CWG-STEWARDSHIP – PROPOSED ICANN BYLAWS

The proposed ICANN Bylaws ("Bylaws") set forth below have been prepared by Sidley Austin LLP ("Sidley") on the basis of the [Cross-Community Working Group on Naming Related Functions ("CWG-Stewardship") Final Proposal (11 June 2015)](#) ("CWG Final Proposal"), which is incorporated into the [Proposal to Transition the Stewardship of the Internet Assigned Numbers Authority (IANA) Functions from the U.S. Commerce Department's National Telecommunications and Information Administration (NTIA) to the Global Multistakeholder Community of the IANA Stewardship Transition Coordination Group (ICG) (March 2016)](#) ("ICG Final Proposal"). The relevant text is identical in both the CWG Final Proposal and the ICG Final Proposal except for paragraph numbers and where otherwise indicated below. The proposed Bylaws are presented in a chart, indicating language derived from the CWG Final Proposal that relates to each proposed Bylaw, and, where the CWG Final Proposal is silent, the chart includes relevant extracts from the [Proposed ICANN Bylaws Matrix prepared by Sidley and dated September 8, 2015 ("Proposed ICANN Bylaws Matrix")](#). Capitalized terms used herein and not otherwise defined shall have the same meaning set forth in the current ICANN Bylaws.

GLOSSARY

- **AC**: Advisory Committee
- **AfTLD**: African Top-Level Domain
- **ALAC**: At-Large Advisory Committee
- **APTLD**: Asia Pacific Top-Level Domain
- **ASO**: Address Supporting Organization
- **ccNSO**: Country Code Names Supporting Organization
- **ccTLD**: Country Code Top-Level Domain
- **CENTR**: Council of European National Top Level Domain registries
- **CSC**: Customer Standing Committee
- **CSG**: Commercial Stakeholder Group
- **Empowered Community**: [Defined in Article [●]]
- **GAC**: Governmental Advisory Committee
- **GNSO**: Generic Names Supporting Organization
- **GNSO Supermajority**: (a) two-thirds (2/3) of the GNSO Council members of each House within the GNSO Council, or (b) three-fourths (3/4) of one House and a majority of the other House
- **gTLD**: Generic Top-Level Domain

- **IANA**: Internet Assigned Numbers Authority
- **IANA Functions Contract**: [Defined in Article [XIII], Section 3]
- **IFR**: IANA Function Review
- **IFRT**: IANA Function Review Team
- **LACTLD**: Latin American and Caribbean Top-Level Domain
- **Member**: [Defined in Article [XIII], Section 1]
- **NCSG**: Non-Commercial Stakeholder Group
- **NRO**: Number Resource Organization
- **NTIA**: U.S. Department of Commerce National Telecommunications and Information Administration
- **PDP**: Policy Development Process
- **PTI**: Post-Transition IANA Entity[, defined in Article [XIII], Section 1]
- **PTI Board**: [Defined in Article [XIII], Section 2]
- **RFP**: Request for Proposal
- **RrSG**: Registrars Stakeholder Group
- **RSSAC**: Root Server System Advisory Committee
- **RySG**: Registries Stakeholder Group
- **RZM**: Root Zone Maintainer
- **SCWG**: Separation Cross-Community Working Group
- **Separation Process**: [Defined in Article [●], Section 1]
- **SO**: Supporting Organization
- **SOW**: Statement of Work
- **Special IFR**: Non-Periodic IANA Function Review
- **SSAC**: Security and Stability Advisory Committee
- **TLD**: Top-Level Domain

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I. PTI Governance	
(105) This final proposal attempts to meet all of the above requirements by: Creating PTI, a separate legal entity that will be an affiliate [*FN 4*] controlled by ICANN [*FN 5*]. The creation of PTI ensures both functional and legal separation within the ICANN organization. [*Footnote 4: An affiliate of an entity means another entity that directly or indirectly controls, is controlled by, or is under common control with the first entity. For example, a parent and its subsidiaries are affiliates because the parent controls the subsidiaries; and two subsidiaries with a common parent are affiliates because the two subsidiaries are under common control by the parent.*] [*Footnote 5: Based on independent legal advice received, the CWG-Stewardship proposes that PTI will be an affiliate in the form of a California public benefit corporation with a single member and that member will be ICANN, with a Board comprising a majority of PTI Board members appointed by ICANN.*] **(107) Post-Transition IANA (PTI)** (108) In order to identify and isolate the IANA naming functions, both functionally and legally, from the ICANN entity, the CWG-Stewardship recommends the creation of a Post-Transition IANA (PTI). PTI will be a new legal entity in the form of a non-profit corporation (i.e., a California public benefit corporation). The existing IANA functions department, administrative staff, and	**ARTICLE [XIII]: POST-TRANSITION IANA ENTITY ("PTI")** **Section 1. DESCRIPTION** ICANN shall maintain as a separate legal entity a California nonprofit public benefit corporation ("Post-Transition IANA Entity," or "PTI") for the purpose of providing IANA services[1] after the transition of oversight responsibilities from the U.S. Department of Commerce's National Telecommunications and Information Administration ("NTIA"). PTI may also be referred to in these Bylaws as the "IANA Functions Operator" unless the context requires otherwise (for example, where IANA services are provided by a different entity than PTI). PTI shall be a membership corporation and ICANN shall at all times be its sole member as that term is defined in Section 5056 of the California Corporations Code or any successor statute ("Member"); provided, however, that in the event a Separation Process approved in accordance with Article [●] of these Bylaws requires ICANN to take any action that is inconsistent with this provision, this requirement shall not apply to the extent of that inconsistency.

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[1] *Deleted "naming" as the ICG Final Proposal contemplates that PTI will provide other IANA services.*

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related resources, processes, data, and know-how will be legally transferred to PTI. No further transfer of assets from PTI to another entity will be allowed unless specifically approved by ICANN. (109) At the outset, PTI will have ICANN as its sole member and PTI will therefore be a controlled affiliate of ICANN. ICANN will provide funding and administrative resources to PTI through an agreed-upon budget. (181) To provide IANA services to the naming community, the CWG-Stewardship recommends that a new separate legal entity, PTI, be formed as an affiliate of ICANN. In this structure, the existing IANA functions, administrative staff, and related resources, processes, data, and know-how will be legally transferred into PTI. There will be a new ICANN-PTI contract established as a replacement to the current NTIA IANA Functions Contract. The terms of the ICANN-PTI contract will reflect the CWG-Stewardship proposed structure, including escalation and review mechanisms.[*FN 25*] The CWG-Stewardship views the ICANN-PTI contract as a legal framework requirement in the absence of the NTIA IANA Functions Contract: however, given the implications of the proposed PTI structure are more importantly anchored in its associated accountability mechanisms, this section will focus on PTI rather than the contract to which it will be party. [*Footnote 25: A draft proposed term sheet for the ICANN-PTI Contract is available in Annex S.*] (182) As stated above, the CWG-Stewardship proposal foresees moving all IANA functions to PTI. If they decide to do so, the number and protocol communities can continue their agreements	

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with ICANN, which the CWG envisages will then subcontract all the IANA Functions related work to PTI. (Annex S) IANA naming functions include: the administration of certain responsibilities associated with the Internet DNS root zone management; and other services related to the management of the ARPA and INT top-level domains (TLDs). (Annex S) IANA functions include (1) the IANA Naming Functions, (2) the coordination of the assignment of technical Internet protocol parameters, and (3) the allocation of Internet numbering resources.	

(Proposed ICANN Bylaws Matrix 1(a)) PTI Articles: Requirement that the ICANN community approve any amendment (other than immaterial amendments) by ICANN as sole member of PTI of PTI's articles of incorporation, including without limitation, amendments relating to:
 	
(i)   corporate structure of PTI (i.e., to convert PTI to something other than a non-profit public benefit corporation);
(ii)   jurisdiction of incorporation of PTI (i.e., to change the place of incorporation of PTI from California to another jurisdiction);
(iii)   corporate purposes and powers;
(iv)   membership (including voting, classes of membership, rights, privileges, preferences, restrictions and conditions);
(v)   powers of ICANN as the sole member of PTI;
(vi)   powers of the PTI Board;
(vii)   indemnification of directors and officers; and
(viii)   approval requirements to amend the PTI Articles and
	ARTICLE [XIII]: POST-TRANSITION IANA ("PTI")
	Section 2. PTI GOVERNANCE
	ICANN, in its capacity as sole Member of PTI, shall elect the directors of PTI in accordance with the articles of incorporation and bylaws of PTI and have all other powers of a sole Member under the California Corporations Code or any successor statute; provided, however, that (a) the Empowered Community must approve any amendment or modification of the articles of incorporation of PTI pursuant to the procedures applicable to Fundamental Bylaw changes described in Article [●], Section [●] of these Bylaws, and (b) the Empowered Community must not have rejected any of the other actions described in this Article [XIII], Section 2 pursuant to the procedures described in Article [●], Section [●] of these Bylaws:
	
	  1. Any amendment or modification of the articles of incorporation or bylaws of PTI that would effect any of the following:
	      a. any change to the corporate form of PTI to an entity

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Bylaws. *(Proposed ICANN Bylaws Matrix 1(b)) PTI Bylaws: Requirement that the ICANN community approve any amendment by ICANN as sole member of PTI of the provisions of the PTI Bylaws relating to the following matters:* (i) *membership and other matters dealt with in the PTI Articles;* (ii) *PTI Board powers, responsibilities, structure, quorum and voting requirements;* (iii) *powers and responsibilities of PTI officers; and* (iv) *approval requirements to amend the PTI Bylaws.* *(Proposed ICANN Bylaws Matrix 1(c)) PTI Board Composition: Requirement that the ICANN community approve any change in the structure of the PTI Board as it relates to the allocation of board seats between independent directors and employees of ICANN or PTI, and/or the procedure for nominating the independent directors.* (112) As a separate legal entity, PTI will have a board of directors and have the minimum statutorily required responsibilities and powers. The construct of the PTI Board will be a range of 3-5 people to be appointed by ICANN as the sole member of PTI. The PTI Board could be comprised of three directors who are employed by ICANN or PTI (for example, the ICANN Executive responsible for PTI, the ICANN CTO and the IANA Managing Director), and two additional independent directors. The two additional directors must be nominated using an appropriately rigorous nomination mechanism (e.g. through the use of the	that is not a California Nonprofit Public Benefit Corporation organized under the California Corporations Code or any successor statute; b. any change in the corporate purpose and mission and powers of PTI as set forth in the articles of incorporation or bylaws of PTI; c. any change to the status of PTI as a membership organization; d. any change in the rights of ICANN as the sole Member of PTI, including voting, classes of membership, rights, privileges, preferences, restrictions and conditions; e. any change that would grant third parties rights with respect to PTI as designators or otherwise to: (i) elect or designate directors of PTI; or (ii) approve any amendments to the articles of incorporation or bylaws of PTI; f. any change in the number of directors of the board of directors of PTI (the "PTI Board"); g. any changes in the allocation of directors on the PTI Board between independent directors and employees of ICANN or PTI or in the definition of "independent" for purposes of determining whether a director of PTI is independent; h. the creation of any committee of the PTI Board with the power to exercise the authority of the PTI Board; i. any change in the procedures for nominating independent PTI directors; j. the creation of classes of PTI directors or PTI directors with different terms or voting rights; k. any change in PTI Board quorum requirements or voting requirements;

