitioned away from.

And so PTI, in many ways, didn't impact how ICANN performed the IANA functions. It just created some corporate entity structure around that. But the reason for the corporate entity structure was not for impact today necessarily but for impact in the event that ICANN started falling down in the performance of the IANA functions to allow the separation of that function. And so there was no intention through the creation of PTI to do anything to impact how the IANA functions were being performed.

So it's a little bit different from what we're talking about today because what we're talking about today here is really to create a new form of coordination, a new form of working together, a new thing within our multistakeholder governance system, and then add on top of that the mechanism for how you do that. And so there are some key differences.

When I first started coming to the GWG meetings, part of it was because of my experience with the PTI formation and that this isn't necessarily widgets. Corporate entities are not widgets that you pick off different elements of off the shelf and put together. It's really important—the type of entity you pick—because that dictates the controls that you have.

And so if we look at the PRS model as it's defined, there are statements in there about sole membership of ICANN. Well, that puts in different restrictions on the governance than you would expect to have when you say there's a lot of flexibility in the

model. And so there's some internal inconsistencies with the outcomes of that mode. If there is interest from the group to proceed with something like the PRS model, the model that's currently on paper doesn't really match an existing corporate form. And so that's something that has to really be taken into consideration.

WES HARDAKER: Thank you very much, Sam.

Liman?

LARS-JOHAN LIMAN: Thank you. And thank you for very good input, Sam.

I actually go back a bit here to Robert's observation or question regarding Root-Ops. I think I will disagree somewhat with Brad and say that it's actually a form of governance but not governance of organization but governance of operations. So that's how the root server operators come together around operational issues. And since what happens and transpires in Root-Ops actually has an impact on how operation is performed, maybe there's a sting between there.

WES HARDAKER: Fair enough. I will point that you're disagreeing with me, not Brad. So I'm leaving Brad's good name out of this.

LARS-JOHAN LIMAN: Sorry. My profuse apologies. That tells you how well my memory works.

The second thing is I would like to stress that whatever model that we come up with must have room somewhere in the description for the type of discussions that are carried out in Root-Ops. Whether that happens inside a new model or Root-Ops continues to exist in its current or similar form outside the model is something that we will end up with in the final description of whatever we come to agree on. But there needs to be room for that somewhere.

I think we also need to keep in mind and make a conscious decision of whether we see the same thing that Sam described here for the IANA function. Do we see a need to be able to disconnect this governance structure from ICANN in the future? Do we want to have the perforation there so that we can rip it off and have it operate in some other environment? That's something that we need to be conscious about, and we need to make a conscious decision about that at some point along the line, not necessarily here and now. Thanks.

WES HARDAKER: Good point. Thank you.

Kaveh, you've been very patient.

KAVEH RANJBAR: Thank you very much. So I think it's a very good discussion, a valid discussion. And what I can bring to the table is that all of these questions and requirements are valid, like, should it be under ICANN or not? And we can discuss it. But I think we are building a very complex structure. And we have done a lot of work.

So I would say to take a bit of a more, let's say, mathematical approach. And we can trust what we have built. So we have eleven principles. We can look at them as basically axioms, correct? With any frame, any model, that we come up with, I don't need to again answer the questions of, well, should it be part of the ICANN structure or not? I just need to make sure it is consistent with all those eleven. So I guess I can tick those, and we get to consensus that, yes, whatever model—because we don't even know if there's only one answer or many correct answers, correct? … We just want to find one. Let's say this is answer. It should pass a test of being consistent with all the axioms—the eleven ones that we have. And if we trust that's what we really want—there's nothing outside that—all the questions will be framed under one or more than one of the axioms. Let' say, should it be an ICANN structure under ICANN or not? Then we should say, how then do you answer that that is consistent with independence, for example?

And that's actually another, to answer your comment, Wes, way to actually document the whys. So we don't need to explain all possible scenarios. We just document why we think as this group that it is consistent with number one of the principles or number of two of the principles. That would do for the frame.

