
ICANN69 | Community Days Sessions – ccNSO Members Meeting: Governance
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KIMBERLY CARLSON: Thank you. Welcome to today’s ccNSO member’s meeting session on governance. I will be your remote participation manager today. As a reminder to all, this call is being recorded and recordings will be posted on the ICANN69 website shortly after the call.

If you would like to ask a question or comment at any point during the call ... Sorry about that. You can type those into the chat pod with the brackets around the word “comment” or “questions.” If time permits, you can verbally ask a question using the “raise hand” icon found at the bottom of your screen. You will then be automatically put into a speaker queue and we will take the question in the order that your hand was raised.

Please also take a moment to locate the participant pod. During the session, you may be asked to provide non-verbal feedback using the green check or red X. Finally, this session, like all other ICANN activities, is governed by the ICANN expected standards of behavior. And with that, I would like to hand the floor over to Chris Disspain.

CHRIS DISSPAIN: Gosh. Thank you very much. How exciting. Good afternoon, good morning, good evening, everybody. Thank you for making the effort to be on this session. I appreciate, for some of you, this is not-particularly-wonderful time of the day, and, for those of us sitting here in virtual

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Hamburg, it's perfectly, perfectly fine. Although it will be a week early, but then, that's how it goes with these remote sessions.

I am going to try and make this as interactive as possible, so if you want to type questions, that's fine, but you're also very welcome to put your hands up in the participant room, and we'll call on you. And if I get the order wrong, you can blame me.

This is a session on ccNSO governance. I'm going to just very briefly give you an overview of the history. Katrina is going to go through some slides which talk about some of the issues, and then we're going to have a vibrant and full-blown discussion about the things that she has raised and, generally, about the way that the ccNSO is governed. It is your session. It isn't going to be full of pontificating talking heads. It's going to be full of, hopefully, you with your thoughts and comments.

The rules and the guidelines that Katrina is going to refer to go back a very, very long way. Some of you go back that far, as well, but me, and Hiro, and various others were around at the time. We wrote those rules in an effort to ensure that the ccNSO was self-governing so that, rather than being governed by the bylaw, which is sort of the overarching governing of ICANN and is obviously necessary, that the ccNSO has a bylaw, we figured out pretty early that, if we put stuff in that bylaw that dealt with the day-to-day management and running of the ccNSO, it's going to be immensely challenging for us to try and change it because we'd have to change the bylaws.

So, we kept the ccNSO bylaws as brief and as simple as possible, and we put in place a series of guidelines, or rules, or whatever you want to call them, that governed the behavior of the ccNSO.

The overarching principle at the time was that it was a members-based unit/organization, that the council was merely there at the service of the members and to do the day-to-day admin and so on, but that, fundamentally, whilst the members might let the council get on with stuff, at the end of the, it was the members who were in charge and the members who could decide what happens, and I don't think that has changed. I do think, however, that some of the logistics that are required to make that easy to do might need to be fiddled with.

As it has grown, some of the rules have been adapted. Some of the rules have been ignored. That's not necessarily a bad thing. Personally, I think rules are there to be referred to only when you need them.

But that said, they are still there, and they still need to be looked at, and they still need to be considered, and this session is the start of a process to do that. So, without any more from me at this stage, I'm going to ask Katrina to take us through the slides.

And then, at the end of that bit, we'll come back and we'll start a discussion. So, please pay attention to what she is saying. If you have got questions on the slides, I'll happily deal with those first once she has finished the presentation, and then we'll see where we go from there. So, thank you all. Katrina, over to you.

KATRINA SATAKI:

Thanks very much, Chris. Thanks, everyone, for being on this session. I am currently the chair of the ccNSO Council and also the chair of the Guidelines Review Committee. The Guidelines Review Committee, we're tasked with looking at the guidelines and trying to make sure that they correspond to our practice and other things.

But we're also tasked with looking into the rules of the ccNSO, and we have started this discussion several times in the past. This time, we want to go a little bit differently, and we really need guidance from you.

So, if we talk about governance, of course, we can find many different definitions. But when we talk about governance of ccNSO, we talk about a specific collection of mechanisms and processes that we all—and I mean members/council—can use to operate and control the ccNSO.

The ccNSO is a body with an ICANN structure created by and for ccTLDs. As such, we are primarily governed by ICANN bylaws. Our entire Article 10 speaks about the ccNSO. ICANN bylaws have seen a major change, and that was in 2016, and, of course, some other minor changes over the years.

But the bylaws say that, as the ccNSO is for ccTLDs, the ccNSO can come up with their own rules and procedures that we deem necessary. So, we have those internal ccNSO rules, and they consist of, basically, two parts.

One is the codified part, and that's... Well, yeah. They're also the ccNSO from 2004, and they have remained unchanged since 2004. There are

guidelines, as I already said. Guidelines, review committee updates them regularly in consultation with the community.

But we also have some undocumented practices. They may change over time and, of course, we strive to reflect them in the guidelines. But when we go back to 2004, it all started with the so-called “issues discussion paper,” which was drafted to kick-start the discussion on how to structure, how to govern, the ccNSO.

And here, I’d like to draw your attention to those eight principles. I will look at those eight principles and see if they’re still valid, let’s say. I can see that, clearly, some of them are just really observant. If we look at principle number seven, yeah, it has changed slightly. We do not take any decisions during face-to-face or during teleconferences.

Everything has been ... When members vote, it’s done by electronic ballot. So probably, the only question that would remain here is regarding the first principle, because it’s a very complex principle in itself. They probably need to look into it in-depth to answer whether that still stands or not.

So, what do we have at the moment? We have ccNSO members who elect council. Council comes up with decisions. The rules of the ccNSO from 2004 say that 10% of our members can ask for a members’ vote. If it does not happen, then it means that members have ratified the decision.

And so, what has changed since 2004? Well, some things, of course. I already mentioned a major change in the ICANN bylaws. There are

many new mechanisms we, as a part of the Empowered Community, can interact with, with ICANN and with other communities.

Unfortunately, these things have brought the very tight timelines, and that sometimes makes it really difficult to come up with a really good-weighted decision, well-discussed decision, and still have those seven days for members to ask for a vote.

The processes, these new processes in the bylaws, are also very, very complex. We tried to put them into our own guidelines but, still, we cannot remove that extra layer of complexity.

Other things that have changed. In 2004, there were 45 members. Now, there are 172. Hence, changes in those 10% requirements. There were five members back in 2004 and 17 members today.

