



Minutes BC Meeting

ICANN 47, Durban

Tuesday 16 July 2013 at 13:15 local time

BC Member Attendees:

Elisa Cooper
Steve DelBianco
Chris Chaplow
John Berard
Zahid Jamil
Ron Andruff
Marie Pattullo
Mari Jo Keukelaar
Stéphane Van Gelder
J. Scott Evans
Waudu Siganga
Ayesha Hassan

Michelle Chaplow
Susan Kawaguchi
Andrew Mack
Aparna Sridhar
Frederick Felman
Jeff Brueggeman
Laura Covington

Participating Remotely:

Jimson Olufuye
Gabriela Szlak
Benedetta Rossi, BC Secretariat

1. Introduction:

Elisa Cooper:

- Elisa Cooper, BC Chair, went over the agenda items for the meeting and turned it over to John Berard and Zahid Jamil, BC Councilors to discuss the first item on the agenda.

2. GNSO Council Issues – John Berard, Zahid Jamil

John Berard:

- John Berard, BC Councilor, introduced the three motions which would be discussed at the GNSO Council Meeting the following day. Two out of three motions were not considered controversial, and John mentioned the BC supports these motions.
- The first one is for the adoption of the locking of a domain name subject to a UDRP proceedings policy development process. This is a fine point but an important point in defining exactly what



it means to lock a domain. In the new gTLD regime it will become increasingly important when there are so many more and different extensions.

Zahid Jamil:

- Zahid added that the BC's position has always been supportive of UDRP and locking of domain names. There's some discussion within some of the other constituencies regarding whether they think that this is something they will be able to reach a consensus on, for either solution, and this is what is holding this motion back.

Marilyn Cade:

- Marilyn asked the BC Councilors whether there is a satisfactory procedure for the unlocking of the bank domain names, since the BC has been historically supportive of the locking of the domain names.

John Berard:

- John stated that he believes everything is covered regarding the unlocking.
- The second motion up for discussion at the GNSO Council is not controversial but very important: the adoption of a charter for the working group on policy and implementation. This has been an increasingly active topic inside ICANN, and John believes it would be important for the Business Constituency to have adequate if not more than adequate representation of its membership as part of that working group.
- The motion will be to accept the drafting team's report and its charter. Once this has been completed the door will be opened to volunteers to be on the Working Group.
- Both John and Zahid support this motion.
- The third motion which is labeled the first motion is one that may in fact not even come up the following day due to controversy over the wording of and maybe even some over the motivation for it.
- John believes that the relationship between the board and the GNSO council has evolved to a point where there are increasing times when the board will ask the GNSO council for input whether it's for recommendations, insight, advice. These are direct communications from the board to the council for comment.
- John and Zahid have been diligent from the perspective of the Business Constituency to reinforce the notion that the structural reality is that the constituencies serve as the best line of insight. In the few times where the Council forwarded comments in response to a Board request, John and Zahid have made sure that that point is embedded in the letter that gets sent from Jonathan Robinson, the chair of the council to Steve Crocker, the chair of the board.
- Because of the increase in contact from the board directly to the council it was felt by some, in particular this is Jeff Neuman from the registry's, that there ought to be, embedded in the bylaws a responsibility for the board to explain to the council, if asking for such advice and deciding not to take it, to explain why. There have been a number of times both highly

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controversial and not where communiques have gone to the board and there really hasn't been any response.

- John believes the motivation for this motion is appropriate, since the communication between the council and the board extends beyond the policy development process, but that it has been over architected and should not incorporate bylaws changes.
- Based upon the GNSO council board interaction already this week the board appears willing to agree in principle to this kind of dialogue, but there are many on the council who think that it should be codified.
- The Council is in the process of drafting an amendment in the form of a substitute for this motion, which should be sent to the rest of the Council this afternoon.

Zahid Jamil:

- Zahid announced that while John was speaking, an email was submitted with suggestions for amendments for this motion from the IPC.
- Zahid read the core section regarding amendments and explained the edits: the GNSO Council requests amendments to the language, therefore does not demand for this to occur but requests it.
- In the event that the ICANN Board determines to take an action that is inconsistent with GNSO Statements: Zahid pointed out that this sentence applies not only to advice, policy recommendations, but to a statement made outside of the PDP process, the GNSO suggests that the ICANN board state the reasons why it decided to take such action and be followed in a timely manner with a discussion in which the GNSO and ICANN board discuss the differences between their respective positions.
- The GNSO suggests that the ICANN board state in its determination the reason why it has taken the action inconsistent with the GNSO statement. And as a further result that the GNSO team involved in such discussions will include a multi stakeholder group of non-councilors.
- Zahid noted that therefore it wouldn't just be councilors being that, but other people.
- Zahid therefore noted that the motion has a wider scope than originally anticipated and the shape of a resolution, sounding fairly balanced.