Also, for the processes, when we come to defining processes, then we don't need to go all eleven. We should just show that it's consistent with one or two of those principles and is not contradictory to any one of the others. So we just make a statement that this process supports Principle 1 and 2 and is not contradicting any of the others.

So for the frames, we need to be fully covering all the axioms, all the eleven principles, for the processes. Less scrutiny. And I think that will be strong enough. We build on top of what we built before. We don't need to revisit everything from the beginning, basically. Thank you.

WES HARDAKER: Okay. So first off, thanks for [inaudible] [to mouth]. I appreciate that. But you are not saying that we shouldn't have the necessity to bring up a twelfth, right? So, yes, we have to bind to the original eleven and make sure that we meet that, but that doesn't prevent us from applying future criteria, correct? More axioms.

KAVEH RANJBAR: Yes, but again, if we believe, let's say, 37 is comprehensive work, then basically a 12th shouldn't exit, or we shouldn't be able to get to a 12th one based on the 11th if the eleven are already covering all this space. And to have a model which we know will work, we just have to add one additional [inaudible] basically to [whatever was previous] which would be equal to falsifiability, correct? So we say how this model can change in case it is proven that actually this process or this framework actually after we put to the test is not compatible with one of the axioms. It's how we can actually revisit and fix that. As long that also is documented somewhere along this method of basically making sure we are covering all of the principles, we should be good to go. I don't think there is anything that can [help] such a system except if someone really questions the axioms because we take them for granted. But that would be discussing, "37? I don't accept that," which I think is a very different discussion.

WES HARDAKER: Thank you.

                 Brad?

BRAD VERD: This is almost a perfect segue. I wanted to say this earlier to your question, Kurt, about capture and where that was coming from. And in the communication from the RSOs to the GWG, it was

actually identified that there was a 12th principle that wasn't documented in 37, which was preventing capture. All the work we did in 37 had that in mind. Everything we did was to make sure that capture didn't happen. But it was not documented. But it was a guiding principle. So that's something to keep in mind.

WES HARDAKER: I think it was sort of the principle of being independent—that we would not be captured because that would destroy the independence—but there was no explicit statement. That's a good point.

I see no other hands, so I guess I will I call … Is there anybody else that wants to make comments?

BRAD VERD: Yeah, this is the time to talk about it if we have other questions or comments.

WES HARDAKER: Yeah. I will say, back to … It might have been Robert's question or somebody's question. Multiple people wanted to know why this is better. That was not the goal of this presentation. The goal of this presentation was not to compare and contrast. I'm assuming that that would be a future discussion. Or there is

recorded minutes for the previous GWG discussions where that comparison was done in the past as well.

Ken?

KEN [RENARD]: Thanks. I don't know if this is a question that's premature or certainly shows my ignorance of the legal structure, but the PRS is a legal entity. Is there anything bound or anything presumed about maybe the jurisdiction of where that is? Is it a U.S. company? Are there any limitations defined now that may have an effect on participation by other countries, other organizations? Thank you?

BRAD VERD: Speaking from memory, that was further in the weeds than the document got. That was certainly one of the things that needed to be worked out, which was also one of the challenges: from the RSO perspective, there were a lot of black boxes with a lot of unknowns. So that would be a detail that would need to be figured out.

KEN [RENARD]: Thanks.

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BRAD VERD:	Any other comments or questions?
	Sam?

SAM EISNER:	Thanks, Brad. Just one point to Ken's question. I believe, in PRS model, there was a presumption that we've have 501-C3 status. So that would be just a necessary limitation to the U.S. if that's presumption and there was no other discussion of jurisdiction. There was also a mention of ICANN membership. That wouldn't necessarily limit it to California, but I'm sure ICANN would have positions on what that would mean. But the only limitation we'd see in there is the U.S. jurisdiction based on 501-C3 status.

BRAD VERD:	Thanks, Sam.
	Anything else? We've got around 20 minutes.