We have also changed the method how we work. Now, we have working groups and committees, and every community member can participate in those working groups. Here, you see the current working group, 41, we had in the past. They have already completed their work and they have been closed. These working groups are still there and, again, anyone can participate in the work of those working groups.

Here, you can see some examples of approval and rejection actions. So, just to see the numbers, how many are there. So, the rules of the ccNSO. I won't go into every article in the rules because it's clear that they need to be revised or changed to match the current situation.

However, I have a couple of examples that I'd like to highlight here. For example, a look at the requirement to have an Annual General Meeting. It's also in an ICANN bylaw.

As far as I understand, when, I don't know, ten or something years ago when I started looking into this, as it was explained to me, apparently, the idea of having an Annual General Meeting was to, as you know, in the bylaws, the ccNSO may require a membership fee.

We do not do that. But if we did, then this Annual General Meeting would look into the way money had been spent. Apparently, there has never been a need to have this Annual General Members Meeting, per se, although we do meet three times a year.

Another thing that we have here is that, on change, since 2008 or 2009, there is a meeting program that initially was called Meeting Program Working Group. Those are community members who set up the agenda. So, that also has changed.

Ratification of, or [inaudible] of, council decisions. As I already mentioned, council decisions will not become operational until seven days have lapsed. But the thing is that, for example, when the council appoints people to working groups or any others, it's really administrative decisions.

Probably, there is no need for those seven days. Another thing; I already also highlighted the changes in the number of members also have changed the number of those 10%. So, should this threshold really remain? Is it too high, too low? Another thing, how we can change the

rules. There is a mechanism to change the rules if members decide to do so.

So, these are just questions to think about. We're not going into discussion yet because I have another example. But how can we bring the ccNSO into 2020? Is the threshold of 10% too low, too high, or just right? We'll get back to these questions a little bit later.

So, another question is about the ccNSO council. As you know, we have those five ICANN geographic regions, and we have three councilors per region, plus three NomCom-appointed councilors.

CcNSO [reviewed dependent] examiner has suggested one of the recommendations is that we should limit the number of consecutive terms a councilor can serve on the ccNSO Council. Currently, it's not limited.

Another thing: the ccNSO reviewed ten years ago. The first review also came up with the same suggestion, but at the time it was ... Doesn't work for the ccNSO. So now, we get the same recommendation and, yeah, we really need to look into it. So, we tried to look at how many years councilors do serve on the ccNSO Council. Although we have several extremes, the mean value is six years, which is probably not that bad, as it means that we do change people on the council.

Still, we need to think about this introduction of this term because, well, of course, it has certain pros and cons, but it's a very good governance practice, and it would allow members to control the council better.

Yeah, there are some cons, and you can come up with more pros and cons to this suggestion. But still, yeah, this is another example of how ccNSO members could get more involved in the day-to-day affairs of the ccNSO. So, with that, I would give the floor back to Chris. Thank you very much.

CHRIS DISSPAIN:

Thank you very much, Katrina. There is an interesting side chat going on in the chat room with Eberhard. Eberhard, in answer to your question about when we voted on that, I don't remember, but we most assuredly did, and I'm sure Bart, if he is able to, would be able to dig out the necessary information. Those rules were adopted by the ccNSO at the end of the 2004, by the members, review.

A little bit of history again, before I throw it open. Please get ready with comments and questions. When we launched the ccNSO, it was in Kuala Lumpur in 2004 that we finally got enough members in each of the five regions, four in each region, to trigger the formal launch of the ccNSO.

And in effect, the first thing that we did was to review ourselves, and we did that because we were conscious of the fact that a number of people were unwilling to join the ccNSO without some more clarity about the way that the ccNSO operated, and that's the basis upon which those rules were put together.

And it was because of the fact that those rules existed—and just to pick up the 10% one as a specific example, because I can remember the discussions about that—that was critical for a number of people who

felt that it was important that they weren't swamped. If enough of them

...

And let's be clear. If you look at Katrina's slides, that was five at the time. If five members got together and said, "This is nonsense. It doesn't make sense," they could then call a formal ccNSO members' meeting, and that was critical at the time for quite a number of members, and most of these rules were put there specifically to ensure that the council operated in a way that didn't in any way disempower the members and was a tool, if you like, of the membership.

Now, there are a number of starter questions that Katrina has kind of covered in the slides. They are things like, how can we bring the ccNSO into the 2020's? Assuming we want to. There is another question on the next slide, I think, if I'm right. Is it? There we go.

Is the threshold of 10% of members to request a vote too low, or too high, or just right? Bearing in mind that, as I said at the time, 10% was five people; 10% is now something like 17 or 18 people. And there is another question, I think, which is on the next slide.

Our discussion is not limited to this. These are just some thought starters for us to think about. Should we limit the number of consecutive terms of service on the council? If the answer is yes, how would we do that, and what would the length of the term be, and so on?

So, who would like to start by expressing some opinions or some thoughts speaking to the group? Please don't be shy and raise your hand. I can hear lots of buzzing but I can't see any hands being raised.

Thank you, Peter. You are a wonderful person to start the debate going. Over to you.

PETER VAN ROSTE:

Well, we'll see about that. Hi, everyone. This is Peter Van Roste from CENTR. The question on the 10% is something that we've been looking at in CENTR, too. Not necessarily the 10%, but what percentage of members is relevant. And the thing that we kept on running into is, how many of these members are actually active?

It's very nice to have a broad membership and a large number to show the slides when we present ourselves to the rest of the world, but that's with any other organization. If 20, 30, or 40% of these members never speak up, then 10% is a very high number. If all of these members are very active, then 10% is probably reasonable.

CHRIS DISSPAIN:

Peter, could you be a little bit louder, please? Sorry, my apologies. Some people are having trouble hearing you.

PETER VAN ROSTE:

Okay. Well, summarizing, the 10%, whether it's reasonable or not, depends on the number of active members. If 20, 30, or 40% of your membership is never to be heard of again after filing their membership application, then 10% is a large number. If all of the members are active, then 10% is reasonable. My two cents. Thanks.

CHRIS DISSPAIN: Okay. No, thank you very much. I think that’s your ten cents, really, more than your two. But thank you very much. Eberhard, you’re next.

EBERHARD LISSE: What about two per region? I mean, a very small region like North America, maybe one. But if you say such-and-such-a-thing must be supported by two members per region if it has more than five or six members, and one if not, so that we get a bit of geographical distribution in this, and we would already get these five regions get ten or 11 votes required.