Marilyn Cade:

- Marilyn noted that there's actually no process within the GNSO policy council to develop a statement. The original intent was to deal with policy recommendations.
- Policy recommendations are clearly the function of the GNSO policy council and the management of the policy development process.
- For the GNSO to make a statement is going to mean that all of the constituencies and SGs are going to have to sign on to it.
- Marilyn suggests addressing this question to Jeff Neuman, who she believes was addressing this issue regarding to policy drafting, and the implementation of policy.

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- A statement would mean that the councilors could sit together, and, if there are no requirements, they could issue a statement that they vote on.
- This statement could then go forward but without necessarily our ability as the community and constituencies to provide guidance to it.
- Marilyn therefore concludes that this statement is too broad, and the motion should go back to a focus on policy that is recommended and approved by the council then some of this other language may be able to be more in line with a request to the board.

ACTION ITEM: John and Zahid will review the motion and report back to the BC.

- Several BC members intervened in the discussion regarding this motion following, including Stéphane Van Gelder and Andrew Mack.
- Stéphane noted that he trusts the BC Councilors to make the right decision for the BC regarding this motion.
- Andrew Mack asked if both Councilors were in agreement on the motion, and asked whether there is a definition for advice versus statement.
- John Berard expressed that he had questions as well regarding the motion.

GNSO Review:

Zahid Jamil:

- BC traditionally has had a view that the GNSO needs restructuring because our voting powers were reduced by the last restructuring review.
- Currently there is an attempt to try and postpone the review of the GNSO which would mean that it would be years from now before changes can be implemented.
- During the Council meeting the following day there will be an opportunity for members to go up to the mic, and Zahid urged BC members to convey their support for the GNSO Review.

Elisa Cooper:

- Elisa noted that she had seen the announcement regarding postponing the GNSO Review. Whilst she believes this is very important, Elisa is supportive of postponing the review by six months due to other more imminent priorities.

Ron Andruff:

- Ron agrees with Elisa, but noted that it's important to come back with a specific date to avoid having another six month pushback six months from now.

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Elisa Cooper: Yeah. We can actually ask for a year. It's actually going out for public comment so we can comment that we would actually prefer a year if that's what we prefer.

Marilyn Cade:

- Marilyn agrees that a date should be picked, but I also note that the BC needs to make it clear to ICANN that they have to deliver on the services and support to the SGs and the constituencies in the meantime for them to be able to do their job.
- The BC wants to be able to serve and welcome the broadening participation.

Stéphane Van Gelder:

- Stéphane noted that a date was picked -- February 2012. As a former GNSO council Chair, Stéphane highlighted that the current structure is very difficult to manage, and difficult for each part of that structure to exist in it.
- As a BC member now, Stéphane believes that the BC and the CSG are not adequately represented in that culture. So whilst he understands that there is a lot of work on the table and priorities have to be set, he believes in this instance we are talking about something that is crucially important to this group in terms of affording it true representation.
- Stéphane therefore urged the BC to not do anything but push for this review to happen now.

John Berard:

- John agreed with Stéphane.

Elisa Cooper:

- Elisa suggested that members who feel strongly about moving forward with the review now, should volunteer to draft something for the broader BC membership to make sure that the BC is providing information that is as accurate and representative as possible for the Business Constituency.

Amy Mushuwar:

- Amy, on behalf of the Association National Advertisers that ensuring that businesses have better representation within the GNSO council and within the broader ICANN community is such a large issue for the ANA that they are certainly willing to dedicate resources.
- ANA has a large membership list, so Amy encouraged the BC to use them and to funnel communications through them.
- In the event that the BC may want ANA members commenting, just let them know, and ANA may also publicize the BC.



3. Need for Public Board Meetings – Phil Corwin, Marilyn Cade

Elisa Cooper:

- Elisa introduced the second item on the agenda: the need or the request for the ICANN Board to host public meetings.
- Elisa asked members by a show of hands if anyone is opposed to this idea or if everyone agrees on at least periodic public meetings.

Marilyn Cade:

- Marilyn urged the BC to be specific that what the BC wants is for the Board to periodically have a full public board meeting which is real. Marilyn suggested this to take place once a year minimum, and more often when a highly divisive topic is being determined.

Elisa Cooper:

- Elisa asked members how this should be communicated. Her thought is a letter to the ICANN Board.

Chris Chaplow:

- Chris asked to clarify what is meant by open public meeting: originally there used to be two board meetings (telephone calls) which were closed with redacted minutes following those. And then we had on the Friday morning at the meeting a sort of board meeting that was sort of half staged and half real.
- So is this the level we want to go back to?

Phil Corwin:

- Phil thinks it should be more than once a year, and that it should go beyond this. At the time that ICANN announced before the Prague meeting that they would no longer be having public meetings, Phil did not understand why a nonprofit body charged with protecting the global interest, when every other public body has a live webcast why ICANN does not deliver the same level of transparency.
- Phil believes the BC should be asking for ICANN to have a live webcast or at least recordings.
- The Board then can redact comments, if they're discussing personnel matters or something confidential and stop the cameras.
- But Phil believes that the general rule should be when they're discussing policy matters that affect the entire global internet community and all the stakeholders we should get more than a summary at the end where they're editorializing and we're not really getting the flavor of what discussion went on within the board on specific issues.