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ICANN Nominating Committee). The CWG-Stewardship expects that this will avoid the need to replicate the complexity of the multistakeholder ICANN Board at the PTI level and maintain primary accountability at the ICANN level. Any issues that arise concerning the PTI and the PTI Board will therefore be able to be ultimately addressed through the overarching ICANN accountability mechanisms. (113) The function of the PTI Board is to provide oversight of the operations of PTI in order to ensure that PTI meets, at a minimum, applicable statutory requirements under California public benefit corporation laws and, importantly, fulfills its responsibilities under the IANA functions contract with ICANN. [Additional text included in ICG Final Proposal at Paragraph (1113): If the PTI Board does not fulfill its oversight responsibilities with respect to the operations of PTI, the ICANN Board will hold the PTI Board accountable by exercising the rights ICANN has as the member of PTI and as the counterparty to the IANA functions contract with PTI.] (114) The CWG-Stewardship recommends that the PTI Board skill set be evaluated as a whole and not on a per member basis, while also ensuring that each individual member is suitable and appropriately qualified to serve as a director of PTI in his or her own right. Accordingly, the PTI Board's complete skill set should be balanced and cover an appropriate and complete composite of executive management, operational, technical, financial and corporate governance experience.	l. any change to the powers and responsibilities of the PTI Board or the PTI officers; m. any change to the rights to exculpation and indemnification, including with respect to advancement of expenses and insurance, provided to directors, officers, employees or other agents of PTI; and n. any change to the requirements to amend the articles of incorporation or bylaws of PTI.
(Proposed ICANN Bylaws Matrix 1(d)) Membership: Requirement that the ICANN community approve any resignation by ICANN as sole member of PTI or any transfer by ICANN of its membership in	(Article [XIII], Section 2) 2. Any resignation by ICANN as sole Member of PTI or any transfer, disposition, cession, expulsion, suspension or

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PTI or any right arising from its membership in PTI.	termination by ICANN of its membership in PTI or any transfer, disposition, cession, expulsion, suspension or termination by ICANN of any right arising from its membership in PTI; provided, however, that in the event a Separation Process approved in accordance with Article [●] of these Bylaws requires ICANN to take any action that is inconsistent with this provision, this requirement shall not apply to the extent of that inconsistency.
(Proposed ICANN Bylaws Matrix 1(e)) Asset Transfers: Requirement that the ICANN community approve any transfer or relinquishment of PTI assets (absent a separation process that mandates a transfer), including, without limitation, intellectual property rights, processes, data and know how. **[Note to CWG:** *Will there be any ordinary course asset dispositions by PTI (i.e., does ICANN currently dispose of IANA assets)? If so, an exception for these types of dispositions could be included.]*[2]	(Article [XIII], Section 2) 3. Any sale, transfer or other disposition of PTI assets, other than in the ordinary course of PTI's business or in connection with a Separation Process that has been approved in accordance with Article [●] of these Bylaws.
(Proposed ICANN Bylaws Matrix 1(f)) Significant Corporate Actions: Requirement that the ICANN community approve any merger, dissolution or bankruptcy of PTI.	(Article [XIII], Section 2) 4. Any merger, consolidation, sale or reorganization of PTI. 5. Any dissolution, liquidation or winding-up of the business and affairs of PTI or the commencement of any other voluntary bankruptcy proceeding relating to PTI.
II. ICANN-PTI IANA Functions Contract	
(Proposed ICANN Bylaws Matrix 3) Requirement that certain material amendments to the IANA Functions Contract between	**ARTICLE [XIII]: POST-TRANSITION IANA ("PTI")**

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[2] *CWG notes that this detail is to be determined as part of implementation and will be based on how PTI will be implemented (i.e., whether assets will be transferred to PTI or offered for use by ICANN to PTI).*

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ICANN and PTI be subject to approval by the empowered community. (110) A contract will be entered into between PTI and ICANN, which will grant PTI the rights to act as the IFO and set out rights and obligations of PTI and ICANN. The contract will provide for automatic renewal, subject to potential non-renewal by ICANN if recommended by the IANA Function Review (see further details below). (116) The issues currently addressed in the NTIA ICANN Functions Contract and related documents will be addressed in the ICANN-PTI IANA functions contract. Furthermore, the CWG-Stewardship expects that a number of existing provisions of the NTIA IANA Functions Contract will be carried over to the PTI Contract in the form of a Statement of Work (SOW), taking into account updates that will need to be made as a result of the changing relationship between IANA and ICANN as well as other recommendations outlined in Section III. In order for the community to have confidence in the robust and complete nature of the ICANN-PTI IANA Functions Contract, it is recommended that PTI have independent legal counsel to advise on the contract. The ICANN bylaws will reference the need for periodic and special review of the IANA Statement of Work through the IFR. An overview of provisions expected to be carried over into the ICANN-PTI IANA functions contract can be found in Annex E as well as Annex S which includes a sample term sheet.	**Section 3. ICANN-PTI IANA FUNCTIONS CONTRACT** ICANN shall enter into a contract with PTI in the form [●][3] (the "IANA Functions Contract"). The IANA Functions Contract shall provide for automatic renewal, subject to potential non-renewal by ICANN in connection with a Separation Process that has been approved in accordance with Article [●] of these Bylaws. No material modification, amendment or waiver of the IANA Functions Contract shall be effected if the Empowered Community has rejected such material modification, amendment or waiver pursuant to the procedures described in Article [●], Section [●] of these Bylaws. Any modification, amendment or waiver of the IANA Functions Contract relating to any of the following matters shall be deemed material: 1. The parties to the IANA Functions Contract; 2. The initial term of the IANA Functions Contract and the renewal provisions; 3. The manner in which the IANA Functions Contract may be terminated or enforced by ICANN or PTI; 4. The role and responsibilities of the CSC, escalation mechanisms and/or the IANA Function Review; 5. The requirement that fees charged by PTI be based on direct costs and resources incurred by PTI; 6. [The prohibition against subcontracting]; 7. [The requirement that PTI be owned, operated, incorporated and organized under U.S. law, the

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[3] *CWG notes that the ICANN-PTI contract will be drafted as part of implementation.*

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	requirement that the primary IANA functions be performed in the U.S., and the requirement that PTI have a U.S. physical address];
	8. [The roles and responsibilities of PTI and the Root Zone Maintainer ("RZM") with respect to root zone management]; and
	9. [Audit requirements].[4]
	In the event any modification, waiver or amendment to the IANA Functions Contract or Statement of Work ("SOW") is recommended by the IANA Function Review Team ("IFRT") following an IFR pursuant to Article [IV] of these Bylaws, such modification, waiver or amendment shall be:
	1. Subject to a public comment period that complies with the designated practice for public comment periods within ICANN;
	2. Ratified by the vote of (a) a supermajority of the ccNSO (pursuant to the ccNSO's procedures or if such procedures do not define a supermajority, two-thirds (2/3) of the Council members) and (b) a GNSO Supermajority;[5]
	3. Approved by the Board; and
	4. Not rejected by the Empowered Community pursuant to the procedures described in Article [●], Section [●] of

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[4] *List of matters to be refined based on terms of the final IANA Functions Contract.*

[5] *CWG to confirm: Page 1 of the CWG response chart refers to supermajority voting of the relevant SO but page 11 of the response chart states that the CWG "has agreed to keep the current practices (i.e., simple majority voting) for both the GNSO and ccNSO." As the proposal specifically contemplates a supermajority vote for such changes, the reference to "simple" majority on page 11 of the response chart appears to be an error – please confirm.*

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	these Bylaws.
	If such modification, waiver or amendment is ratified by the ccNSO and GNSO Councils, approved by the Board following a public comment period and not rejected by the Empowered Community, ICANN shall be obligated to amend the IANA Functions Contract or SOW as recommended by the IFRT.
III. Customer Standing Committee (CSC)	
(105) This final proposal attempts to meet all of the above requirements by:… Establishing the CSC that is responsible for monitoring IFO performance according to contractual requirements and service level expectations, resolving issues directly with the IFO or escalating them if they cannot be resolved.[*FN 6*] [*Footnote 6: The CSC is not a separate legal entity. The CSC would be authorized by the ICANN governance documents (including the ICANN Bylaws) and the ICANN-PTI Contract.*] (106) CSC. The creation of a CSC which is empowered to monitor the performance of the IANA functions and escalate non-remediated issues to the ccNSO and GNSO. The ccNSO and GNSO should be empowered to address matters escalated by the CSC. ———— **(308) Mission** (From the Proposed CSC Charter) (309) The Customer Standing Committee (CSC) has been established to perform the operational oversight previously performed by the U.S. Department of Commerce's National	**ARTICLE [●]. CUSTOMER STANDING COMMITTEE** **Section 1. DESCRIPTION** A Customer Standing Committee ("CSC") shall be established to perform the operational oversight previously performed by NTIA as it relates to the monitoring of performance of the IANA naming functions. The mission of the CSC is to ensure continued satisfactory performance of the IANA naming functions for the direct customers of the naming services. The primary customers of the naming services are top-level domain registry operators, but also include root server operators and other non-root zone functions. The CSC will achieve this mission through regular monitoring of the performance of the IANA naming functions against service level expectations and through mechanisms to engage with PTI to remedy identified areas of concern. The CSC is not authorized to initiate a change in PTI through a Special IANA Function Review ("Special IFR"), but may escalate a failure to correct an identified deficiency to the ccNSO and GNSO, which might then decide to take further action using consultation and escalation processes, which may include a