CHRIS DISSPAIN: Eberhard, thank you. That’s an extremely good point. Historically, we have always, as you know, struggled with equal regional numbers, because the U.S. ... Sorry, I apologize. The North American region is so small in number and, therefore, makes it very challenging to say equally across the number of regions, and the point you make is a very valid one.

I can, for what it’s worth ... And I’m not expressing an opinion here, I’m merely providing some history, which I suspect may be part of the reason why I have been asked to do this. I remember distinctly that there was discussion at the time—and again, it doesn’t mean it applies today, but at the time—that requiring it to be across all regions was challenging because there may be an issue that arose that was very specific to one or two regions, that mattered to one or two regions, and

that, because of that, that shouldn't be a bar to the forcing factor of having a full-blown meeting.

But that said, there is certainly something to be said for some regional diversity in the call for a special meeting, or whatever the 10% rule leads to. So, agree. I'm agreeing. Katrina, could you just address, before we go to whoever wants to speak next, what are we going to do with all of this discussion once we have finished this discussion? What's going to happen next in respect to taking this and moving it forward for the ccNSO members?

KATRINA SATAKI: Yeah, if we talk about the rules of the ccNSO, then this—

CHRIS DISSPAIN: Yeah, this discussion. Yeah.

KATRINA SATAKI: Yeah. Then this ... Well, for example, number of consecutive terms is not in the rules. So, this is another thing. So there are, basically, two things. The rules of the ccNSO, this discussion will be used by the Guidelines Review Committee to come up with a draft, a redraft, of the rules from 2004, and that will be shared with the community for further discussions.

As of consecutive terms, this is a different discussion, but it also has to be taken up by the Guidelines review Committee, who would come up with a proposal, if and how to implement it.

CHRIS DISSPAIN: Right. So, input from this is important but, obviously, there are no decisions being made here. This is just a general discussion. Some points from the chat. Peter Koch says, “I wonder whether the 10% has ever been invoked and, if so, how often, and did this decline over time?” I’m not sure that it ever has, that I can recall, but the font of all knowledge on things like that is Bart. So, if Bart knows better than me, please, Bart, put your hand up, but I don’t recall it ever having been invoked. Bart, go ahead.

BART BOSWINKEL: Yeah. It has never been invoked but, at the same time, we’re now going back in history, what is probably very important is, at least in major decisions, and being a close observer of how the council function, etc., the council have always been very aware of the rule, and that’s why it’s more of a precautionary view on this rule, as well.

But going back to the question from Pete, it has never been invoked, not even in the early days when you had a limited number of members who could ask for a ratification, because that’s what it leads to. It leads to a vote by the full membership. Thanks.

CHRIS DISSPAIN: Okay. Stephen, your point in the chat a couple of comments ago is ... While we’re being sidelined by this question at this point, I don’t know. But why don’t you try and bring us back into line and tell us what you think we should be talking about, Stephen?

STEPHEN DEERHAKE: I'm just looking at the slide that is displayed before us, which is the number of [inaudible]. Should we limit council service? Interesting that there wasn't a median provided on the slide beforehand, just the mean.

CHRIS DISSPAIN: You're going to have to help me, there. Which slide are you talking about?

STEPHEN DEERHAKE: Yeah, we're here now. We have hit it. Yes, exactly. What's the median on that? Because we do have a couple of outliers. It just skews the mean value. But to go back to—

CHRIS DISSPAIN: You're showing off your mathematical prowess, now.

STEPHEN DEERHAKE: But to go back to ... Sorry. And mine's pretty minimal, I might add. [Crashed out and BS] in math. What can I say? Back in the day. But to go back to the question of "should we want term limits for council?", which was a recommendation from the review people, I would argue, yes, probably so. It's a little problematic for the North American region, because we usually settle our elections in the bar, and now the virtual bar.

And even this go-around, I believe we only have one contested election for council, which is in the AP region, and I thank them for that. But then, there are a lot of members in the AP region. So, if we can go back to that, I guess, discussion to resolve membership view on what was recommended by the review people, it would be nice to wrap that one up. So, I leave it there with you, Chris. Back to you, sir. Thank you.

CHRIS DISSPAIN: No, thank you, Stephen. That's very helpful. Thank you. I'm going to take L, whose hand is up, and then we'll circle back onto this one. Eberhard, over to you.

EBERHARD LISSE: No, you asked whether we should move onto a different topic, so I wanted to put in line, when we are ready for it, the difference between rules and guidelines, and that we conduct a lot of business, important stuff, serious stuff, under guidelines, which I think is not in order because those should ... I have not, necessarily, an issue with the content thereof, but I feel those things should be rules and should be voted on by the members. I would be voting for quite a number of those.

CHRIS DISSPAIN: Right. So, I can I just box that to one side for a minute, and we will come back?

EBERHARD LISSE: Yeah. Sure, sure. I just wanted to have it in the queue because you said you wanted us ...

CHRIS DISSPAIN: Yes, I completely understand. Yes, whether we're on the right subject or not, agreed. So, "rules versus guidelines" I've got as our next topic, once we have exhausted thoughts about the term limits. So, Jordan kindly posted in the chat that ... Worked out what the median is, which is between four and five years, which I suppose is, if you think about, kind of logical. There will always be outliers. And then, if you assume that three terms is not that usual ...

Let's ask anyone who has got ... Specifically, does anybody want to make a comment or express a thought about the possibility of term limits to councilors, bearing in mind there are three things that happen if this happens.

One is that it will involve, in order to make it work, a series of elections that would operate, would we elect councilors for a shorter period, and then a medium period, and then the full period, in order to make it work, because you can't have everyone dropping off at the same time. That's the first thing.

And the second thing is, obviously, you're going to need to figure out the right term if you decide to do it. And the third thing is, as Stephen quite rightly points out, one of the challenges is finding enough people. I think, to be blunt, in the North American region, you wouldn't be able

to block ... The term limit would be an individual, I think, Stephen, not a country.

So, in other words, I think you could say that ... Just to use .us as an example, the person would be term-limited in .us, but .us could nominate someone to take their place. [I think then it's] apply to the person. So, the number doesn't matter quite so much. So, let's see. What do people think?

Calvin has put in the chat, "Often it's difficult to actually get people to do the job." Calvin, yes, that's correct. It is difficult to get people to do the job, and those that have stuck around and been doing this job for a long time deserve our thanks and credit for being prepared to do so.