ACTION ITEM: Marilyn Cade and Phil Corwin will work on drafting a letter to the Board about the open Board meetings with a couple of options, to then send out to the BC list.

4. Security Concerns Regarding SSL Vulnerabilities – Steve DelBianco

Steve DelBianco:

- Steve introduced the topic for discussion: security, stability and resiliency vulnerabilities, and the urgency with which the BC, the CSG and in general the ICANN community needs to take action now at a critical juncture.
- Steve opened the discussion by stating this topic is not restricted to SSL, but SSR, therefore name collisions, certificates and dotless domains.
- The SSAC or the securities and stabilities advisory committee is full of incredibly competent people on this and they've studied it for years. They've made multiple recommendations. Steve noted that BC members should read documents:
 - SSAC 057: <http://www.icann.org/en/groups/ssac/documents/sac-057-en.pdf>
 - SSAC 059 : <http://www.icann.org/en/groups/ssac/documents/sac-059-en>
- Some of the SSAC's recommendations are forwarded to the board. Some of them involve outside studies. And in some cases ICANN board will turn to management. Management turns to the security staff that's led by Jeff Moss and that staff will take what they believe is adequate risk assessment and mitigation steps and implement them.
- Steve noted that several BC members will agree that the SSAC is not adequately recognizing or mitigating the risks or giving the opportunity of the community to comment on it. A key point here is that the SSAC while full of experts is not charged with and has no authority over mitigation or operations. They are an advisory committee.

Name collisions:

Steve DelBianco:

- This topic is an area that affects the business constituency and business community in particular.
- When referring to name collisions, Steve is referring to corp, mail, home, web, office. For 20 years businesses like Steve's have used internal names that end in things like .corp and .mail and they work perfectly in his enterprise.
- There are organizations all over the world that use internal names that are accessed by suppliers, who enter their invoices within a given company using an internal system which might end in .invoice. There are also probably a lot of companies whose HR departments allow an internal name that ends in .payroll where people might enter timesheets. They work because

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there are DNS resolvers at all of these companies which look outside first to the DNS, and they don't exist they look inside and find exactly what they are looking for.

- Steve noted that he believes this is incredibly vulnerable right now because the minute .corp is issued as a TLD or .mail or .web all of these systems will break.
- We're focused on things that are working and will break. And the phone calls will come to the hosting services, and to the ISPs.
- Steve then introduced Christian Dawson, Internet Infrastructure Coalition, prospective BC member who asked to join the meeting to discuss how this problem will impact the smaller providers.

Christian Dawson:

- Christian introduced himself and stated that he runs a web hosting and data center provider called Servant. Christian works with providers like himself and the Internet Infrastructure Coalition: a trade association for the internet infrastructure ecosystem.
- Both the domain flash issue and the dotless domains issue were brought to his attention this week in Durban.
- Christian noted that due to the diverse needs of people and businesses around the world many end up being an internet service provider and a technology consultant. Their internet users require high availability of the internet infrastructure they provide to them.
- The concept of up time is the most important consent for their businesses. An up time reputation is the thing that most clearly determines success or failure for an entire brand within the 35,000 companies -small to medium businesses - in their industry.
- Up time defines consumer confidence. It's critical to their businesses and their global competitiveness.
- Christian noted that the most important reason why he joined the ICANN meeting in Durban is to ensure that ICANN is engaging in a policy process that will fuel their ability to continue to build the infrastructure of the Internet. The domain clash and dotless domain issues have reinforced Christian's idea that his group needs to be engaged here.
- Christian is concerned about whether sufficient pathways exist between SSAC reports and action and that it's not reasonable to expect they can generate awareness of these issues before they go live since these problems won't be fixed with proactive education.
- There's 20% recognition at best among hosting providers that the gTLD process is even happening. Christian noted that he is most concerned with people's first reaction when they hear about the new gTLD process, which will not be excitement, but forced focus on engagement with tech teams to code changes caused by the breaking of their back end systems caused by the process itself.
- Christian therefore believes that they need to engage the ICANN community to ensure that good pathways to resolution exist on both the dotless domain and domain class issues.
- He also noted that it's important to assume that eventually the way this will be addressed is that those programs will go fully live and that certain enterprise systems will break as a result.

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- We need to therefore engage with ICANN to come up with solutions that can be accessed when these issues occur.
- Christian concluded by stating that he promises to engage his communities who manage the back ends that will ostensibly be affected by them and to alert them proactively to potential problems and pathways to resolution if the documents exist.