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Telecommunications and Information Administration (NTIA) as it relates to the monitoring of performance of the IANA naming function. This transfer of responsibilities took effect on [date]. (310) The mission of the CSC is to ensure continued satisfactory performance of the IANA function for the direct customers of the naming services. The primary customers of the naming services are top-level domain registry operators, but also include root server operators and other non-root zone functions. (311) The mission will be achieved through regular monitoring by the CSC of the performance of the IANA naming function against agreed service level targets and through mechanisms to engage with the IANA Functions Operator to remedy identified areas of concern. (312) The CSC is not mandated to initiate a change in the IANA Functions Operator via a Special IANA Function Review, but could escalate a failure to correct an identified deficiency to the ccNSO and GNSO, which might then decide to take further action using agreed consultation and escalation processes, which may include a Special IANA Function Review.	Special IFR.
(326) Membership Composition (From the Proposed CSC Charter) (327) The CSC should be kept small and comprise representatives with direct experience and knowledge of IANA naming functions. At a minimum the CSC will comprise: • Two gTLD Registry Operators.	**Section 2. COMPOSITION, APPOINTMENT AND REMOVAL** 1. The CSC shall be kept small and its representatives shall have direct experience and knowledge of IANA naming functions. The CSC shall consist of: a. Two gTLD registry operators appointed by the

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• Two ccTLD Registry Operators. • One additional TLD representative not considered a ccTLD or gTLD registry operator such as the IAB for .ARPA could also be included in the minimum requirements but is not mandatory. • One liaison from the IANA Functions Operator (PTI). (328) Liaisons can also be appointed from the following organisations; however, providing a Liaison is not mandatory for any group: • One liaison each from other ICANN SOs and ACs: 　○ GNSO (non-registry) 　○ ALAC 　○ NRO (or ASO) 　○ GAC 　○ RSSAC 　○ SSAC (329) Liaisons shall not be members of or entitled to vote on the CSC, but otherwise liaisons shall be entitled to participate on equal footing with members of the CSC. (330) The Chair of the CSC will be elected on an annual basis by the CSC. Ideally the Chair will be a direct customer of the IANA naming function, and cannot be the IANA Functions Operator Liaison. (331) The CSC and the IANA Functions Operator will nominate	Registries Stakeholder Group; b. Two ccTLD registry operators appointed by the ccNSO; and c. One liaison appointed by PTI, each appointed in accordance with the rules and procedures of the appointing organization. 2. If so determined by the ccNSO and GNSO, the CSC may, but is not required to, include one additional member: a TLD representative that is not considered a ccTLD or gTLD registry operator. A representative for a TLD registry operator that is not associated with a ccTLD or gTLD registry operator shall be required to submit a letter of support from its registry operator. 3. Each of the following organizations may also appoint one liaison to the CSC in accordance with the rules and procedures of the appointing organization: (i) GNSO (non-registry), (ii) ALAC, (iii) either the NRO or ASO (as determined by the ASO), (iv) GAC, (v) RSSAC, (vi) SSAC and (vii) any other SO or AC. 4. The initial proposed members and liaisons of the CSC shall be approved by the ccNSO and the GNSO, and thereafter, the ccNSO and GNSO shall approve each annual slate of members and liaisons being recommended for a new term. 5. Liaisons to the CSC shall not be members of or entitled to

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primary and secondary points of contact to facilitate formal lines of communication. (332) The CSC as a whole will decide who will serve as the Liaison to the IANA Function Review Team. Preference should be given to the Liaison being a registry representative given that technical expertise is anticipated to be valuable in the role.	vote on the CSC, but otherwise shall be entitled to participate on equal footing with members of the CSC. 6. The members of the CSC shall annually select a member to serve as the Chair of the CSC. Liaisons to the CSC are not eligible to serve as the Chair of the CSC. In selecting the Chair, CSC members shall take into consideration, among other things, whether the individual is a direct customer of the IANA naming functions. 7. The CSC shall select primary and secondary points of contact to facilitate formal lines of communication between the CSC and PTI. 8. The CSC members and liaisons shall select from among the CSC members who will serve as the CSC's liaison to the IFRT and any Separation Cross-Community Working Group ("SCWG"). In selecting the CSC's liaison to the IFRT and SCWG, the CSC shall give preference to a registry representative because technical expertise is anticipated to be valuable in the role. 9. Any CSC member or liaison may be removed at any time and for any reason or no reason by the organization that appointed such member or liaison. 10. In addition, the Chair of the CSC may recommend that a CSC member or liaison be removed by the organization that appointed such member or liaison, upon any of the following: (a) (i) for not attending without sufficient cause a minimum of nine CSC meetings in a one-year period (or

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	at least 75% of all CSC meetings in a one-year period if less than nine meetings were held in such one-year period) or (ii) if such member or liaison has been absent for more than two consecutive meetings without sufficient cause; or (b) for grossly inappropriate behavior.
(356) Review (From the Proposed CSC Charter) (357) The Charter will initially be reviewed by a committee of representatives from the ccNSO and the RySG one year after the first meeting of the CSC. The review is to include the opportunity for input from other ICANN stakeholders, via a Public Comment process. Any recommended changes are to be ratified by the ccNSO and the GNSO. (358) Thereafter, the Charter will be reviewed at the request of the CSC, ccNSO or GNSO and may also be reviewed in connection with the IANA Function Review. (359) The effectiveness of the CSC will initially be reviewed two years after the first meeting of the CSC; and then every three years thereafter. The method of review will be determined by the ccNSO and GNSO. (360) The CSC or the IANA Functions Operator can request a review or change to service level targets. Any proposed changes to service level targets as a result of the review must be agreed to by the ccNSO and GNSO. **(271) What should be the process for reviewing or amending**	**Section 3. CSC CHARTER; PERIODIC REVIEW** 1. The CSC shall act in accordance with its charter (the "CSC Charter"). 2. The effectiveness of the CSC shall be reviewed two years after the first meeting of the CSC; and then every three years thereafter. The method of review will be determined by the ccNSO and GNSO and the findings of the review will be published on the Website. 3. The CSC Charter shall be reviewed by a committee of representatives from the ccNSO and the Registries Stakeholder Group selected by [such organization]. This review shall commence one year after the first meeting of the CSC. Thereafter, the CSC Charter shall be reviewed at the request of the CSC, ccNSO and/or GNSO, and may also be reviewed in connection with an IFR. 4. Amendments to the CSC Charter must be ratified by the vote of a simple majority of each of the ccNSO and GNSO pursuant to each such organization's procedures.[6] Prior to

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[6] *CWG notes that amendments to the CSC Charter require approval by a simple majority vote of the ccNSO and GNSO and that ICANN Board approval is not required for amendments to the CSC Charter proposed by the IFR or resulting from a CSC initiated review.*

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IANA SOWs (including approval by the community and acceptance by ICANN)? (272) The [IFR] could identify recommended amendments to the IANA SOW to address any performance deficiencies, or to the CSC charter to address any issues or deficiencies. The process of developing and approving amendments will take place through a defined process that includes, at minimum, the following steps, in advance of an amendment to either document being proposed: 1. Consultation with the IANA Functions Operator; 2. Consultation with the CSC; 3. Public input session for ccTLD and gTLD operators; and 4. Public comment period. (273) Drafted amendments will be subject to at least the following processes before they came into effect: 1. Public comment period; 2. Ratification by the ccNSO and the GNSO Councils by a supermajority threshold; and 3. Approval by the ICANN Board.	any action by ccNSO and GNSO, any recommended changes to the CSC Charter shall be subject to a public comment period that complies with the designated practice for public comment periods within ICANN.
(354) Secretariat (355) The IANA Functions Operator will provide secretariat support for the CSC. The IANA Functions Operator will also be expected to provide and facilitate remote participation in all meetings of the CSC.	**Section 4. ADMINISTRATIVE AND OPERATIONAL SUPPORT** ICANN shall direct PTI to provide administrative and operational support necessary for the CSC to carry out its responsibilities, including providing and facilitating remote participation in all meetings of the CSC.

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CSC Charter[7]	
Provisions from Proposed Charter of Customer Standing Committee (CSC) **(308) Mission** (309) The Customer Standing Committee (CSC) has been established to perform the operational oversight previously performed by the U.S. Department of Commerce's National Telecommunications and Information Administration (NTIA) as it relates to the monitoring of performance of the IANA naming function. This transfer of responsibilities took effect on [date]. (310) The mission of the CSC is to ensure continued satisfactory performance of the IANA function for the direct customers of the naming services. The primary customers of the naming services are top-level domain registry operators, but also include root server operators and other non-root zone functions. (311) The mission will be achieved through regular monitoring by the CSC of the performance of the IANA naming function against agreed service level targets and through mechanisms to engage with the IANA Functions Operator to remedy identified areas of concern. (312) The CSC is not mandated to initiate a change in the IANA Functions Operator via a Special IANA Function Review, but	**Mission** The CSC has been established to perform the operational oversight previously performed by NTIA as it relates to the monitoring of performance of the IANA naming functions. This transfer of responsibilities took effect on [●]. The mission of the CSC is to ensure continued satisfactory performance of the IANA naming functions for the direct customers of the naming services. The primary customers of the naming services are top-level domain registry operators, but also include root server operators and other non-root zone functions. The CSC will achieve this mission through regular monitoring of the performance of the IANA naming functions against service level expectations [to be agreed upon in accordance with this CSC Charter] and through mechanisms to engage with PTI to remedy identified areas of concern. The CSC is not authorized to initiate a change in the PTI through a Special IFR. PTI shall work with the CSC to resolve issues.[8] The CSC is authorized to escalate an unresolved deficiency or issue to (i) ICANN [pursuant to the Remedial Action Procedures], (ii) the PTI Board, and (iii) if necessary, the ccNSO and GNSO.[9]

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[7] *CWG notes that the CSC "charter itself should not become part of the Bylaws."*

[8] *CWG to confirm: Consider instead: "identified deficiencies or issues" or otherwise clarify "issues."*

[9] *CWG to confirm: Confirm that the reference in the CWG response chart to escalating problems "to ICANN" is referring to the Remedial Action Procedures, or whether some other escalation process is contemplated.*

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could escalate a failure to correct an identified deficiency to the ccNSO and GNSO, which might then decide to take further action using agreed consultation and escalation processes, which may include a Special IANA Function Review.	