And as Peter Van Roste pointed out, it's all very well, but you actually have to do the work as well. Nick, thank you, yes, there have been a number of new council members in the past few years.

"Moving to term limits seems to be a necessary good governance move." Well, yes, possibly so. Every part of ICANN, as far as I can recall ... Whoever is in charge of the slides, thank you for that. That's an important slide. I think every bit is governed by term limits. Possibly not the GAC. I'm not 100% sure. But certainly, everywhere else is.

And as Nick, again, quite rightly points out, the independent reviewers have twice now suggested that we should do that. Thank you, Jordan. You can actually put your hand up and speak. I didn't take this on so that I could spend my time reading out requests like a radio station. Not that it's not a joy to be chairing something for the ccNSO again.

Okay. Now, we're getting out of control because I've got too many messages. Nick, thank you. Seen that one. Jordan says, "the longstanding-ness of council members was a disincentive to consider running in an open contest. I think if people had an end-of-term coming, it would open up more opportunities."

A very good point. I just recommend setting a term limit a fair bit longer than the average term. Yes. "Still not enough members and volunteers in this situation for term limits to be effectively implemented," says Joe.

Well, Joe, that's an interesting point, and I would appreciate, if you wouldn't mind, popping your hand up and getting in the queue so that we could examine that a little bit further. I'd appreciate it. before I go to Calvin's comment, I'm going to go to Nick, whose hand is up. Nick, over to you.

NICK WENBAN-SMITH: Hi. Can you hear me okay?

CHRIS DISSPAIN: Yes, we can.

NICK WENBAN-SMITH: Perfect. Yeah. I mean, the thing which we struggled with ... I was on the guidelines review. Sorry, the governance review. I get mixed up with the different acronyms.

CHRIS DISSPAIN: Yes.

NICK WENBAN-SMITH: And the thing which we struggled with, really, in terms of the recommendation, was not that it has merit, and there are lots of good reasons for it. It's particularly the North American region. So, if you had a hard cut-off, whether you wouldn't, in fact, really struggle to get three appointees from the five regions, that's kind of the sticking point, there.

So, I was wondering whether we might have a sort of a hybrid one of a bit more tolerance for North America, but a hard, say, six-year term limit for the other regions where there seems to be plenty of members now and plenty of good-quality candidates coming through.

CHRIS DISSPAIN: Thank you, Nick. Agreed. I mean, leaving aside whether you want to have different designs for different regions. Certainly, there is nothing wrong with creating a term-limit model that is—and I'm just making this up—six consecutive years, and then you must take a term off, but if you want to then come back after having had three years out, you can then come back.

You can do all sorts of things to create ... You can make it nine years, like the board. You can do all sorts of different things. If the principle is agreed, then I think it becomes a design function, and that is something that—and of course, that's where the devil is—is where it's more likely to reach disagreement. I'm going to go to Jordan, then to Joe, and then

to Stephen, and I'm keeping an eye on the chat at the same time.
Jordan, over to you. Jordan, if you are speaking, you are—

JORDAN CARTER: Sorry. [inaudible].

CHRIS DISSPAIN: Hello! How are you?

JORDAN CARTER: [inaudible] issues. Hello. I'm good, thank you, from far, far away.

CHRIS DISSPAIN: You've always had a few control issues, Jordan, so nothing new there.

JORDAN CARTER: Telling all my secrets, Chris. I just wanted to comment on an angle to this, which is that, when you talk any governance system, you can't tackle each piece of it by itself without considering the interactions with the rest of it.

So, the short answer is we do have, currently, no term limits, and a struggle to get volunteers sometimes. You can't just assume that imposing term limits would worsen that shortage, and you can't just consider it in isolation.

If we make an effort to renovate how the ccNSO is working to simplify our procedures so that it's easier to get involved without having to

spend dozens of years trying to understand how the damn thing works, and if we have some term limits that say you can only do six years, and then you have to bump off and give someone else a go before you come back, if your wisdom is needed, then I think that would be a set of changes that could drive more participation.

But the answers to all of these questions need to be taken on the basis of, what is the purpose of the ccNSO, and what are you trying to achieve with these changes? If you want to do a de minimis tidy-up, that's one thing, and that would be something we could do.

If we want to take account of the independent review that we've had to improve the accessibility and participation in the ccNSO, that might be a slightly bigger job. I'm open to either of those approaches. But I just want to say we can't make an assumption that, because things struggle at the moment, changing the system in one way will have a predictable effect.

CHRIS DISSPAIN:

Good point, Jordan. Absolutely. And I'd like to add one to your list. "Tidy up" is one response. "To review" is another. And I would add "ensuring fitness for purpose," which, of course, raises the circular question that you started off by saying: "What is the purpose, anyway?" So, that's an important discussion to be had at some point. Obviously, not one that's going to be had in any detail today. Thank you for that. Joe, over to you.

[JOE:]

Thank you. My comment is more of a question, just to stir up some thought. When you talk about term limits, when I think of a state or a country and the pool of people that are possible to be involved, term limits make a lot of sense. But to me, it seems like it might be difficult, when you have the number of members that we do have, to really be able to implement them effectively. It more a question. I just wanted to stir up that question and have it considered.

CHRIS DISSPAIN:

Thank you, Joe. I mean, it's an interesting point and it's a view. There are some regions that could fill council seats. If people knew that—and this is just going to be an example—somebody in the Asia Pacific region could no longer stand at the end of next year, that may be an encouraging factor to those who would like to get involved to get to do a bit more work, so that their profile is lifted, so that they could become more well-known, so that they can get elected.

Whereas if they see this person has been around forever and is highly likely to be elected again, there isn't any point. So, there are arguments both ways, I think, and it's worth considering all sides of the coin. Stephen, I'm going to come to you in one second. I just want to check back into the chat.

Jordan and [L] sorted out their median, the discussion, which is exciting news for us all. [Marie-Noémie] says, "you have the exception where there are no candidates." Yes, agreed. Peter, you've also dealt with the running against the incumbent issue. Of course, that is a major issue. So, Stephen, over to you, now.

STEPHEN DEERHAKE: If I can unmute. Okay. Thank you, Chris. Yeah. I mean, I would argue that what the review people suggested makes sense. Three, three, three, and out, as you're experiencing, seems a reasonable approach. But even this year, with council elections, we only have one election, which is out in the AP region. I'm surprised we didn't have more than one candidate come forward in Europe, for example.