Steve DelBianco:

- Steve noted that during the CSG meeting with the ICANN Board, Steve Crocker, Chairman of the Board who was also the SSAC Chair for many years and is still a very active SSAC member and a technical expert, said to all of us that this issue is being taken seriously. Steve Crocker proceeded to state that the Board has got advice from the CSG, from the internet architecture board, and from SSAC. The decision will rest partly with Staff and ultimately with the new gTLD program committee.
- Staff is charged with assembling this and coming to a reasoned and careful decision. Steve Crocker then mentioned, to Steve’s concern that it’s apparent to him that it is not apparent to the community that this is under control.
- Steve DelBianco therefore noted that it is not clear whether this is under control, or whether Steve Crocker is acknowledging that it’s not under control.
- Mr. Crocker announced that it would be apparent to all that it's working by Buenos Aires. At that point Jeff Brueggeman noted that the security, stability and resiliency review team required under the affirmation of commitments called for addressing these problems proactively and called for process of community engagement.
- This morning the SSAC met with the GAC, and Steve noted that GAC representatives repeatedly asked the Chair of the SSAC if they wanted advice on this issue. The Chair refused three times. At the very end of the meeting U.K. GAC representative offered to give advice in support of SSAC concerns. The Chair at this stage stated that he did not mind having GAC advice supporting SSAC concerns, and this is a major victory.
- Steve concluded this discussion urging BC members who have contacts in the SSAC to spend the next few days encouraging them, and encouraging members of the GAC to draft a few sentences of advice in their communiqué this week, requesting that management listen to the SSAC concerns.
- Steve noted that the BC does not need a position on this matter, but he needs members’ consent to press the Board, whether at the Public Forum or in other cases, for information on these risks which are the studies the BC wants published. The BC wants to understand the staff's recommendations for mitigation and the adequacy of the mitigation, and a public comment process once staff publishes the risk assessment and mitigation plan.
- Steve noted that this is not designed to delay the gTLD program, and that there might only be five or six TLDs that represent the majority of the risk for a name collision. Therefore holding



them up until mitigation plans are done is no different than deferring exclusive generics while they work it out. A deferral is not a cessation of the program.

- Then if mitigation plans are put up and an opportunity is there, the BC will do public comment - whether it's on dotless domain or whether it's on name collision or search.
- And we'll be able to do that through our BC process of 14 day review and approval with everyone having an opportunity to input.

Steve opened up the discussion for member questions. Please refer to transcript pages 36-39 for more information on this topic.

5. Nominating Committee Update – Ron Andruff, Waudo Siganga

Waudo Siganga:

- Waudo introduced the report is presenting on behalf of himself and Ron Andruff, the two Nominating Committee delegates for the Business Constituency.
- NomCom Key Activities: the NomCom had three face to face meetings – Toronto, Beijing and Durban. In addition to the face to face meetings they have had a number of teleconferences to do continue their work. Initially they had monthly calls, and then this was increased to biweekly and finally weekly conference calls prior to Durban.
- In Toronto the NomCom also meet with the communities, listening from community concerns, taking questions, and receiving community input on what they would like the NomCom to achieve.
- The major work that the committee focused on was searching and evaluating candidates. There was a statement of interest call made in November last year, and the deadline for nominations was 15th of May this year. 111 applications were received, breaking the record that had been set in 2003 of 110. The review of those applications occurred between March and July, finalizing this during the Durban meeting.
- The NomCom also approached a professional recruitment firm that helped them identify and assisted with the initial prequalification of candidates for the board.
- Approaching the meeting in Durban the NomCom divided itself into deep dive teams which proceeded to work on in depth research on each of the candidates for the Board and for the other open positions.
- Waudo then ran through the NomCom’s agenda in Durban. On Wednesday and Thursday they will be interviewing candidates on the short list. They currently have nine short listed candidates. Final selections will be made on Friday and Saturday when the NomCom will select three members of the board, two members of the GNSO council and two members of the CCNSO and select three members of the ALAC.



Ron Andruff:

- Ron added that Waudou, Stéphane and Ron himself were incredibly impressed with the quality of the candidates.

Waudou Siganga:

- Waudou mentioned the improvements the NomCom had this year:
 1. The NomCom decided to record all process discussions for internal use. This helps the NomCom review their work.
 2. They started issuing monthly reports, which are update report cards issued to inform the community what the NomCom has been doing. This process has increased the NomCom’s transparency. This report card also shows members’ attendance, which allows each Constituency to see exactly the participation levels of their delegates, and where the delegates are.

Elisa Cooper:

- Elisa thanked Waudou and Ron on behalf of the BC for all of their efforts on serving as delegates for the nominating committee, and for taking the time to present this topic to the BC.

Ron and Waudou opened the discussion up to BC members. For more information on the question and answer session please refer to pages 45-50 of the transcript.