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(313) Scope of Responsibilities (314) The CSC is authorized to monitor the performance of the IANA naming function against agreed service level targets on a regular basis. (315) The CSC will analyse reports provided by the IANA Functions Operator on a monthly basis and publish their findings. (316) The CSC is authorized to undertake remedial action to address poor performance in accordance with the Remedial Action Procedures (see illustrative procedures at the end of this Annex). The Remedial Action Procedures are to be developed and agreed to by the CSC and the IANA Functions Operator post-transition, once the CSC is formed. (317) In the event performance issues are not remedied to the satisfaction of the CSC, despite good-faith attempts to do so, the CSC is authorized to escalate the performance issues to the ccNSO and GNSO for consideration. (318) The CSC may receive complaints from individual registry operators regarding the performance of the IANA Naming Function; however, the CSC will not become involved in a direct dispute between any registry operator and IANA. (319) The CSC will review individual complaints with a view to identifying any patterns of poor performance by the IANA	**Responsibilities** The responsibilities of the CSC shall be as follows: 1. The CSC shall regularly monitor the performance of the IANA naming functions against [the requirements in the IANA Functions Contract and] the service level expectations [that shall be defined and set forth in [●]]. PTI or the CSC may request a review of service level expectations. PTI and CSC shall agree on any proposed changes to be made to service level expectations as a result of the review, which changes must also be approved by the ccNSO and GNSO. 2. The CSC shall regularly review and analyze periodic reports provided by PTI and publish its findings on the Website. These reports shall relate to, among other things as reasonably determined by CSC, monthly performance, performance metrics, customer surveys, security audit processes, Root Zone Management audits and annual audits. 3. The CSC may receive complaints from individual registry operators regarding the performance of the IANA naming functions; however, the CSC will not become involved in a direct dispute between any registry operator and PTI. Non-

CWG Final Proposal / Proposed ICANN Bylaws Matrix	Corresponding Proposed Bylaw
Functions Operator in responding to complaints of a similar nature. In relation to problem resolution, if CSC determines that remedial action has been exhausted and has not led to necessary improvements, the CSC is authorized to escalate to the PTI Board and further if necessary. (320) The CSC will, on an annual basis or as needs demand, conduct a consultation with the IANA Functions Operator, the primary customers of the naming services, and the ICANN community about the performance of the IANA Functions Operator. (321) The CSC, in consultation with registry operators, is authorized to discuss with the IANA Functions Operator ways to enhance the provision of IANA's operational services to meet changing technological environments; as a means to address performance issues; or other unforeseen circumstances. In the event it is agreed that a material change in IANA naming services or operations would be beneficial, the CSC reserves the right to call for a community consultation and independent validation, to be convened by the IANA Functions Operator, on the proposed change. Any recommended change must be approved by the ccNSO and RySG. (322) The IANA Functions Operator would be responsible for implementing any recommended changes and must ensure that sufficient testing is undertaken to ensure smooth transition and no disruption to service levels.[10]	direct customers of the naming services, such as TLD organizations, may also escalate performance issues to the CSC through the applicable liaisons. 4. The CSC shall review individual complaints to identify any patterns of poor performance by PTI in responding to complaints of a similar nature and to determine whether the issue is part of a persistent performance issue or an indication of a systemic problem. 5. The CSC is authorized to undertake remedial action to address poor performance in accordance with the Remedial Action Procedures that shall be developed and agreed to by the CSC and PTI within [timeframe] post-transition and set forth in [●]. If the CSC determines that the applicable Remedial Action Procedures have been exhausted and a performance issue has not been remedied to the satisfaction of the CSC, the CSC is authorized to escalate the issue to (a) the PTI Board and, if necessary, (b) the ccNSO and GNSO, or either body in the specific case where the issue in question applies only to ccTLDs or gTLDs respectively, which might then decide to take further action using the consultation and escalation processes that shall be developed and agreed to by the ccNSO and GNSO within [timeframe] post-transition and set forth in [●].[11] 6. The CSC shall, on an annual basis or more frequently as

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[10] *To be addressed in IANA Functions Contract.*

[11] *CWG to confirm: Confirm that the reference in the CWG response chart to escalating problems "to ICANN" is referring to the Remedial Action Procedures, or whether some other escalation process is contemplated.*

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(323) The CSC will provide a liaison to the IANA Function Review Team and a liaison to any Separation Cross Community Working Group.	CSC determines is needed, conduct a consultation with PTI, the primary customers of the naming services and the ICANN community about the performance of PTI. 7. The CSC, in consultation with registry operators, is authorized to discuss with PTI ways to enhance the provision of PTI's operational services to meet changing technological environments; as a means to address performance issues; or other unforeseen circumstances. In the event it is agreed that a material change in IANA naming services or operations would be beneficial, the CSC reserves the right to call for a community consultation and independent validation, to be convened by PTI, on the proposed change. Any recommended change must be approved by the ccNSO and the Registries Stakeholder Group. PTI shall be responsible for implementation of any approved change. 8. The CSC shall provide one liaison to each IFRT and one liaison to any SCWG.
(324) Conflict of Interest (325) The ICANN Bylaws make clear that it must apply policies consistently, neutrally, objectively and fairly, without singling any party out for discriminatory treatment; which would require transparent fairness in its dispute resolution processes. Members of the CSC should accordingly disclose any conflicts of interest with a specific complaint or issue under review. The CSC may exclude from the discussion of a specific complaint or issue any member deemed by the majority of CSC members and liaisons to have a	**Conflicts of Interest** The ICANN Bylaws make clear that ICANN must apply policies consistently, neutrally, objectively and fairly, without singling any party out for discriminatory treatment; which would require transparent fairness in its dispute resolution processes. Members of the CSC shall accordingly disclose any conflicts of interest with a specific complaint or issue under review. The CSC may exclude from the discussion of a specific complaint or issue any member deemed by the majority of CSC members and liaisons to have a

CWG Final Proposal / Proposed ICANN Bylaws Matrix	Corresponding Proposed Bylaw
conflict of interest.	conflict of interest.

(326) Membership Composition
 	
(327) The CSC should be kept small and comprise representatives with direct experience and knowledge of IANA naming functions. At a minimum the CSC will comprise:
 	
• Two gTLD Registry Operators.
 	
• Two ccTLD Registry Operators.
 	
• One additional TLD representative not considered a ccTLD or gTLD registry operator such as the IAB for .ARPA could also be included in the minimum requirements but is not mandatory.
 	
• One liaison from the IANA Functions Operator (PTI).
 	
(328) Liaisons can also be appointed from the following organisations; however, providing a Liaison is not mandatory for any group:
 	
• One liaison each from other ICANN SOs and ACs:
 	
    o GNSO (non-registry)
 	
    o ALAC
 	
    o NRO (or ASO)
 	
    o GAC
 	
    o RSSAC
	Composition
	
	1. The CSC shall be kept small and its representatives shall have direct experience and knowledge of IANA naming functions. The CSC shall consist of:
	
	  a. Two gTLD registry operators appointed by the Registries Stakeholder Group;
	
	  b. Two ccTLD registry operators appointed by the ccNSO; and
	
	  c. One liaison appointed by PTI,
	
	each appointed in accordance with the rules and procedures of the appointing organization.
	
	2. If so determined by the ccNSO and GNSO, the CSC may, but is not required to, include one additional member: a TLD representative that is not considered a ccTLD or gTLD registry operator. A representative for a TLD registry operator that is not associated with a ccTLD or gTLD registry operator shall be required to submit a letter of support from its registry operator.
	
	3. Each of the following organizations may also appoint one liaison to the CSC in accordance with the rules and procedures of the appointing organization: (i) GNSO (non-registry), (ii) ALAC, (iii) either the NRO or ASO (as

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o SSAC (329) Liaisons shall not be members of or entitled to vote on the CSC, but otherwise liaisons shall be entitled to participate on equal footing with members of the CSC. (330) The Chair of the CSC will be elected on an annual basis by the CSC. Ideally the Chair will be a direct customer of the IANA naming function, and cannot be the IANA Functions Operator Liaison. (331) The CSC and the IANA Functions Operator will nominate primary and secondary points of contact to facilitate formal lines of communication. (332) The CSC as a whole will decide who will serve as the Liaison to the IANA Function Review Team. Preference should be given to the Liaison being a registry representative given that technical expertise is anticipated to be valuable in the role.	determined by the ASO), (iv) GAC, (v) RSSAC, (vi) SSAC and (vii) any other SO or AC. 4. Liaisons to the CSC shall not be members of or entitled to vote on the CSC, but otherwise shall be entitled to participate on equal footing with members of the CSC. 5. The members of the CSC shall annually select a member to serve as the Chair of the CSC. Liaisons to the CSC are not eligible to serve as the Chair of the CSC. In selecting the Chair, CSC members shall take into consideration, among other things, whether the individual is a direct customer of the IANA naming functions. 6. The CSC shall select primary and secondary points of contact to facilitate formal lines of communication between the CSC and PTI. 7. The CSC members and liaisons shall select from among the CSC members who will serve as the CSC's liaison to the IFRT and any SCWG. In selecting the CSC's liaison to the IFRT and SCWG, the CSC shall give preference to a registry representative because technical expertise is anticipated to be valuable in the role.
(333) Membership Selection Process (334) Members and Liaisons to the CSC will be appointed by their respective communities in accordance with internal processes. However, all candidates will be required to submit an Expression of Interest that includes a response addressing the following	**Membership Selection Process** 1. All candidates for appointment to the CSC as a member or liaison shall submit an Expression of Interest to the body that would appoint such candidate as a member or liaison to the CSC. Each Expression of Interest is required to

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matters: • Why they are interested in becoming involved in the CSC. • What particular skills they would bring to the CSC. • Their knowledge of the IANA Functions. • Their understanding of the purpose of the CSC. • That they understand the time necessary required to participate in the CSC and can commit to this role. (335) Interested candidates should also include a resume or curriculum vitae or biography in support of their Expression of Interest. (336) While the ccTLD and gTLD members will be appointed by the ccNSO and RySG respectively and liaisons by their applicable groups, ccTLD or gTLD registry operators that are not members of these groups will be eligible to participate in the CSC as members or liaisons. The ccNSO and RySG should consult prior to finalizing their selections with a view to providing a slate of members and liaisons that has, to the extent possible, diversity in terms of geography and skill set. A representative for a TLD registry operator not associated with a ccTLD or gTLD registry, will be required to submit an Expression of Interest to either the ccNSO and GNSO Council. The Expression of Interest must include a letter of support from the registry operator. This provision is intended to ensure orderly formal arrangements, and is not intended to imply those other registries are subordinate to either the ccNSO or the GNSO. (337) The full membership of the CSC must be approved by the	address the following matters: a. why the candidate is interested in becoming involved in the CSC; b. what particular skills the candidate would bring to the CSC; c. the candidate's knowledge of the IANA functions; d. the candidate's understanding of the purpose of the CSC; and e. that the candidate understands the time necessary to participate in the CSC and can commit to the role. Candidates are also required to submit a curriculum vitae or biography in support of their Expression of Interest. Any candidate who represents a TLD registry operator not associated with a ccTLD or gTLD registry must submit an Expression of Interest and a letter of support from the registry operator to either the ccNSO Council or GSNO Council. 2. During the selection process and prior to finalizing their respective appointment selections, the Registries Stakeholder Group and ccNSO shall confer and aim to provide a slate of members and liaisons that has, to the extent possible, diversity in terms of geography and skill