CHRIS DISSPAIN: But you do have five ... Even though there are no elections, it's right, it's it, that there are four new people? Is that right?

STEPHEN DEERHAKE: We're getting new blood, yes, but we're not seeing elections within regions when the opportunity exists. I mean, NA is a ... We're a real outlier with that process, but I'm surprised we didn't see somebody else stand in Europe, for example, so that we would have an election both in the AP region and in Europe. I don't know how to address that. Thanks. Bye.

CHRIS DISSPAIN: So, Stephen, I think that's a good point. But if I may, I would distinguish it slightly from the point about term limits. The term limit point is dealt with in the ... The advantage of the term limit, I'm sorry, is dealt with in the sense of new blood, and that is ... Even though there are no term

limits it's clear that, at this juncture, new blood is coming in, which I think everyone agrees is a good thing.

The fact that there is not an election is kind of a sub-issue and a separate issue, and I agree with you, but I don't think it necessarily goes to the principle of term limits. It rather goes to the principle of competition and trying to encourage the membership to become more involved and to take ... But again, culturally, I mean—

STEPHEN DEERHAKE: I apologize to that diversion, Chris, but yes. Yeah, you're right. I mean, continue on with the main—

CHRIS DISSPAIN: It's not a diversion, it's just a sub-point. Yeah. It's not a diversion. It's a perfectly valid and important point. Eberhard, Calvin, and Hiro. Eberhard. And then ... Sorry, all. Apologies. And then, we'll see how we go with that, and then we may move onto the next discussion, which is going to be rules versus guidelines. But Eberhard, over to you.

EBERHARD LISSE: I'm not necessarily opposed against term limits in [inaudible] situations. I'm a little bit worried about one region telling another what to do. Yeah. This subsidiarity principle is very important. So, who is ccNSO, or a region that pushes for it, to tell another region that it's the way? You must do your own thing.

Secondly, the barrier of entry is extremely low. You must volunteer and you must get two seconders from your region. That's in big places like Africa, or Asia Pacific, or anywhere, but in, a), North America, not a problem.

The Africans are very disciplined. They organize themselves beforehand. AFRINIC, or the AF TLD, basically gets this on board, and any elections have always been so that the region can be a regional organizational candidate/prevalent entity. Independent candidates standing against have no chance. That's maybe a bad thing, but it works.

The system as we have it at the moment, I think, works. If Hiro or [inaudible] work on council for many, many years, that tells me they're doing a good job, and their constituents reelect them all the time. We had elections before in these regions. We had elections in particular in Asia Pacific.

I recall when Keith Davidson faced an election and so on. So, if there is more than one interested party, he just needs to get two people to second him, and then there will be an election. I don't remember thinking that this is an important issue that we should spend too much time on. If so, bring it to the membership. Let's vote. If it gets 66% for it, we'll do it, and we'll figure out a way of doing it.

CHRIS DISSPAIN:

Thank you, Eberhard. You raise a very good point, which is, in summary, that, in the corporate world, oftentimes—which is where term limits

come from—you’re not elected, you’re merely appointed, and then you are term-limited out. In other cases, you’re elected, and if you keep on being elected, you keep on being elected, and the best example of that is parliament.

Obviously, you don’t become ... “Term-limited” is the number of times you can be elected as an MP. Certainly not in the UK, and in most of the western-style democracies that I’m aware of. So, you raise an interesting point as to whether the use of both elections and term limitation makes sense. So, thank you for that. I’m going to go to Calvin and Hiro, and then we’re going to move onto rules versus guidelines. Calvin, over to you.

CALVIN BROWNE:

Yeah. Just going back to my auditing days a long time ago, the reason for term limits—and it’s the same reason why banks introduce things like making sure that you take at least a week or two at a time’s leave—is because it’s used for exposing malfeasance. So, things are being hidden. When that person is no longer in the place hide it again, then they get exposed. So, if that’s the kind of that you’re looking for, or the review is looking for, then introducing a compulsory break is going to tick that box for you, and then the person can come back if bad stuff has been discovered in [their] absence.

CHRIS DISSPAIN:

Thank you very much indeed, Calvin. Hotta-san, over to you.

HIRO HOTTA:

Hi. I, personally, am for having term limits. Three terms may be my choices, of course for new blood. If there is a term limit, some other persons will seriously think about making him or her ready for the councilor, I hope. I was the one who was on the council for 16 years [in the table].

And as Stephen said, these two years, our AP region had multiple volunteers come out. So actually, when I step down, before stepping down, I announced in the AP TLD meeting that I would not run for another term. It was around one year ahead of the election.

So, I think it made someone think about their running for the election. So, announcing his or her stepping down more than one year prior to the election may work. I don't know whether such a thing can fit as a rule or a guideline, but I think so. And the term limit works in the same way of prior announcement. Thank you.

CHRIS DISSPAIN:

Hiro, thank you. And yes, you are an example of, personally speaking, how it should be done. And Alejandro, thank you, in the chat, for clearly and succinctly saying what I was grasping at, which is sometimes there is a cultural issue of not standing against a mature member out of respect, or not wanting to send the wrong message of not liking what they're doing, and so on.

Completely agree. There is often that issue. It's a cultural issue. And I think it's something that those of us that don't, if I can say, "suffer from

it,” for want of a better way of putting it, don’t necessarily always take into account. It’s actually very important.

Jordan, yes, I agree with you. I don’t think there is an awful lot of scope for malfeasance, but I bet if we put our heads together we could come up with something. Thank you very much indeed, everybody. That has been a really interesting discussion on term limits.

And I think it’s clear that there are pros and cons. There are arguments both ways, and those arguments ... Some of them are driven by regional issues, such as the lack of numbers in the North American region. Some of them are cultural issues, some of them by beliefs about what will happen if we do it.

And obviously, no decision is going to be made at the moment, but I do think it’s clear that this is a debate worth having had and worth continuing to have, and that the Guidelines Committee, or whoever the right group is, should perhaps go away and do some work, make some proposals, and so on.

We’re going to move onto rules and guidelines, and I’m going to ask Bart to just briefly give us an overview of what he understands is the difference between the two and why they exist, and then we’ll start to have a chat about it. Bart, are you ready to do that, please?

BART BOSWINKEL: Yes. Thanks.

CHRIS DISSPAIN: Thank you.