6. Outreach:

a. Open Discussion, Plans for Improvement – Elisa Cooper

Elisa Cooper:

- Elisa noted that she has not engaged in many outreach activities, but that Gabriela Szlak and Jimson Olufuye will present the outreach activities they have undertaken in Latin America and Africa.
- Elisa noted that she always mentions the Business Constituency when speaking to MarkMonitor clients, and that she conducts several webinars every year, mentioning the possibility of joining the Business Constituency.
- Elisa asked BC members if they are willing to join her to do some further brainstorming either webinars that the BC might have to encourage membership or a drive where the BC might try to ask members to identify at least one other person to potentially consider joining the BC.
- Members interested in this should contact Elisa directly.



b. Update on Member Activities – Gabriela Szlak, Jimson Olufuye

Gabriela Szlak:

- Gabriela presented the outreach activities that were engaged in Latin America, and asked BC members for feedback as well in preparation for the upcoming ICANN Meeting in Buenos Aires to encourage participation from other Latin American members for the BC.
- Gabriela described e-gobernanza: e-gobernanza is one of the initiatives she engaged in, to raise awareness in Latin America from a business perspective online.
- E-Instituto joined the BC to act as a bridge for Latin American businesses and the BC and ICANN.
- Gabriela described the launching event which took place in December in Buenos Aires, where they organized outreach, with BC support. Over 130 participants took part in the event, which can be viewed online and you can find the presentations, pictures and some videos and interviews regarding the event. The audio recording of the event is available in Spanish.
- Since Beijing they have attended the Latin American meeting for the presentation of the ICANN Latin American Strategy.
- Gabriela explained in detail the different outreach activities that they took part in since Beijing.
- E-commerce day: these events are organized all over Latin America. The specific one that Gabriela addressed was the one organized in Chile which took place in June. 1300 participants joined the event. Gabriela noted that participants were very interested in new gTLDs and understanding what was going to be happening in the future with new gTLDs and e-commerce.
- Gabriela and Celia are also bringing more awareness to the legal world, and Celia recently wrote an article about this in a very well-known journal which will be published soon. This article will address new gTLDs, ICANN, and Internet governance.
- Gabriela also published an article on the BC newsletter about the outreach events. Please view the newsletter for this article: [http://www.bizconst.org/Miscellaneous-documents/BC%20News-JULY2013-web%20\(2\).pdf](http://www.bizconst.org/Miscellaneous-documents/BC%20News-JULY2013-web%20(2).pdf)
- Gabriela noted that she was also invited to a television show in Buenos Aires to talk about e-commerce and consumers. On the program she managed to add a few comments about new gTLDs and consumers. This topic was very new for the audience and Gabriela was invited to go back to the program to discuss the new gTLD program further.
- Gabriela concluded her presentation by inviting BC members to join any of these events as speakers, even if they are not Spanish speakers.
- There is an event coming up on the 18th of December in Buenos Aires if BC members are interested in attending or in presenting remotely, just let Gabriela know.

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Zahid Jamil:

- Zahid thanked Gabriela for the presentation and for the outreach activities she engaged in.
- Zahid stated that he is interested in assisting with the pre-event for the next ICANN meeting in Buenos Aires. Zahid is available, and maybe other BC members will be as well, to assist if there are opportunities to have dial ins, or webcasts.

Marilyn Cade:

- Marilyn also thanked Gabriela for the work and input she has brought to the BC. She also noted that Gabriela joined the BC through the fellowship program, not identified by the BC but self-generated.
- Gabriela and Jimson are great examples of the ability for someone who is expert in the region to be able to customize what suits the region. Gabriela used an existing gathering that hundreds of thousands of people were coming to and customized an awareness campaign.
- Marilyn noted that hopefully the BC will benefit from more ICANN money next year to continue outreach programs with local experts as leaders.

Jimson Olufuye:

- Jimson gave a brief presentation regarding outreach activities in Africa which he engaged in.
- A report is also available on the BC Newsletter in the article Jimson drafted:
[http://www.bizconst.org/Miscellaneous-documents/BC%20News-JULY2013-web%20\(2\).pdf](http://www.bizconst.org/Miscellaneous-documents/BC%20News-JULY2013-web%20(2).pdf)
- The outreach event Jimson organized took place on June 26-28 in Lagos under the auspices of AfICTA - Africa ICT Alliance which was formed last year by the ICT industry associations and stakeholders from Nigeria, Egypt, Kenya, South Africa, the Gambia and Tunisia.
- Other members are Rwanda, Somalia, Namibia and Burundi.
- The event was also to commemorate the 1st Anniversary of AfICTA.
- The focus of the outreach was to engage business leaders in Nigeria whose businesses depend on the Internet. Over 100 such leaders were in attendance.
- Jimson noted that they were glad to have Marilyn Cade join the event, and that she made a very positive presentation on the need for African business voices to be heard in ICANN through the Business Constituency.
- Dr Richard Lamb of ICANN Security Task Force was also on hand for the DNSSEC Roadshow which happened immediately after the BC Outreach. The DNSSEC continued for the next 2 days.
- Some of the highlights of the event were: the award of the Africa ICT Champion to Leo Stan Ekeh of Zinox Computers and Manal Amin of Aramize.com. A special recognition award was also given to Fadi Chehade, ICANN President/CEO, Marilyn Cade and Dr Matiang'i, Cabinet Minister in Kenya for their support for the use of ICTs for the socio-economic development of Africa.
- Jimson noted that at the end of the event they had a declaration event called the "Lagos Declaration" underscoring AfICTA's commitment to the ICANN's Multi-Stakeholder approach



and participation in the BC, and the need to sustain innovation and the continuing economic development in the ICT and Internet sector in Africa.