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ccNSO and the GNSO. While it will not be the role of the ccNSO and GNSO to question the validity of any recommended appointments to the CSC they will take into account the overall composition of the proposed CSC in terms of geographic diversity and skill sets.	set. 3. The initial proposed members and liaisons of the CSC shall be approved by the ccNSO and the GNSO, and thereafter, the ccNSO and GNSO shall approve each annual slate of members and liaisons being recommended for a new term. While it will not be the role of the ccNSO and GNSO to question the validity of any recommended appointments to the CSC, in reviewing and approving the members and liaisons of the CSC, the ccNSO and GNSO shall take into account the overall composition of the proposed CSC in terms of geographic diversity and skill sets. The ccNSO and GNSO [will/will not] also approve any members appointed to fill a vacancy other than at the completion of a regular term.
(338) Terms (339) CSC appointments, regardless of whether members or liaisons, will be for a two-year period with the option to renew for up to two additional two-year terms. The intention is to stagger appointments to provide for continuity and knowledge retention.	**Terms; Recall of Members** 1. The regular term of appointment for each CSC member and liaison shall be two years and shall begin at the conclusion of an ICANN annual meeting and shall end at the conclusion of the second ICANN annual meeting thereafter.[12] Each CSC member and liaison may serve at

[12] *CWG to confirm: Page 8 of the CWG response chart states that "[w]ith regard to term limits, this is for the CSC to decide once it is established. The first review of the CSC Charter may be an opportune time to consider adding more specificity." Clarify whether this means the CWG wants to delete the CSC Charter provisions relating to terms of members and liaisons, or keep as it is, but subject to amendment in the future.*

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(340) To facilitate this, at least half of the inaugural CSC appointees will be appointed for an initial term of three years. Subsequent terms will be for two years. (341) CSC appointees must attend a minimum of nine meetings in a one-year period, and must not be absent for more than two consecutive meetings. Failure to meet this requirement may result in the Chair of the CSC requesting a replacement from the respective organisation. **(342) Recall of members** (343) Any CSC appointee can be recalled at the discretion of their appointing community. (344) In the event that a ccTLD or gTLD registry representative is recalled, a temporary replacement may be appointed by the designating group while attempts are made to fill the vacancy. As the CSC meets on a monthly basis best efforts should be made to fill a vacancy within one month of the recall date. (345) The CSC may also request the recall of a member of the CSC in the event they have not met the minimum attendance requirements. The appointing community will be responsible for finding a suitable replacement.	most three successive two-year terms after which at least two years must elapse before the member or liaison is eligible to serve another term.[13] 2. The regular terms of CSC members and liaisons shall be staggered, so the initial term of CSC appointments shall begin at the conclusion of the ICANN annual meeting in 20[●] and shall be two or three years, as follows: a. One gTLD registry operator shall be appointed for an initial term of two years, and one gTLD registry operator shall be appointed for an initial term of three years, with the Registries Stakeholder Group deciding which individual to appoint for which initial term. b. One ccTLD registry operator shall be appointed for an initial term of two years, and one ccTLD registry operator shall be appointed for an initial term of three years, with the ccNSO deciding which individual to appoint for which initial term. c. If a TLD representative that is not considered a ccTLD or gTLD registry operator will be appointed as a member, this representative shall be appointed for an initial term of [two] years. d. If the number of inaugural liaisons will be even, 50% of the liaisons shall be appointed for an initial term of two years and 50% of the liaisons shall be appointed

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[13] *Consistent with NomCom procedure, as requested by CWG.*

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	for an initial term of three years. If the number of inaugural liaisons will not be even, the PTI liaison shall be appointed for an initial term of three years, and the remaining liaisons shall be appointed as follows (i) the first liaison appointed after the PTI liaison is appointed shall be appointed for an initial term of two years, (ii) the second liaison appointed after the PTI liaison is appointed shall be appointed for an initial term of three years, and (iii) subsequent appointments shall alternate between initial terms of two years and three years.[14] 3. Each member and liaison of the CSC shall hold office during his or her regular term and until a successor has been selected and qualified or until that member or liaison is removed in accordance with this CSC Charter. 4. Any CSC member or liaison may be removed at any time and for any reason or no reason by the organization that appointed such member or liaison. 5. In addition, the Chair of the CSC may recommend that a CSC member or liaison be removed by the organization that appointed such member or liaison, upon any of the following: (i) (A) for not attending without sufficient cause a minimum of nine CSC meetings in a one-year period (or at least 75% of all CSC meetings in a one-year period if less than nine meetings were held in such one-year period) or (B) if such member or liaison has been absent for more than two consecutive meetings without sufficient cause; or

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[14] *CWG notes that "[a]lternating terms in order of appointment makes sense."*

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	(iii) for grossly inappropriate behavior.
	6. A vacancy on the CSC shall be deemed to exist in the event of the death, resignation, or recall of any member or liaison. Vacancies shall be filled for the unexpired term by the organization that selected such CSC member or liaison. The selecting bodies shall provide written notice to the ICANN Secretary of their appointments to fill vacancies, with a notification copy to the Chair. During the initial term of CSC appointments, selecting bodies shall provide written notice to the ICANN Secretary of their appointments to fill vacancies, with a notification copy to the ccNSO and GNSO. The organization responsible for filling such vacancy shall use its reasonable best efforts to fill such vacancy within one month of the occurrence of such vacancy.

(346) Meetings
 	
(347) The CSC shall meet at least once every month via teleconference at a time and date agreed upon members of the CSC.
 	
(348) The CSC will provide regular updates, no less than three per year, to the direct customers of the IANA naming function. These updates may be provided to the RySG and the ccNSO during ICANN meetings.
 	
(349) The CSC will also consider requests from other groups to provide updates regarding the IANA Functions Operator's
	Meetings
	
	1. The CSC shall meet at least once a month at a time and date agreed upon by members of the CSC.[15] At the discretion of the CSC, meetings may be held in person or through the use of electronic communication (such as telephone or video conference), provided that:
	
	   a. all CSC members and liaisons participating in the meeting can speak to and hear one another;
	
	   b. all members and liaisons participating in the

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[15] *CWG notes that this process "is for the CSC to decide once it is established and developing its operating procedures."*

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performance. **(350) Record of Proceedings** (351) Minutes of all CSC teleconferences will be made public within five business days of the meeting. (352) Any remedial action will also be reported by the CSC. (353) Information sessions conducted during ICANN meetings will be open and posting of transcripts and presentations will be done in accordance with ICANN's meeting requirements.	meeting are provided the means of fully participating in all matters before the CSC; and c. there is a reasonable means of verifying the identity of meeting participants and their votes. 2. The CSC will provide regular updates, no less than three times per year, to the direct customers of the IANA naming functions. These updates may be provided to the Registries Stakeholder Group and the ccNSO during ICANN meetings. The CSC will also consider requests from other groups to provide updates regarding PTI's performance. These updates will be open presentations and the CSC shall transmit minutes and recordings to the ccNSO, GNSO and the ICANN secretary to post to the Website. 3. A majority of the CSC members then in office shall constitute a quorum for the transaction of business, and actions by a majority vote of the CSC members present at any meeting at which there is a quorum shall be actions of the CSC, unless otherwise provided in this CSC Charter. Liaisons shall not be included for purposes of determining the existence of quorums. 4. The CSC shall transmit minutes of its meetings to the ICANN Secretary, which shall cause those minutes to be posted to the Website no later than five business days

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	following the meeting. Any remedial action will also be reported by the CSC.[16] 5. Information sessions conducted during ICANN meetings will be open. Transcripts and presentations will be posted on the Website in a manner consistent with ICANN practices.
(354) Secretariat (355) The IANA Functions Operator will provide secretariat support for the CSC. The IANA Functions Operator will also be expected to provide and facilitate remote participation in all meetings of the CSC.	**Administrative and Operational Support** ICANN shall direct PTI to provide administrative and operational support necessary for the CSC to carry out its responsibilities, including providing and facilitating remote participation in all meetings of the CSC.
(356) Review (357) The Charter will initially be reviewed by a committee of representatives from the ccNSO and the RySG one year after the first meeting of the CSC. The review is to include the opportunity for input from other ICANN stakeholders, via a Public Comment process. Any recommended changes are to be ratified by the ccNSO and the GNSO. (358) Thereafter, the Charter will be reviewed at the request of the CSC, ccNSO or GNSO and may also be reviewed in connection with the IANA Function Review. (359) The effectiveness of the CSC will initially be reviewed two years after the first meeting of the CSC; and then every three years	

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[16] *This text is from the Charter in the CWG Final Proposal although CWG notes that requirements relating to reporting of remedial actions are "unknown at this time -- these will largely be dependent on the Remedial Action Procedures which are to be developed after the CSC is established."*

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thereafter. The method of review will be determined by the ccNSO and GNSO.
 	
(360) The CSC or the IANA Functions Operator can request a review or change to service level targets. Any proposed changes to service level targets as a result of the review must be agreed to by the ccNSO and GNSO.
 	
(271) What should be the process for reviewing or amending IANA SOWs (including approval by the community and acceptance by ICANN)?
 	
(272) The [IFR] could identify recommended amendments to the IANA SOW to address any performance deficiencies, or to the CSC charter to address any issues or deficiencies. The process of developing and approving amendments will take place through a defined process that includes, at minimum, the following steps, in advance of an amendment to either document being proposed:
 	
  1. Consultation with the IANA Functions Operator;
 	
  2. Consultation with the CSC;
 	
  3. Public input session for ccTLD and gTLD operators; and
 	
  4. Public comment period.
 	
(273) Drafted amendments will be subject to at least the following processes before they came into effect:
 	
  1. Public comment period;
 	
  2. Ratification by the ccNSO and the GNSO Councils by a supermajority threshold; and
 	
  3. Approval by the ICANN Board.	

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(361) Proposed Remedial Action Procedures (362) This proposal is illustrative of what could be included in the Remedial Action Procedures. It is anticipated that the procedures would be agreed between the CSC and the IANA Functions Operator prior to implementation. [See Annex I below for the illustrative proposal in paragraph 362]	
IANA Problem Resolution Process (for IANA naming services only)	
(Proposed ICANN Bylaws Matrix 6) Creation of an IANA Problem Resolution Process for considering and addressing persistent performance issues or systemic problems associated with the provision of IANA naming services.[17] (140) **IANA Problem Resolution Process (for IANA naming services only)** This is a new process created for persistent performance issues or systemic problems associated with the provision of IANA naming services.[*FN 14*] For further details, please see Annex J. [*Footnote 14: It is beyond the scope of the CWG-Stewardship to propose processes that affect other IANA services customers (protocol parameters and numbers). However, should there be an interest in expanding this process to include those customers, those discussions could be held at a later date.*] **(380) Phase 2 (for IANA naming services only)** (381) Should the issue not be resolved after Phase 1, the following	**ARTICLE [●]. IANA PROBLEM RESOLUTION PROCESS.** 1. ICANN shall establish and maintain an IANA Problem Resolution Process pursuant to which the CSC may seek remediation of persistent performance issues or systemic problems associated with the provision of services relating to the IANA naming functions that have been identified by the CSC. 2. The IANA Problem Resolution Process shall be in accordance with the Remedial Action Plan that shall be set forth in [●].