BART BOSWINKEL: So, let me start with the—I don't know if you've seen it—quote from the ICANN bylaws. Effectively, the bylaw for the ccNSO. That was 10.3(k), nowadays. And this is about that decision so it can develop at the direction ... The council can develop at the direction of the members' internal procedures.

So, you've got the bylaws and then you've got the internal procedures, and both the rules and the guidelines are, in principle, internal procedures, according to their section.

Now, as Chris said, the rules of the ccNSO, they were developed in 2004, effectively looking at the internal governance of the ccNSO at the time. And what makes them so special is that it reflects, in a way, the members' vote of the PDP. So, to change them, you need a vote by the membership. There is even a quorum rule, which is less interesting. But in principle, the rules of the ccNSO can only be changed by the full membership. That makes them special.

If you look at the guidelines, the ccNSO started to develop guidelines in 2007, focusing on specific areas. And by now, we have, I think, around ten-ish guidelines, ranging from the selection of the appointee on the ECA, the Empowered Community Administration, to the board nomination process.

And the major difference between the rules and the guidelines is that the guidelines are, in principle, changed by the council but subject to

the rule on the ccNSO rules that the members can ask for ratification of that decision of the council.

I hope that's clear. That's the easiest way I can explain it. So, in summary, the rules can only be changed by the members. In principle, the guidelines can be changed, and are set, by the council, subject to a ratification by the members. Thanks.

CHRIS DISSPAIN:

Right. Thank you, Bart. Eberhard, I'll come to you in one second. So, would it be fair to summarize, then, in essence, that the rules are in the control of the members, they are difficult to change because they need full membership approval, but nothing like as difficult to change as the bylaw would be, and the guidelines are very much more intended, at least originally, to be situational, where something has happened that requires us to do something that wasn't covered by anything else, and, therefore, we put in place a guideline?

The council says we should appoint members of this new thing by doing this, whatever it might be, and the members have the opportunity, if they wish, to do so to object to that. In summary, that's kind of what the difference is.

BART BOSWINKEL:

Yeah. You're correct. Yeah.

CHRIS DISSPAIN:

Thank you, Bart. Eberhard, over to you.

EBERHARD LISSE: As you know, I'm not a lawyer, I'm only a gynecologist. But what's the difference?

CHRIS DISSPAIN: It has never stopped you, L.

EBERHARD LISSE: I fail to see any foundation for guidelines to exist. We have got rules. We don't like the rules, so we just make guidelines. We circumvent the rules. The guidelines now have become so important that they say how elections for the board members are being conducted.

Basically, you can put it in my colloquial English, because it's only my third language, English, which says council can do whatever they want, subject to 10% of us needing to get together within seven days.

If somebody is on leave and overlooks the e-mail, sorry, that cannot work. That cannot work. We need to ... I don't mind to have guidelines on how the rules are being interpreted, but to have fundamental decisions that are of importance to be run contrary to rules, without foundation, by something called guidelines, where the chair of the Guideline Committee benefits personally from this later on, as an example, is just not right.

CHRIS DISSPAIN:

Okay. So, thank you, Eberhard. I think it would be fair to say, then, that you think that the guidelines need to be looked at, considered, whether they are more suited to be encompassed in rules, either as they are or changed, and I assume you would agree ... Let me check with you.

Would you agree that it is necessary, if you follow the rules formally, sometimes to be agile enough to put in place what we'll call, for the sake of discussion, "guidelines"? But the issue is not that. The issue is more that, you would say, they are not subject to checks and balances of the members that ensure that they are doing what they're supposed to do. Does that make sense?

EBERHARD LISSE:

I have no real problems with some of the guidelines, or any of the guidelines, if they are voted upon and approved by members. If I lose the vote, I lose the vote. That's representative democracy. If I can't rally the votes, I have to behave myself and grumble in my three-day or seven-day beard and move on with my life, continuing to remain a member of the ccNSO.

But we are really, at the moment, running the ccNSO really, really free-based, like we want to, like council wants to, like the chair of council and her two cohorts want to, whoever. This is not right. I am not so much clearing the content, but ...

Even though the [AP one] of the election is a bit of an issue, never mind that the election to the board is done by council, so it's not a good

example. But this has gone far enough in my view, and we really need to do something about it.

I personally feel it's ... What is so upsetting about it is that there is no recourse. We have no way, if the council does something ... The institution "ccNSO" has no recourse in itself to say, "Sorry, we are doing something seriously wrong. Whether you like it or not, it's seriously wrong."

I want to have some form of accountability mechanism to go ... We have none. I could theoretically go after a member of staff for [acts of omission], but that's not the right way of ... That's using a mechanism that is there and circumventing the issue.

CHRIS DISSPAIN:

Understood. I'm going to come back to you in a minute because I want to ask you a question, but I don't want this to end up as a dialog between you and me. So, Stephen, I saw your hand was up and it has gone down again. Don't be discouraged to speak if you want to, obviously, not that I could stop you. Jordan, you're next.

JORDAN CARTER:

Thanks, Chris. I think it's interesting. One of the accountability measures that there used to be was the ability to pass resolutions at general meetings, which is set out in section four of the ccNSO rules.

And so, to use Eberhard as an example, one of the things he would have been able to do if we had general meetings was pass a resolution of censure, or a disagreeing with a decision, or whatever.

And there have been other discussions about whether you should be able to remove council members as part of the accountability reviews. But we don't have that process anymore, so the guidelines are distinct from the rules in that to changes the rules requires two-thirds of those voting to vote in favor of the change, whereas the other way you can ping up a guideline is to get 17 members of the ccNSO to petition a veto during the seven days.

I don't think either of those situations is very satisfactory, and relying on 10.3(k) of the actual ICANN bylaws that makes a vague reference to guidelines and so on doesn't seem to be very suitable, either.

So I think, if we're going to do a tidy-up of the rules of the ccNSO, it would be helpful for them to kind of explain what subsidiary instruments there were—we can keep calling them guidelines—and to explain how they get made, how they get challenged, how they get changed, just so that it's all clear and it's written down in one place.

There are plenty of guidelines about making guidelines. I mean, I wouldn't know because I haven't even bothered to look into it. But it's all just a bit loose. And the thing that our rules structure should do is be clear enough so we don't have to have discussions about what it means.

The lines of authority and structure should be crisp, and clear, and contemporary so that, whether we agree with them or not, we know

exactly what they are and there is no arguing about them, and that's just a kind of organizational hygiene thing that I think we could work on relatively easily. Thanks.