- Jimson concluded his presentation by thanking Elisa Cooper, BC Chair, for her support with the event.
- More information on this outreach event can be found here:
<http://aficta.org/index.php/aficta-summit-2013>

7. Special Recognition:

Elisa Cooper:

- Elisa thanked Chris Chaplow, Vice Chair for Finance and Operations of the BC for his work in serving for the BC, and presented a certificate to him before turning over to Marilyn Cade, BC CSG Officer and past Chair who worked very closely with Chris.

Marilyn Cade:

- Marilyn spoke to BC members about Chris’ instrumental role in the Business Constituency, but equally recounted how he came to serve the BC as Vice Chair of Finance and Operations in a time of crisis.
- Marilyn thanked Chris for everything he did and still does for the Business Constituency.

8. BC Charter Amendments – All

Introduction to Charter amendments:

Elisa Cooper:

- Elisa introduced the next item on the agenda which refers to changes to the Business Constituency Charter.
- John Berard, BC Councilor, submitted proposed changes to a few sections of the Charter.

John Berard:

- John focused on suggestions that might make the Business Constituency more recognizable to people who are looking for a place to land at ICANN as a result of the new gTLD program.
- John believes that at this point, someone trying to join ICANN through one of the groups probably has three or four or maybe even more places that they could land.
- So John looked at the mission of the business constituency, the membership qualifications for the business constituency, and then even taking in some more specific qualities and characteristics of, not just the kinds of companies or entities that can belong, but who at those companies and entities ought to be the most appropriate representative of that entity at the business constituency.



Mission of the BC:

Elisa Cooper:

- Mission of the BC: Elisa believes there one area which is missing from the BC’s mission, and that is making sure that ICANN itself is a viable, healthy structure. The BC spends a tremendous amount of time making sure that ICANN is a strong place that it continues to thrive, that this multi stakeholder model continues to provide the kind of policy development process that meets the needs of everyone.

Marilyn Cade:

- Marilyn agrees with Elisa regarding adding a comment to the mission statement regarding the importance of ensuring that there is a stable, predicable, accountable governance structure overall within ICANN.

Ron Andruff:

- Ron agrees with John’s suggestions, and with the addition of the comment to the mission statement, and added that from a Credential’s Committee member’s perspective this is even more necessary for the BC, and it would help categorize eligibility even for approvals of applications.

ACTION ITEM: Members agreed that the changes proposed by John were not controversial, and moved onto the next section for amendments.

ACTION ITEM: Elisa asked members’ input to draft the additional comments to be added to the BC’s mission statement.

Elections:

Elisa Cooper:

- Term limits: Elisa mentioned that members expressed an interest in moving to a two-year term for Officers.

Ron Andruff:

- Ron noted that in the Standing Committee for Implementation, they created a structure where you can be Chair or Vice Chair for a one-year term, but whoever is elected then has the option to stay on for a second year if they choose to.

Ayesha Hassan:

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- Ayesha mentioned that it’s important to look at what time and effort elections take, both for the people running and for the Secretariat.
- In other contexts, Ayesha has seen that for the Chair’s positions the first few months help somebody get up to speed, therefore a two-year term – if it’s not the same person being elected – might be interesting to consider.
- Ayesha noted that the BC is currently struggling to find enough people ready, willing and able to take the leadership positions in the group due to the workload as well.
- Ayesha asked members to consider how they can work on both of those elements to ensure that the BC also gives opportunities to people that would allow them to then devote more time by being a leader in some position. Should the BC then have a number of terms that is limited or not?

Steve DelBianco:

- Steve noted that to him one year makes sense, and continuity can be brought forward through the term limit.
- Term limits are designed usually for one of two reasons to force new blood into the system and it can work. Another is to try to remove somebody from office if they have just been there too long.
- Steve added that the Council employs an interesting system in regards to having somebody new in a position, or not. He refers to this as “Chuck, not Chuck”, meaning that if nobody wants to run against the current officer for a position, an election can be conducted as “Steve” or “Not Steve” as V. Chair for Policy Coordination – as an example. Members would therefore vote whether they are happy for Steve to continue as V. Chair or if they prefer to have someone new, if the latter is chosen then a vacancy is created.
- Regarding term limits: Steve noted that he supports term limits for the same seat, meaning that a candidate could run for another seat on the Executive Committee, for the term limit not to apply to the Excomm in general, but to each seat.

Chris Chaplow:

- Chris brings forward the idea that the BC could be term limited in the sense of 5 years and then 10 years.

Aparna Sridhar:

- Aparna suggested staggered term limits: so X number of years in any given post on the Excomm.

ACTION ITEM: Elisa Cooper asked Aparna Sridhar to help draft some language on this item.

Marilyn Cade:

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- Marilyn brought forward idea that the BC should not be able to have an officer who is also an officer of another constituency, or representing another constituency.

Elisa Cooper:

- Mentioned another topic which has come up several times regarding elections, and which she feels very strongly about: changing the Charter to state that elections are always required for Nominating Committee delegates in the BC.