ROBERT CAROLINA:	I think it can do it in less than that. I want to come back to the point that you made in reference to effectively RSSAC049, which was the statement of desire to join the Empowered Community. And I want to come back to the way that you addressed that because the language on the face of it speaks about RSSAC joining the Empowered Community. If we were to abstract that statement to mean we're trying to find a way for the RSOs as a

community to join the Empowered Community, do you think …
In other words, if RSSAC isn't the answer to the Empowered
Community question because … I'd be happy to say why I think it
might not be, but I'm open to challenge on that. Can you perceive
how this model might be used to pursue that agenda?

WES HARDAKER: So I'm afraid I really need to defer to others that have thought
more about this because I'm not an expert in this model. Some of
what I said came from discussions and came from, actually, this
diagram and Duane's that really shows that RSSAC is still part of
the ICANN community. But note that there's no arrow backwards,
aside from the subsidiary line. So if RSSAC is part of the
Empowered Community, but the Empowered Community
doesn't have a feedback mechanism into it, which it sort of does
because one of the stakeholders of the root server system is the
ICANN community … So there should be some sort of
representation on the SAPC or … SAPC is designed to take
membership from things outside of ICANN. There's two
appointments by the IAB. And I don't remember the rest of the
list.

So I don't have an answer. If anybody else has a better answer, I
would certainly appreciate a volunteer.

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ROBERT CAROLINA: Well, if I could pursue this just a little bit further, one of the things that strikes me in looking at the way the ICANN community is structured is there's a really interesting distinction between a supporting organization and an advisory organization. And that is that the supporting … There may be exceptions to this because there's always exceptions to something in the ICANN community. But the typical supporting organization is an entity that has been created for the purpose of having that representational authority of representing a community or likeminded or similarly situated organizations—the ccNSO, the GNSO. We can immediately conceptualize, oh, yeah, that's the body, that's the entity, that's the group that represents the interest of that universe. And because they represent—they don't just advise, they don't just suggest, they don't just study or research; they actually represent the interests of that community, and that's partly, I think, the theory behind how they become part of the Empowered Community because that's a feedback loop in a governance sense … And at the moment, RSSAC, similarly to SSAC—SSAC does not represent the international community of security practitioners; it's an advisory body; and similarly, RSSAC doesn't represent the RSOs; it's a place for RSOs to gather and provide advice …

I guess what I'm challenging is I don't see how RSSAC could fulfill the stated desire to bring the RSOs collectively into the Empowered Community somehow separate and apart from the

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governance structure that's under discussion here. I don't see how that can happen because that would require a very, very significant complete overhaul of the conceptualization of how RSSAC works, I think.

WES HARDAKER: So you've brought up a line of hands. Congratulations and thank you.

Suzanne?

SUZANNE WOOLF: I'm going to completely defer to Sam on her experience with that, but I will say that, from the angle where I was working on those issues, it's also important to remember that the Empowered Community construct is about 20 years newer than the supporting organization or AC structure and was created for a fairly specific purpose having to do with … There was a perception that, if ICANN Org or the ICANN Board went very far off into the weeds and became very much untrue to its mission and purpose, the U.S. government, through the IANA contract, had the ability to bring it back to its center, if you will.

I don't know and certainly can't comment on how true that [would have been], but the point of the Empowered Community was to replace that oversight function, to replace the "break glass here in case of emergency" kind of functionality. And the most

important ability that the Empowered Community has, in the view of a lot of the people that work on the construct, is that the Empowered Community can get together and fire the Board of Directors of ICANN.

But the reasons why that was both necessary and possible, I think, were pretty much unique to the IANA situation, so it's complicated and weird and, I think, largely of historical interest, if that makes any sense.

WES HARDAKER: Thank you.

Robert, you should ask somebody about the history of RSSAC and whether we wanted to be part of the Empowered Community or not. There's actually a decent history there, but it's sort of out of scope.

Liman, you're next.

LARS-JOHAN LIMAN: And I was going to dive into that history, actually, a bit. Continuing on Robert's comment there, what you said I can boil down to that supporting organizations have voting on the Board. Advisory committees don't. And also, advisory committees are appointed by the Board, whereas the supporting organizations are appointed from underneath. And that's what created the

conundrum in which RSSAC found itself for such a long time—whether to join the Empowered Community or not—because we would then be able to take part in firing the Board that has appointed us formally according to the bylaws, which is an interesting circle of power.