CHRIS DISSPAIN: So, agreed. Just to be clear then, there would be a rule about guidelines, presumably, assuming that one accepted the need to have, as I have suggested, the agile ability to move quickly. There would be a rule in the rules about guidelines. You're also suggesting that, perhaps, the change of rules' mechanisms could be reviewed and made a little easier to deal with. One question I have for you—

JORDAN CARTER: No, I am not suggesting that. That's putting words into my mouth, I'm afraid.

CHRIS DISSPAIN: I apologize. Sorry.

JORDAN CARTER: I'm just suggesting that the system should be coherent and modernized. Maybe that would mean—

CHRIS DISSPAIN: Understood.

JORDAN CARTER: A slightly lower threshold, but I haven't [inaudible].

CHRIS DISSPAIN: It's certainly to be considered. Yes. So, my apologies. I wasn't intending to put words in your mouth. You did say, I think—and I just wanted to check in with you—that there isn't a mechanism anymore for a meeting. Does the ccNSO not have those meetings anymore? I'm slightly confused by that.

JORDAN CARTER: So, you need to ask someone with several dozen years' more experience on this than I have, but I don't believe I've ever been to a thing that was officially called a "ccNSO general meeting," and I don't think I've been to a thing where I have been told that I could propose a resolution about anything, really, as a member of the ccNSO.

I think I can do that as a council member. I can put resolutions in the council. But there doesn't seem to be any ... If it is possible to do, I don't know how to do it, and I pay attention to this kind of stuff. So, I think this dormant general-meeting-y thing in the rules probably ... Maybe it needs a guideline about how we do it. I don't know.

CHRIS DISSPAIN: Maybe. But you've obviously got some input into that. Over to you.

BART BOSWINKEL: Yes. I think, Jordan, you are right in the sense of, say, there has never been a meeting where you could officially vote as a member. And one of the reasons is, again, if you look at the rule itself, there is, again, this strange quorum rule.

And so, that's one reason. So, the way that has been replaced and evolved over time is taking the temperature of the room. You've seen that mechanism at work at times, and that is recorded in some of the, say, council resolutions, as well, to check this way where the ccNSO membership was heading. But as there was no AGM or any formal meeting where there were enough members to have that discussion, yeah, it never happened. So, you're right about that. Thanks.

JORDAN CARTER: Yeah. So, practice has evolved in a way that means that that particular mechanism has gone into time immemorial, or at least time forgotten. It seems that way.

BART BOSWINKEL: It has evolved, I would say it that way. Either you have to adjust it but, say, the way it has been written down at the time, with the limited number of members, has evolved. So, the ccNSO has evolved.

CHRIS DISSPAIN: Exactly. But maybe not in a way that is satisfactory to everybody. L, Eberhard, your hand is up, and I want to ask you [inaudible].

EBERHARD LISSE: Okay, just quick. Okay, ask the question, and then I'll talk.

CHRIS DISSPAIN: No, no, no. I want to ask you ... I want you to ... Yes. Would that meeting that we have been discussing just now with Jordan and Bart answer your question about recourse? This is my question to you, and then whatever else you wanted to say. Thank you.

EBERHARD LISSE: We are putting the bridle onto the horse the wrong way around. We should not have recourse first. We should first get our procedures right, and then see whether we need recourse. To say practice has [evolved is letting us] we can do whatever we want, or we don't need to go by the rules, or by whatever.

My problem is that important decisions are made on the strength of the bylaw/of the guidelines. That means by council, or two people in the council, or one person in the council, swaying the majority, which is against the spirit of the ccNSO, which said we are a member organization and council, basically, should just tell us what room number we have our meetings in, to be a bit drastic about it.

If the membership votes for a guideline, we take the guideline as a rule. If not ... Sean Copeland said whether we are required to legally have an AGM. I don't think so. But what's the drama?

ICANN has an AGM once a year. Why not declare the ccNSO meeting then AGM? Make the agenda accordingly. We have a Program

Committee. So, we have a meeting, an hour of corporate governance, or call it AGM, and at the end of all the rest, we put “one-hour AGM” and go through some formal decisions there. That’s not a big drama.

My point is not so much the formalities, other than that we are operating without proper foundation, allowing individuals, or a small number of people, to make important decisions which the majority, basically, just signs off of, if they even notice it, and that’s not the way to run a railway.

CHRIS DISSPAIN:

Okay. Thank you. We’ve heard from Eberhard on this, and Jordan. I wonder if there are others who might have a different view, or would like to express an opinion. I think it’s important that we do get a feel for how people feel about the general principle of a little more membership-based activity, formal activity, to endorse what the council is doing.

I’m curious to see if there is anyone else who would like to comment. I don’t want to specifically call on people, but I might. So, please do think about putting your hand up and making some comment.

Jordan, I’ve seen your note in the chat. I mean, yes, I think you’re right. I mean, you can characterize the situation as ... I think all of those who have spoken would agree that clarity is, perhaps, lacking. Where it goes is a matter for discussion, but it’s clear that clarity is lacking.

And I’m not seeing anyone else who is to pass a comment on this. Can I ask us, then, to ... I mean, in summary, I think we can take from this

discussion that there is an issue that needs to be dealt with in respect to a little bit more—I’m going to paraphrase, so it's not intended to be specific here—more formality in the way that the members operate to ensure that things that the council does, guidelines that the council introduces, are subject to endorsement by members through some method, whatever that may be.

It’s important not to get lost in the detail of this. I know, for example, that Katrina, in her slides, mentioned, in respect to decisions, that seven days are required to respond to those, and that doesn’t always ... I don’t know who “iPad 3” is, but whoever “iPad 3” is agrees with L, which is great news.

But if “iPad 3” would be kind enough to tell us who they are, that would be very helpful. Where was I? Oh, yes. So, the seven-day thing, for example. Bill, hello. Welcome. Thank you.

The seven-day thing, for example, was introduced, again, to ensure that, whilst everyone acknowledged that it was necessary for the council to be able to take decisions, sometimes rapidly, there was always an opportunity for people to object.

I don’t think we should take it for granted that an appointment is not made for those seven days. What it amounts to is simply you are appointed to a working group but, technically, objections can be raised.

Anyway, that’s a bit of a side trek. We’ve got a little bit of time left, and I would like to circle back, if it's all right, just to readdress the one other point that we started to talk about, which is the 10%.

I can tell you, historically, that our reason for choosing 10% was not because 10% was the right figure. It was that it made sense to us that five members should be the absolute minimum of people that were able to band together and come and say, “We have a problem. We’d like there to be a formal discussion.”