Sarah Deutsch:

- Sarah strongly supports elections for the Nominating Committee representatives of the BC. She did not have the possibility to run in the election the year before due to the Executive Committee’s selection of the candidates, relying on the Charter as one of the reasons why the election was not held.
- Sarah believes that that section of the Charter needs to be changed unless members believe appointments are the way forward. But this system is not transparent, and doesn’t allow the membership to decide.

ACTION ITEM: Elisa Cooper volunteered to draft language for this section.

Elisa Cooper:

- Eligibility requirement: Elisa brought up a section she feels very strongly about in regards to changes. In order to be eligible to stand for election as part of the Executive Committee, members need to have been BC members for a minimum of 12 months preceding the election.
- Elisa believes that in order for the BC to grow and for new members to participate and be interested in the BC, this requirement should be waived.
- Elisa does not feel comfortable with this requirement.

Marilyn Cade:

- Marilyn recounted the history of the BC in terms of the discussion that occurred in regards to this requirement at the time the Charter was drafted.
- At the time there was a very extensive debate, and members strongly believed that to be a representative candidates really need to have a thorough understanding of the membership and the concerns of the members.
- Because you are either in a governing role or in case of a councilor, you're in a representative role.
- Marilyn believes that people should not join the BC just to stand for office. That's not the benefit of being a BC member. The benefit of being a BC member is to build a representative consensus-based voice.
- Marilyn believes that the 12 month requirement should stay in the Charter.

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Zahid Jamil:

- Zahid agrees with Marilyn’s point of view in certain contexts. However he also believes that there would be benefits to members if the 12 month requirement could be suspended in some cases, for instance to ensure geographical diversity is in place.
- Equally Zahid believes that allowing new members to participate actively in leadership roles might increase the chances of them staying on as members.

Elisa Cooper:

- Elisa, in her own personal capacity, noted that she believes it makes sense to potentially suspend this requirement. She highlights the importance of suspending this requirement especially due to the fact the BC has a couple of new members who have actively and extensively participated at ICANN for a number of years, and who are experts with many ICANN activities and procedures, and who are not eligible to participate on the executive committee due to this requirement.

Ron Andruff:

- Ron noted his gratefulness to Marilyn for commenting from a historical point of view. Ron agrees that members really need to know the Business Constituency to stand for seats on the Executive Committee, even if you come from another Constituency.
- In the case of Zahid’s example regarding geographical diversity, Ron agrees that a waiver could be voted for if there’s a vacancy.

Chris Chaplow:

- Chris supports 12 months, and the exception in the event of the lack of a suitable candidate.
- Chris also noted that the wording in the Charter needs to be changed since it should be primary or secondary representative of a member who can stand for office.

Stéphane Van Gelder:

- Stéphane does not support the 12 month requirement for seats on the Executive Committee.
- He believes that seeing as members in the BC are adults, aware of whom they are voting for, there should not be this requirement. Members should be allowed to run, given the possibility to convince other members to vote for them.

Steve DelBianco:

- Steve agrees with Stéphane’s approach. If the membership feels that a member does not represent the ethos of the constituency, they will not vote be voted for.

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ACTION ITEM: Elisa Cooper proposed to draft alternate language regarding the 12-month requirement, following the comments made by members who seem to support the possibility of a waiver if required. This will be sent out to the BC list.

Ron Andruff:

- Ron noted that he believes the Charter should be changed in regards to weighted voting.
- Small business owners should not be penalized in regards to elections because they are not multinationals.
- Ron therefore introduced the recommendation that every entity as a member of the BC should have one vote. So one company, one vote.
- This way small businesses aren't encumbered by the large businesses.
- Members do equal work and are equal participants, so small members should not be penalized because they do not span multiple regions or continents.

Marilyn Cade:

- Marilyn specified that according to the Charter the BC has two places to vote in: one is policy and one is elections.

Steve DelBianco:

- Steve clarified that policy decisions are not weighted; only elections have weighted voting.

Gabriela Szlak:

- Gabriela agrees with Ron in stating that each member should have one vote.

Zahid Jamil:

- Zahid noted that he agrees with the Charter on this topic. Large businesses should have more votes for elections due to: the membership fees are greater for large businesses, and secondly large business are often associations who are a group of businesses.
- The BC is not the only group with weighted voted, the registries have a weighted vote structure, and the IPC does not even allow some members to vote.

Steve DelBianco:

- Steve mentioned that if weighted voting was to be removed, all members should be paying the same dues.

Chris Chaplow:

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- Chris mentioned that the BC should also reconsider the categories for membership, making changes to the three categories currently present which can be quite limiting.
- An observer status should be considered, as well as possible student type category.
- This is not in terms of weighted voting, and Chris does support the idea of one member one vote.

Marilyn Cade:

- Marilyn supports Chris’ idea of looking at the purpose of membership, and observership.
- Companies interested in being observers would still need to meet the membership criteria.
- This discussion should be treated as separate from the one member one vote discussion.

Elisa Cooper:

- Elisa asked to be put on the record that she is extremely uncomfortable with the idea of a micro enterprise, or a consultant, or an attorney with voting rights equal to that of a large business like Facebook, Yahoo, or ICC.
- This concept makes Elisa very nervous and she does not want to move from weighted voting.