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[17] *CWG to confirm: Alternatively, this could be included in the IANA Functions Contract.*

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escalation mechanisms will be made available to direct customers, the IFO and the ICANN Ombudsman:[*FN 53*]… b) CSC is notified of the issue by complainant and/or the IANA Functions Operator. CSC reviews to determine whether the issue is part of a persistent performance issue and/or is an indication of a possible systemic problem. If so, the CSC may seek remediation through the IANA Problem Resolution Process (see Annex J). [*Footnote 53: Non-direct customers, including TLD organizations, that are of the view that an issue has not been addressed through Phase 1 may escalate the issue to the ICANN Ombudsman or via the applicable liaisons to the CSC to Phase 2.*] **(382) (New procedure)** **(383) Problem resolution (including responding to persistent performance issues or systemic problems)** (384) The Customer Standing Committee (CSC) is authorized to monitor the performance of the IANA Functions against agreed service level targets on a regular basis. In the event that persistent performance issues are identified by the CSC, the CSC will seek resolution in accordance with a Remedial Action Plan, which includes: 1. CSC reports persistent performance issues to the IANA Functions Operator staff and requests remedial action in a predetermined number of days. 2. CSC confirms completion of remedial action. 3. If CSC determines that the remedial action has been exhausted and has not led to necessary improvements, the CSC is authorized to escalate to the PTI Board and further	

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if necessary. 4. If the performance issues are still not resolved after escalation to the PTI Board, the CSC is authorized to escalate to the ccNSO and/or the GNSO,[*FN 55*] which might then decide to take further action including the initiation of a Special IFR. [*Footnote 55: The roles of the ccNSO and GNSO in this step should be further investigated to ensure that this is consistent with their missions as well as to identify any actions that may be needed by the SOs to allow for this role.*] (194) A few elements to consider upon implementation of the CSC, once established: …What process should the CSC follow in the event it identifies a persistent performance issue or systemic problem that is not serious? Is it still required to follow a Remedial Action?	
IANA Function Review (IFR)	
(105) This final proposal attempts to meet all of the above requirements by:… Establishing a multistakeholder IANA Function Review (IFR) to conduct periodic and special reviews of PTI. The results of the IFR will not be prescribed or restricted and could include recommendations to initiate a separation process (as described below), which could result in termination or non-renewal of the ICANN-PTI IANA functions contract among other actions. (106) The creation of an IFR which is empowered to conduct periodic and special reviews of the IANA functions (see Annex F).	**ARTICLE IV. ACCOUNTABILITY AND REVIEW.** **Section 6. IANA FUNCTION REVIEW** 1. *IANA Function Review.* The Board, or an appropriate committee thereof, shall cause periodic and/or special reviews (each such review, an "IFR") of the performance of the IANA naming functions against the contractual requirements set forth in the IANA Functions Contract and the SOW to be carried out by an IFRT established in accordance with [Section 6.9] of this Article IV, as follows:

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IFRs and Special IFRs will be incorporated into the Affirmation of Commitments mandated reviews set forth in the ICANN Bylaws. (118) The CWG-Stewardship recommends an IANA Function Review (IFR), which will review PTI's performance against the ICANN-PTI Contract and the SOW… (119) The first IFR is recommended to take place no more than two years after the transition is complete. After the initial review, the periodic IFR should occur at intervals of no more than five years. The IFR …will operate in a manner analogous to an Affirmation of Commitments (AoC) review…. (120) While the IFR will normally be scheduled based on a regular cycle of no more than five years[*FN 10*] in line with other ICANN reviews, a Special IANA Function Review (Special IFR) may also be initiated under certain circumstances, as discussed in the following section. [*Footnote 10: If a Special IFR is initiated, some flexibility with regard to the pragmatic use of community resources should be allowed with regards to the timing of the next IFR.*] (194) The CWG-Stewardship has attempted an initial list of elements for implementation as follows: Although the first periodic IFR will not commence until two years after the IANA Stewardship Transition, it is possible that a Special IFR could be triggered prior to that time. As with the CSC, the IFR will need to be incorporated into the ICANN Bylaws as a fundamental bylaw as part of a key dependency with the CCWG-Accountability as soon as their work is finalized. (267) It is critical that any proposal provide opportunities to improve the performance of the IANA Functions Operator as it	a. Periodic IFRs, to be conducted pursuant to [Section 6.2] below; and b. Special IFRs, to be conducted pursuant to [Section 6.15] below. 2. *Frequency of Periodic IFRs.* a. The first periodic IFR shall commence no later than the date that is the second anniversary of the completion of the transition of oversight responsibilities relating to the IANA services from the NTIA. b. Periodic IFRs after the first IFR shall be conducted no less frequently than every five years. Each five-year cycle shall be measured from the date the previous periodic IFR team convened its first meeting. c. If a Special IFR has been initiated within [x days/months] of a periodic IFR, the commencement of the next periodic IFR may be delayed by up to [●], provided the Empowered Community has not rejected the proposed delay pursuant to the procedures described in Article [●], Section [●] of these Bylaws.

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relates to naming as well as to review the proposed oversight structure against the needs of its customers and the ICANN community. This is especially important in the initial period following the transition of the NTIA's stewardship over the IANA Functions, in order to account for lessons learned as a result of the IANA Stewardship Transition, to review the effectiveness of new structures created pursuant to the IANA Stewardship Transition, and to address any implications for the IANA Functions Operator's performance. As a result, the CWG-Stewardship recommends that the review of PTI's performance against the ICANN-PTI Contract and the IANA Statement of Work (IANA SOW) for the naming functions occur no more than **two years** from the date of the IANA Stewardship Transition. This review will be led by a multistakeholder body drawn from the ICANN community.	
(268) Following the initial review period of two years from the date of the IANA Stewardship Transition, a longer period in between reviews will be advisable to avoid the constant flow of reviews, while still accounting for the emerging or evolving needs of IANA customers and the ICANN community. We recommend that subsequent reviews be initiated on a calendar basis with a recommended standard period of no more than five-year intervals.	
(269) While the IANA Function Review will normally be scheduled based on a regular rotation of no more than five years in line with other ICANN reviews, a Special IANA Function Review may also be initiated by community action.	
(286) What body should coordinate reviews?	
(287) The ICANN Board, or an appropriate sub-committee of the Board, must ensure that each IANA Function Review Team is	

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convened at no more than five-year intervals (or convened to enable the first periodic IANA Function Review to be completed) for the purpose of leading a review of the IANA SOW and the additional performance parameters defined above. The IANA Function Review Team will not be a standing body and will be reconstituted for every IANA Function Review. **(300) What should trigger reviews?** (301) Similar to the Affirmation of Commitment (AoC) Reviews, the IANA Function Review will be triggered on a calendar basis, with the first call for Expressions of Interest being scheduled to kick off one year from the date of the IANA Stewardship Transition to allow sufficient time to convene the IANA Function Review Team and complete the IANA Function Review within two years of the date of the IANA Stewardship Transition. Subsequent reviews will be scheduled to occur at no more than five-year intervals from the date of the initial IANA Function Review.	
(275) Scope of IANA Function Reviews (276) At minimum, the IANA Function Review will consider the following: 1. The performance of the IANA Functions Operator against the requirements set forth in the IANA SOW; 2. Any necessary additions to the IANA SOW to account for the needs of consumers of the IANA naming functions or the ICANN community at large;[*FN 50*] 3. Openness/transparency procedures for the IANA Functions	3. *IFR Responsibilities*. The IFR shall: a. Review and evaluate the performance of PTI against the requirements set forth in the IANA Functions Contract in relation to the needs of its direct customers and the expectations of the broader ICANN community, and determine whether to make any recommendations with respect to PTI's performance; b. Review and evaluate the performance of PTI against the requirements set forth in the SOW;

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Operator and any oversight structures, including reporting requirements and budget transparency; 4. The effectiveness of new structures created to carry out IANA oversight in monitoring performance and handling issues with the IANA Functions Operator; 5. The relative performance of the IANA Functions pre- and post-transition according to established service levels; and 6. Discussion of process or other improvements (where relevant to the mandate of the IANA Function Review) suggested by the CSC or community. [*Footnote 50: Note: this does not include any review of policy developed or adopted through agreed processes or on ICANN's relationship with contracted TLDs.*] (279) In reviewing the above data points the goal of the IANA Function Review Team will be to: 1. Evaluate the performance of the IANA Functions Operator and any related oversight bodies vis-à-vis the needs of its direct customers and the expectations of the broader ICANN community; 2. Evaluate the performance of any IANA oversight bodies with respect to the responsibilities set forth in their charters; 3. Consider and assess any changes put in place since the last	c. Review the SOW and determine whether to recommend any amendments to the SOW to account for the needs of consumers of the IANA naming functions or the ICANN community at large; d. Review and evaluate the openness and transparency procedures for PTI and any oversight structures, including reporting requirements and budget transparency; e. Review and evaluate the performance and effectiveness of the Empowered Community;[18] f. Review and evaluate the relative performance of the IANA naming functions pre- and post-transition according to established service level expectations; g. Review and evaluate whether there are any systemic issues that are or may be impacting IANA naming services; h. Initiate public comment periods and other processes for broader community input on the performance of the IANA naming functions; i. Consider input from the CSC and the community on the performance of the IANA naming functions; j. Identify process or other areas for improvement in the performance of the IANA naming functions and the bodies and structures that are responsible for providing oversight of PTI; and

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[18] *CWG notes that the "oversight bodies" are intended to reference "community oversight… the mechanisms being created in CCWG-Accountability that were not clearly visible at that time. The functions defined are related to the Sole Designator powers in the CCWG-Accountability, some of which remain difficult to determine. But in any case, the answer is the structure being created for community oversight of ICANN and its functions."*

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IANA Function Review and their implications for the performance of the IANA Naming Functions; 4. Determine if any amendments to the SOW should be recommended; and 5. Identify areas for improvement in the performance of the IANA Functions and associated oversight mechanisms. (291) The IANA Function Review Team … will have the primary responsibility for carrying out the IANA performance review, including: 1. Review and evaluation of the review inputs defined above; 2. Initiation of public comment periods and other processes for wider community input; 3. Considering inputs received during public comment periods and other procedures for community input; and 4. Development of recommendations on changes to the IANA SOW, and to IANA Functions Operator performance. (357) The [CSC] Charter will initially be reviewed by a committee of representatives from the ccNSO and the RySG one year after the first meeting of the CSC. The review is to include the opportunity for input from other ICANN stakeholders, via a Public Comment process. Any recommended changes are to be ratified by the ccNSO and the GNSO. (358) Thereafter, the [CSC] Charter will be reviewed at the request of the CSC, ccNSO or GNSO and may also be reviewed in connection with the IANA Function Review. (386) The IANA Function Review will include provisions to	k. Consider and assess any changes implemented since the prior IFR and their implications for the performance of the IANA naming functions.