Yes, it was important that that was five out of 45. I’m not sure we would have come to five if it had been 100 members. But equally, I’m not sure that we would have come to 10%. So, I don’t think you should be bound by that, and you should think about, what is a sensible minority approach to take where ... Or not even a minority.

What is a sensible approach to take? How many is enough people to force a greater consideration of a thing by the members of the ccNSO? Does it matter that they all come from the same region? Do they have to be from different regions? And what is a sensible number?

In corporations, it is often a percentage, and that percentage remains the same irrespective of the number of members that there are, or number of shareholders that there are. Articles of association for companies generally say a percentage, 5% or 10%, of the shareholders can force a meeting.

So, have a think about that. Does anybody want to make a comment about that in the last few minutes before I hand it back to Katrina to take us through a teaser for the next discussion?

“10% of the number of members that cared enough to vote in the last recorded elections.” That’s a very interesting idea, Peter. Your

legitimacy as a member is governed by whether you're prepared to actually stand up and be voted.

Byron says, "I think[L] is suggesting a somewhat flawed assumption that, if we don't like the rules, we just make up guidelines. That does not seem correct. "Guidelines are implemented when [inaudible] rules."

To pick up on Chris's point, "There must be processes where the ccNSO can be agile and the rule-making is anything but." Yes, I agree with you, but [L] still has a foundational point which needs to be addressed. [inaudible], a quick poll on what? 10%? I think we can ... Is the 10% one one of the polls that we have got ready to go, Kim? Are we okay?

KIMBERLY CARLSON: [inaudible].

CHRIS DISSPAIN: Do you want to go with ... Shall we go and do the quick 10% poll, then? I don't know if ... Ah! Look at that! My goodness me, that's incredibly efficient. I won't vote because I'm not a member. So, can I ask you all to think about whether the current requirement of 10% of members asking for a vote should be revisited? So, not is it right or is it wrong: should we look at it, and should we revisit it and consider it? I guess everyone just votes, and someone will tell me when we're finished.

KIMBERLY CARLSON: Yeah, we'll give it a couple of seconds. There are about 26 out of 58 people voting right now.

CHRIS DISSPAIN: Come on, people. Vote early, vote often, just like in America.

STEPHEN DEERHAKE: Chris, we're doing just that. Thank you.

CHRIS DISSPAIN: it's my pleasure, Stephen. It's why I'm here.

KIMBERLY CARLSON: Okay. I'll go ahead and close the poll.

CHRIS DISSPAIN: Thanks, Kim. There we go. Well, that's interesting, isn't it? So, quite a lot of people actually don't think it needs to be revisited, which presumably means that they're happy with the 10%, but there is a clear majority who think that it should be revisited. So, that's great. I draw no other conclusions than that. We do have another one, don't we? Another poll. What's the other one?

KIMBERLY CARLSON: The other poll is the consideration for term limits.

CHRIS DISSPAIN: Do you want to just put that one up as well, then? We might as well do it as we're here. So the second one is, "Should the ccNSO consider the introduction of council term limits?" And again, I think that it would be useful if people could indicate what they think about that. That would be very useful. Okay.

Well, I think that's pretty clear, isn't it? That's pretty clear. Okay. I think that we have probably gone as far as we can with the discussions on this. Oh, Jordan, yeah. Sorry. Are we able to know how many people actually voted? Is that possible? Ah, here we go. 28, plus five. Okay, cool. Which one was that on, Katrina?

KATRINA SATAKI: Oh, that's the last one. So, you can see, yes, 28 people voted, which makes 85%, and five voted against, which means 15%.

CHRIS DISSPAIN: Yeah. Okay. Yes, Jordan obviously wants to know, perfectly logically, the turnout. Okay. Katrina, I'm going to, first of, say thank you to everybody for their contributions. I'll say a bit again at the end, but if I could pass it back to you now to move onto the next little bit, that would be fantastic.

KATRINA SATAKI: Yeah. Thank you very much. Thank you very much, Chris. Okay. So, first, before going into the teaser bit ... Ah, wait. That's not the question. This one. So, if you're willing to participate in drafting the rules or any other

document, please consider joining the Guidelines Review Committee. Speaking of the rules of the ccNSO, the proposal is to make a subgroup. So, you won't need to bother with other documents [inaudible] you can join that particular subgroup.

So, now, a teaser. Guidelines Review Committee is working on the direct removal guidelines minutes, coming at ICANN70. It will be presented in more detail. But as you know, the Guidelines Review Committee are looking into those new powers that ccNSO has as the decision of participant. We have drafted guidelines to deal with rejection action, approval actions, and everything else.

So, one of the powers that we, as decisional participants, have, they are ... Basically, in the ICANN bylaws. So, we have the power to deal with directors on the board. As you know, there are individual directors appointed by SOs, ALAC, and NomCom.

So, according to the bylaws, there are several processes. The Guidelines Review Committee is looking into a process of removing those people that we appoint to the board, and that's when we, for example, get a request from other SOs or ACs.

What happens when there is a request to remove a NomCom-appointed director to the board, and then there is ... Well, in case something really, really bad is going on, then there is a process to remove the entire board.

So, Guidelines Review Committee now is working on these guidelines, and they will be presented to you during ICANN70, so please stay tuned. [inaudible]. Yep.

CHRIS DISSPAIN:

Sorry, Katrina, I couldn't hear that. Could you say that again? Oh, okay. Cool. Well, okay. Well, thank you. I want to say a couple of things. First of all, I promised Nigel, basically, that I would apologize for him not being here with this session. He is with the board at the GNSO and felt that it was important that one of the ccNSO directors was present at that session, and I agree with him.

So, he sends his apologies for not being here, but we'll see you all this afternoon, which is my second point. I'm looking forward to seeing you all. I think it's this afternoon with the board at some point. I say "this afternoon." This afternoon, for those of us in virtual Hamburg time, roughly speaking.

And finally, as well as thanking you for all of your participation in this session, I'd like to say thank you for asking me to run it. I very much appreciate the privilege. I have enjoyed it, and it's a very nice thing to be doing in my meeting when I am stepping down from the board. So, thank you all very much indeed. I, too, will see you, hopefully all of you, this afternoon when we meet with the board. Thank you very much.

KATRINA SATAKI:

Thank you, Chris. Thanks, everyone.

[END OF TRANSCRIPTION]