Sarah Deutsch:

- Sarah noted that she believes that many of the large business members of the BC have joined the Constituency because it is seen as a trusted place where they are concerned about business users, and their consumers. If the BC opens up to one company one vote no matter how small the companies are, as members know from their experience inside ICANN, everything that will be gained and can be gained, will be gained.
- This would therefore potentially split the BC apart.

Ron Andruff:

- Ron responded to Zahid’s comment regarding associations and stated that in his proposal of removing weighted voting he would like to incorporate the fact that associations are multiples. Therefore Ron would make it that associations could have two votes because they are a larger group.
- Ron commented on Steve’s suggestion that if weighted voting was to be removed from the BC’s Charter, all members would have to pay the same level of fees in stating that he agrees and that fees could then be adjusted with the rationale of one votes and two votes.
- Ron addressed the BC Chair, Elisa Cooper, by stating that she mentioned being very uncomfortable with this Charter revision, but did not mention the reason.

Stéphane Van Gelder:

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- Stéphane gave a new member’s perspective on the matter of weighted voting. As a consultant from a small business, one vote member, joining the constituency, Stéphane was not shocked at all by the fact that larger corporations had more votes than him.
- Stéphane said it would have been a problem for him if he had to pay more than the price that he had to pay, so he is sensitive to that in regards to small businesses.

Steve DelBianco:

- Steve noted distinctions between large members and small members:
 - a) Experiences and resources they bring to the table are very different.
 - b) Large businesses have several services, they are not necessarily one business but many businesses put together.
 - c) One business one vote: what would differentiate the BC from other groups like the ALAC?
- Steve agreed with Sarah Deutsch in stating that if the BC regressed to one member one vote it would finish the BC itself, or at least splinter it and large businesses would walk away.

Sarah Deutsch:

- Sarah noted that the BC works collegiately on policy matters since there is no weighted voting for policy items. Every member gets a vote and has a say in policy and this has always worked very well in the BC.
- Weighted voting applies only to elections. In elections the BC has not had many contentious elections.
- In some cases there are positions, like V. Chair for Finance and Operations now, where there is no candidate for the slot.
- Susan proposes to let the election process drafted in the Charter to work as it is.

Ron Andruff:

- Ron noted he brought this topic to the table since the agenda item was Charter revisions, so members should be putting forward ideas for changes to the Charter.
- Ron proposes that as the Charter revisions are developed they should be put forward to the larger membership, including the weighted voting topic, to give members an idea of where the full membership stands on each topic.

Financial and Administrative changes:

Chris Chaplow:

- Chris drafted a document with changes to the Charter relating to financial and administrative matters. He will resend this document to the full membership list.



ACTION ITEM: Chris Chaplow will resend his charter changes document to the full membership list, to merge with John Berard’s changes for members to comment on.

Policy Development:

Steve DelBianco:

- Steve reviewed section 7 of the BC Charter, which is the Policy Development section.
- Currently the BC posts comments or drafts for 14 days. That's the Charter requirement.
- Steve noted that members generally respond or comment very late in the period.
- If 10% of the BC membership -- and that's roughly four or five people -- object, then the BC is supposed to have a discussion mechanism.
- Steve fulfills this requirement by doing a conference call. If after those calls, 15% -- which is roughly seven people object -- then the BC goes to a formal ballot. This happens approximately two to three times a year.
- In the balloting, it's a 51% simple majority, one vote per member. But the charter requires a 50% quorum, that's 25 people voting.
- Proposed changes:
 - a) 7-day review period rather than 14-day.
 - b) Quorum at 25% rather than 50%.

Elisa Cooper:

- Elisa is supportive of these changes.

Marilyn Cade:

- Marilyn is both supportive and not supportive of the proposed changes. She believes more discussion should be done within BC members before going ahead with these proposed changes.
- The BC has never failed to make the quorum when it was needed. It takes outreach, but this is a consensus organization and it is important to have a broad enough participation from BC members to say it's a BC position.
- Marilyn also commented on the 7-day review period proposal: she believes the BC should hear from some of the associations and large companies to see if they would be able to comply with the 7-day turnaround.



Recap of Charter Changes:

Elisa Cooper:

- Elisa went over the discussion regarding Charter updates and the assignment of leads to draft changes in specific areas.
- Mission and Charter: Marilyn Cade and Ayesha Hassan adding the bullet about a stable and predictable ICANN.
- Term limits: Aparna Sridhar.
- Elections for NomCom delegates: Elisa Cooper
- BC Member Categories: Chris Chaplow
- 12 month term requirement: No volunteer
- Policy development: Steve DeBianco
- Financial & Operations issues: Chris Chaplow

9. AOB - All

Zahid Jamil:

- Zahid noted that his term as BC Councilor on the GNSO Council will be up in Buenos Aires and stressed the importance of finding a candidate for this position who is not from North America or European, and encouraged members to think about a potential candidate.

The meeting was adjourned.