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consider and address whether there are any systemic issues that are impacting IANA naming services.	

(118) The IFR will be obliged to take into account multiple input sources including community comments, CSC evaluations, reports submitted by PTI, and recommendations for technical or process improvements (see Customer Standing Committee section below). The outcomes of reports submitted to the CSC, and reviews and comments received on these reports during the relevant time period will be included as input to the IFR.
 	
(277) At minimum, the following inputs will be considered as a part of the review:
 	
1. The current IANA SOW.
 	
2. Regular reports provided by the IANA Functions Operator during the defined review period, including:
  o Monthly performance reports;
  o Delegation/redelegation reports;
  o Annual IANA audits;
  o Security Process Reports;
  o RZM Data Audits;
  o Response to IANA Customer Satisfaction Surveys; and[FN 51]
  o Conflict of Interest Enforcement and Compliance Report.
 	
3. Inputs by the CSC, including:
	4. *IFR Required Inputs.* In conducting an IFR, the IFRT shall review and analyze the following information:
	
	a. Reports provided by PTI on a regular basis during the IFR period being reviewed. These reports shall relate to, among other things as reasonably determined by the IFRT, monthly performance, delegation/redelegation, performance metrics, customer surveys, security audit processes, Root Zone Management audits, annual audits and conflict of interest enforcement and compliance;
	
	b. Reports provided by the CSC. These reports shall relate to, among other things as reasonably determined by the IFRT, issues flagged in reviewing reports provided by PTI (including those listed in the immediately preceding provision), public transcripts and meeting minutes, information related to the effectiveness of any remediation efforts with PTI and annual evaluations of PTI performance;
	
	c. Community inputs through public consultation procedures as reasonably determined by the IFRT, including, among other things as reasonably determined by the IFRT, public comment periods, input provided at in-person sessions during ICANN meetings, responses to public surveys related to PTI performance, and public inputs during meetings of the IFRT;
	
	d. Recommendations for technical, process and/or other improvements relating to the mandate of the IFR provided

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o Issues flagged in reviewing above reports; o Public transcripts and meeting minutes; o Inputs related to the effectiveness of any remediation efforts with the IANA Functions Operator, and o Annual evaluation of IANA Functions Operator performance. 4. Community inputs through Public Consultation Procedures defined by the IANA Function Review Team, potentially including: o Public comment periods. o Input at in-person sessions during ICANN meetings. o Responses to public surveys related to IANA Functions Operator performance; and o Public inputs during meetings of the IANA Function Review Team [*Footnote 51: It is expected that these reports be retained for the duration of the reporting period, and be made available to members of the IANA Function Review Team (to the extent that they are not published publically).*] **(290) What is the scope of its responsibility for leading the review?** (291) The IANA Function Review Team defined above will have the primary responsibility for carrying out the IANA performance review, including: • Review and evaluation of the review inputs defined above;	by the CSC or the community; and e. Results of any site visit conducted by the IFRT.

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• Initiation of public comment periods and other processes for wider community input; • Considering inputs received during public comment periods and other procedures for community input; and • Development of recommendations on changes to the IANA SOW, and to IANA Functions Operator performance.	
(270) The outcomes of an IANA Function Review are not limited and could include a variety of recommendations. (280) Any recommendations will be expected to identify improvements in these areas that were supported by data and associated analysis about existing deficiencies and how they could be addressed. (118)… The IFR will also review the SOW to determine if any amendments should be recommended. The IFR mandate is strictly limited to evaluation of PTI performance against the SOW and does not include any evaluation relating to policy or contracting issues that are not part of the ICANN-PTI IANA functions contract or the SOW. In particular it does not include issues related to policy development and adoption processes, or contract enforcement measures between contracted registries and ICANN. **(271) What should be the process for reviewing or amending IANA SOWs (including approval by the community and acceptance by ICANN)?** (272) The review could identify recommended amendments to the IANA SOW to address any performance deficiencies, or to the CSC charter to address any issues or deficiencies. The process of developing and approving amendments will take place through a	5. *IFR Results and Recommendations*. a. The results of the IFR are not limited and could include a variety of recommendations or no recommendation. b. Any recommendations should identify improvements that are supported by data and associated analysis about existing deficiencies and how they could be addressed. c. In any case where a recommendation focuses on a service specific to gTLDs or to ccTLDs, or where the processes are different between the two, the final recommendation should not be decided in the face of opposition expressed by any IFRT member of the relevant community. Solely gTLD issues must not be decided in the face of opposition expressed by any GNSO member of the IFRT and solely ccTLD issues (or issues which are handled differently for ccTLDs) must not be decided in the face of opposition expressed by any ccTLD member of the IFRT. d. Notwithstanding anything herein to the contrary, the IFR shall not have the authority to review or make recommendations relating to policy or contracting issues that are not included in the IANA Functions Contract or the SOW, including, without limitation, policy development,

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defined process that includes, at minimum, the following steps, in advance of an amendment to either document being proposed: • Consultation with the IANA Functions Operator; • Consultation with the CSC; • Public input session for ccTLD and gTLD operators; and • Public comment period. (273) Drafted amendments will be subject to at least the following processes before they came into effect: • Public comment period; • Ratification by the ccNSO and the GNSO Councils by a supermajority threshold; and • Approval by the ICANN Board. (274) The timeline for implementing any amendments to the IANA SOW will be agreed to between the IANA Function Review Team and the IANA Functions Operator. (284) In any case where a recommendation focuses on a service specific to gTLDs or to ccTLDs, or where the processes are different between the two, the final recommendation should not be decided in the face of opposition from that community's members. Solely gTLD issues must not be decided in opposition to GNSO members and solely ccTLD issues (or issues which are handled	adoption processes or contract enforcement measures between contracted registries and ICANN. 6. *Proposed Amendments to the SOW or CSC Charter*. The IFRT may recommend amendments to the SOW and/or the CSC Charter. The IFRT shall take the following steps before an amendment to either the SOW or CSC Charter is proposed: a. Consult with PTI; b. Consult with the CSC; c. Conduct a public input session for ccTLD and gTLD operators; and d. Seek public comment on the amendments that are under consideration through a public comment period that complies with the designated practice for public comment periods within ICANN. 7. *Approval of Amendments to the SOW*. Any recommended changes to the SOW shall be (a) ratified by the vote of (i) a supermajority of the ccNSO (pursuant to the ccNSO's procedures or if such procedures do not define a supermajority, two-thirds (2/3) of the Council members) and (ii) a GNSO Supermajority, and (b) approved by the Board.[19] 8. *Approval of Amendments to the CSC Charter*. Any recommended changes to the CSC Charter shall be ratified

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[19] *CWG to confirm: Page 1 of the CWG response chart refers to supermajority voting of the relevant SO but page 11 of the response chart states that the CWG "has agreed to keep the current practices (i.e., simple majority voting) for both the GNSO and ccNSO." As the proposal specifically contemplates a supermajority vote for such actions, the reference to "simple" majority on page 11 of the response chart appears to be an error – please confirm.*

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differently for ccTLDs) must not be decided in opposition to ccTLD members of the IANA Function Review Team.	pursuant to the procedure described in Article [●], Section [4] of these Bylaws.[20] 9. Timelines for implementing any amendments to the SOW shall be mutually agreed by the IFRT and PTI. 10. The Empowered Community has the right to reject any decision of the ICANN Board relating to an IFR, pursuant to Article [●], Section [●] of these Bylaws, including any decision to not approve recommendations from an IFR or any failure by the ICANN Board to take action with respect to such recommendations.
(119) …The members of the IANA Function Review Team (IFRT) will be selected by the Supporting Organizations and Advisory Committees and will include several liaisons from other communities. While the IFRT is intended to be a smaller group, it will be open to non-member "participants" in much the same way as the CWG-Stewardship is. **(281) Composition of IANA Function Review Teams** **(282) Who are the relevant stakeholders?** (283) All stakeholder groups represented at ICANN will be relevant for the reviews done by the IANA Function Review Team. Additionally, the Number and Protocol operational communities will each be offered the opportunity to name a liaison to the review group. The IANA Function Review Team will be composed as follows:	11. *Composition of IFR Teams*. Each IFRT shall consist of the following members or liaisons to be appointed in accordance with the rules and procedures of the appointing organization: a. Two representatives appointed by the ccNSO; b. One non-ccNSO ccTLD representative, appointed by the ccNSO; it is recommended that the ccNSO consult with each of the Regional ccTLD Organizations (i.e., AfTLD, APTLD, LACTLD, and CENTR) in making its appointment; c. Two representatives appointed by the Registries Stakeholder Group; d. One representative appointed by the Registrars Stakeholder Group;

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[20] *CWG to confirm: Confirm that Board approval is not required for CSC Charter amendments. Page 4 of the CWG response chart states that Board approval is not required. Page 12 states that Board approval is required but this appears to be an error – please confirm.*

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<table><tr><th>Group</th><th>IFRT Members</th></tr><tr><td>ccNSO</td><td>2</td></tr><tr><td>ccTLDs (non-ccNSO)</td><td>1</td></tr><tr><td>Registry Stakeholder Group (RySG)</td><td>2</td></tr><tr><td>Registrar Stakeholder Group (RsSG)</td><td>1</td></tr><tr><td>Commercial Stakeholder Group (CSG)</td><td>1</td></tr><tr><td>Non-Commercial Stakeholder Group (NCSG)</td><td>1</td></tr><tr><td>Government Advisory Committee (GAC)</td><td>1</td></tr><tr><td>Security and Stability Advisory Committee (SSAC)</td><td>1</td></tr><tr><td>Root Server Operators Advisory Committee (RSSAC)</td><td>1</td></tr><tr><td>At-Large Advisory Committee (ALAC)</td><td>1</td></tr><tr><td>CSC Liaison</td><td>1</td></tr></table>	e. One representative appointed by the Commercial Stakeholder Group; f. One representative appointed by the Non-Commercial Stakeholder Group; g. One representative appointed by the GAC; h. One representative appointed by the SSAC; i. One representative appointed by the RSSAC; j. One representative appointed by the ALAC; k. One liaison appointed by the CSC; l. One liaison who may be appointed by the numbers operational community; and m. One liaison who may be appointed by the protocols operational community. n. The IFRT shall also include an open number of participants. 12. The IFRT shall not be a standing body. The IFRT shall be constituted for the purpose of performing each IFR.