So it is actually a very good question, and I don't see the PTI having a natural part in the Empowered Community. If the root server system governance structure would end up as a subsidiary like, in some way or shape, the PTI, it would be more difficult for us to participate in the Empowered Community than if we were to be a supporting organization because then it would fall naturally in a different and more practical way. Thanks.

WES HARDAKER: Thank you, Liman.

Sam, please?

SAM EISNER: Thank you. So I think there's been some discussion brought up about the purpose of the Empowered Community, when you look at the groups that originally agreed to be part of the Empowered Community and the purpose for putting it in at the time of the transition, the Empowered Community role is really separate from any of the policy development or advisory roles of each of the groups within ICANN. It's really a way that each of the

communities that have their own groups of interests (and they seem to be fairly well-defined) could step in and say each individually is a decisional participant but [are] then meeting the voting thresholds to collectively come together to hold the ICANN Board accountable for extraordinary actions or also have certain approval rights or rejections rights over some regularly occurring activities.

So with the RSSAC issuing advice that RSOs wish to now view how they can become part of the Empowered Community, what we understand from ICANN is that the RSOs are welcoming the opportunity and taking on the obligation to engage constructively in those broader accountability discussions. So we would expect the RSOs, if they're doing that, to think about in terms of how it impacts your interests, but we don't worry about the group's operation role when they do that.

If you look across the SOs and ACs, the supporting organizations … Well, it's fallen out that each of the has appointment powers to the ICANN Board. They're there to develop policy within a specific remit. The advisory committees give advice within a specific remit. And we do have the At-Large community, who is represented through the ALAC that, ten years ago, was given the opportunity to appoint one member of the ICANN Board.

So there's not necessarily clear distinctions, but I think that it's really about the purpose of the group that dictates if they're an

SO or AC. Are they looking to develop policies, or are they looking to develop advice? That's really the distinction between the two as you move forward. But I think it make sense to discuss how the RSOs can be part of the Empowered Community as part of this broader governance conversation, but it doesn't always mean that the role of that group that will come together to participate in the Empowered Community has to be co-equal to the governance model that's selected for the broader root server work that will be covered through the eventual model that's selected.

WES HARDAKER: Thank you.

Brad?

BRAD VERD: Just a quick follow-on, when 49 was written about RSSAC becoming a member of the Empowered Community, it was for those very same reasons around the PTI piece. So if there was going to be governance over the RSOs, the RSOs wanted to now have a voice in that governance. And that was the intent in the statement of us joining the Empowered Community.

WES HARDAKER: So would it be fair to say that, if, under the PRS model (because we'd be an affiliate organization) that necessity of that empowerment kind of goes away because the governance is now self-contained?

BRAD VERD: It's unclear. I don't think that's answered. And I think it might even get more complicated because there's still governance at ICANN now governing PRS and then the governance within PRS governing the RSOs.

WES HARDAKER: Okay. Kaveh?

KAVEH RANJBAR: To complement what Sam and Brad said (because I fully agree definitely), I think there are two types of [risks] we are dealing with. One is, let's say, the PRS and how we would design that and the accountabilities and the power to control that and keep that in shape. But the other part is the raw power, basically, for controlling unknown unknowns and then things like that that might happen. And as soon as we step foot into this whole arena, there will be a lot of things that we can't even imagine from different angles. And that's why I strongly suggest that we will need some kind of raw … "Power" is the wrong word, but lack of anything better at the moment, we need to be able to exert or

control at least at one our level 1/20th, 1/18th, 1/16th or whatever it is of a group or 2/16ths, whatever the number is, because at the moment we as RSOs have some control over those things that we don't know, but if something really strange happens, I know that I am independent operator. I know what I can do and what I cannot do. I cannot point out them right now, but in the situation, I have decision-making freedom, which is not clearly defined. But I know that I have it.

When we give a lot of those or delegate, actually, a lot of those freedoms to basically get better organization and more out of the system, which is what we are doing and we are all agreeing on, I think we still need to guarantee we have a voice that is heard. And this is separate from governance of PRS and all of that, which we should have a clear leash on and a proper governance from. This is for the things that we really don't know, but there might be a policy or new idea that really affects us without directly touching us. And as one of the RSOs, I want at least to have my fair share. I don't want to be the dictator or have a veto right or anything, but I want to have my fair share of voice as a vote, basically, let's say, in the ICANN Board and in any other similar governance that might be around that.

So I think we really need to make sure we are covered for those unknowns and still keep our fair share of control over what we say. I mean, this was in the design. That's why we have the diversity of RSOs and all of that. We shouldn't lose that design

trick which was there by different means in the current model when we go to the new model. We have to still have some say for unknowns that might happen, and I think that's why I think a model like SO or something like that will give us that fair share.

WES HARDAKER: Okay. Thank you. You're bringing words out of my Philosophy Out of Government class back in the university, and I think my professor would be proud.

There's a lot of up-and-down hands. It looks Robert is the remaining standing.

ROBERT CAROLINA: I'll stand sitting if you don't mind. I know I've said this twice, but this conversation inspires me to say it a third time and a little more strongly. I think that one of the most critical outputs that should be coming from this group is a recommendation on how to create a community that represents in a representational agency able to bind, able to make decisions, on behalf of the RSOs because you're going to need it. Whether it's this model or the SO model or any other model, it's either going to be remaking RSSAC or finding a way to fill these seats that are described in PRS or finding a way to fill seats that are described in the SO. Right now, that's what is missing. We all remember the challenges that it created last year. And that's a solution that needs to be found.

So I would just urge everybody to have that on the road map as a clearly fixed point [for] a problem that needs to be solved. How do we figure out what is the corollary in RSO World to these other bodies that we think about—people who are not necessarily appointed by external people. But how does this community come together and choose its own representatives?

WES HARDAKER: I think some of today's discussions will end up with the future work section which is really in for, what's left and what do we need to do and where do we go from here? It's sort of outside the scope of this particular model.

Liman?

LARS-JOHAN LIMAN: Thank you. Interesting background. It struck me. Thank you, Sam, for the very enlightening distinction between SOs and ACs. I hadn't thought of it that way. And thank you very much. That cleared up a couple thoughts in my brain, one of which is that actually ties into the independence of whatever structure we are trying to create because an SO … If that [aims to create] policy … And the way the SO is tied to the Board makes the ties to ICANN stronger than a PRS model which is subsidiary. But the SO model ties better into the Empowered Community, at least in my mind.

So we must think of, how do we value these different things? Do we value the independence more? And if we have the independence, we don't, so to speak—I'm stretching things there—need to be part of the Empowered Community because we don't depend on the Board as heavily. And if we go for the supporting organization model, then we will probably be tied to the Board more closely. And then we have a stronger reason to be in the Empowered Community. So it actually all couples together here, and we need to figure out what's more important for us. Thanks.

WES HARDAKER: All right. And with that, I see no more hands. And we are at four minutes 'til, so it's actually a good time to wrap, I think. I won't ask for more hands, Brad.

BRAD VERD: Thank you, Wes. I thought that was very good discussion. Actually, it was a great discussion. I really enjoyed being face-to-face with everybody and asking the tough questions and working through things. So thank you, Wes, for that.

We have another discussion in half-an-hour. Is that correct? No, I'm sorry. Sorry, I don't want to skip your lunch. After lunch, we're back here, and we'll work through the supporting organization, probably with more questions.

Jeff, you look like you have a question.

JEFF [OSBORN]:   [inaudible]

BRAD VERD: Yeah. So, again, I thank everybody for the discussion. Thank you for being here. And thank you, Wes, for taking the time and working that presentation for us. Thank you. We're back here after lunch. Thank you.

[END OF TRANSCRIPTION]