(289) Supporting Organizations or Advisory Committees, in accordance with their respective internally defined processes, will appoint individuals who have submitted Expressions of Interest. In the case of the non-ccNSO ccTLD representative, the ccNSO will be the appointing body; in appointing the non-ccNSO representative it is strongly recommended that the ccNSO also consult with the Regional ccTLD Organizations, namely AfTLD, APTLD, LACTLD, and CENTR.

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(288) Individuals interested in participating in the IANA Function Review Team would submit an Expression of Interest that includes a response addressing the following matters: 1. Why they are interested in becoming involved in the IANA Function Review Team; 2. What particular skills they would bring to the IANA Function Review Team; 3. Their knowledge of the IANA Functions; 4. Their understanding of the purpose of the IANA Function Review Team; and 5. That they understand the time necessary required to participate in the review process and can commit to this role. (285) Additionally, an IANA Functions Operator staff member will be appointed as a point of contact for the IANA Function Review Team. (295) …As with the CWG-Stewardship, this review group will be co-chaired by someone designated by the GNSO and someone designated by the ccNSO….. (295) The CWG-Stewardship recommends that the IANA Function Review be organized along the same ICANN Cross Community Working Group guidelines that have developed over the past years and which have been used successfully in the process of developing the IANA Stewardship Transition recommendations….	13. *Membership; Election of Co-Chairs, and Liaisons.* a. All candidates for appointment to the IFRT as a member or liaison shall submit an Expression of Interest to the organization that would appoint such candidate as a member or liaison to the IFRT. Each Expression of Interest is required to address the following matters: (i) why the candidate is interested in becoming involved in the IFRT, (ii) what particular skills the candidate would bring to the IFRT, (iii) the candidate's knowledge of the IANA functions, (iv) the candidate's understanding of the purpose of the IFRT, and (v) that the candidate understands the time necessary to participate in the IFR process and can commit to the role. b. The IFRT shall be led by two co-chairs: one appointed by the GNSO and one appointed by the ccNSO. c. The PTI Board shall select a PTI staff member to serve as a point of contact to facilitate formal lines of communication between the IFRT and PTI. d. Liaisons to the IFRT are not members of or entitled to vote at the IFRT, but otherwise are entitled to participate on equal footing with members of the IFRT. Liaisons are not included in determining the existence of quorums. e. Other participants and experts are also entitled to participate in the IFRT, but are not entitled to vote and are not included in determining the existence of quorums.

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(295) … The groups will work on a consensus basis. In the event that consensus could not be reached, the IANA Function Review Team could decide by a majority vote of the group members.	14. *Meetings.*
	
	a. A [majority] of the IFRT members shall constitute a quorum for the transaction of business.[21]
	
	b. Except as otherwise provided in [Section 5.c of this Section 6 of Article IV]:
	
	    i. The IFRT shall act by consensus, which is where a small minority disagrees, but most agree;
	
	    ii. If consensus cannot be reached with respect to a particular issue, actions by the majority of members of the IFRT present at any meeting at which there is a quorum shall be the action of the IFRT.
	
	c. IFRT meetings shall be open to the public and transparent.
	
	d. The IFRT shall transmit minutes of its meetings to the ICANN Secretary, which shall cause those minutes to be posted to the Website as soon as practicable following the meeting. Recordings and transcripts of meetings, as well as mailing lists, shall also be posted to the Website.

(296) The CWG-Stewardship expects that each IANA Function Review should take nine months from the appointment of members to the IANA Function Review Team to the publication of a final report, including conducting two 40-day public comment periods. **(297) How is the wider community involved in such a review?**	15. *Community Review and Reports.* a. The IFRT shall seek community input as to the issues relevant to the IFR via a public comment period that shall comply with the designated practice for public comment periods within ICANN. b. The IFRT shall provide a draft report of its findings and

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[21] *CWG to confirm: IFRT quorum not addressed in the CWG Final Proposal. Page 13 of the CWG response chart indicates that a "[m]ajority seems a small amount for quorum."*

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(298) As with other Cross Community Working Groups, the CWG-Stewardship recommends that all mailing lists and meetings will be open to interested participants and transparent, with recordings and transcripts made available to the public. At several stages in the process, community comment will be requested: 1. Near the beginning of the process, the community will be asked to consider issues relevant to the review; and 2. Midway through the process, a draft report will be provided for community review. (299) Once the final report is prepared, it will be provided to the community.	recommendations to the community for public comment. The public comment period is required to comply with the designated practice for public comment periods within ICANN. c. After completion of the IFR, the IFRT shall post on the Website its final report with its findings and recommendations.
(293) ICANN will provide secretariat and other support for the IANA Function Review Team.	16. *Administrative and Operational Support.* ICANN shall provide administrative and operational support necessary for each IFRT to carry out its responsibilities, including providing and facilitating remote participation in all meetings of the IFRT.

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Special IANA Function Review (Special IFR)	

(120) …[A] Special IANA Function Review (Special IFR) may also be initiated under certain circumstances….	**ARTICLE IV. ACCOUNTABILITY AND REVIEW.**
(194) …Although the first periodic IFR will not commence until two years after the IANA Stewardship Transition, it is possible that a Special IFR could be triggered prior to that time….	**Section 6. IANA FUNCTION REVIEW.**

17. *Special IFRs.* |
| (123), (302) A non-periodic or "Special" IANA Function Review (Special IFR) could only be initiated when the following escalation mechanisms and methods have been exhausted:
  1. CSC Remedial Action Procedures are followed and fail to correct the identified deficiency (see Annex G); and
  2. The IANA Problem Resolution Process is followed and fails to correct the identified deficiency (see Annex J). | a. A Special IFR may be initiated outside of the cycle for the regular periodic IFRs to address a deficiency, problem or other issue relating to the performance of the IANA naming functions, upon the following conditions:

  i. The Remedial Action Procedures of the CSC set forth in [●] shall have been followed and failed to correct the deficiency, problem or other issue, and the outcome of such procedures shall have been reviewed by the ccNSO and GNSO according to each organization's respective operating procedures; |
| (125), (303) Following the exhaustion of the above escalation mechanisms, the ccNSO and GNSO will be responsible for checking and reviewing the outcome of the CSC process (as defined in Annex G), and the IANA Problem Resolution Process (as defined in Annex J) and for determining whether or not a Special IFR is necessary. After consideration, which may include a public comment period and must include meaningful consultation with other SO/ACs, the Special IFR could be triggered. In order to trigger a Special IFR, it would require a vote of both of the ccNSO and GNSO Councils (each by a supermajority vote according to their normal procedures for determining supermajority). The Special IFR will follow the same multistakeholder cross community composition and process structure as the periodic IANA Function Review. The scope of the Special IFR will be narrower than a periodic IFR, focused primarily on the identified | ii. The IANA Problem Resolution Process set forth in [●] shall have been followed and failed to correct the deficiency, problem or other issue, and the outcome of such process shall have been reviewed by, the ccNSO and GNSO according to each organization's respective operating procedures;

  iii. The ccNSO and GSNO shall consider the outcomes of the processes set forth in the preceding clauses (i) and (ii) and shall conduct meaningful consultation with the other SOs and ACs by way of a Community Forum with respect to the deficiency, problem or other issue and whether or not to initiate a Special IFR;

  iv. If [●] determines that it is necessary or desirable to |

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deficiency or problem, its implications for overall IANA performance, and how that issue is best resolved. As with the periodic IFR, the Special IFR is limited to a review of the performance of the IANA Functions operation, including the CSC, but should not consider policy development and adoption processes or the relationship between ICANN and its contracted TLDs.
 	
(106) The empowerment of the multistakeholder community …to exercise oversight with respect to key ICANN Board decisions (including with respect to the ICANN Board's oversight of the IANA functions) by reviewing and approving (i) ICANN Board decisions with respect to recommendations resulting from an IFR or Special IFR…
 	
(269) …[A] Special IANA Function Review may … be initiated by community action.
	seek public comment with respect to [the deficiency, problem or other issue and whether or not to initiate a Special IFR], the public comment period shall comply with the designated practice for public comment periods within ICANN;[22] and
	
	    v. A Special IFR shall have been approved by the vote of (a) a supermajority of the ccNSO (pursuant to the ccNSO's procedures or if such procedures do not define a supermajority, two-thirds (2/3) of the Council members) and (b) a GNSO Supermajority.[23]
	
	b. Each Special IFR shall be conducted by an IFRT and shall follow the same procedures applicable to periodic IFRs as set forth in this Section [6], except that:
	
	    i. The scope of the Special IFR and the related inputs that

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[22] *CWG to confirm: Clarify the process for determining whether there should be a public comment period and, if so, what topics that public comment should relate to. Page 13 of the CWG response chart states that the "CWG-Stewardship adopts the Empowered Community mechanism of the CCWG-Accountability, and the process for escalation includes a discussion forum" but it is not clear whether the intention is to require the Empowered Community to make this determination following the CCWG's escalation process (petition, community forum, etc.) or whether the intention is to reference a Community Forum as the means of seeking public comment.*

[23] *CWG to confirm: Page 1 of the CWG response chart refers to supermajority voting of the relevant SO but page 11 of the response chart states that the CWG "has agreed to keep the current practices (i.e., simple majority voting) for both the GNSO and ccNSO." As the proposal specifically contemplates a supermajority vote for such action, the reference to "simple" majority on page 11 of the response chart appears to be an error – please confirm.*

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(384) The Customer Standing Committee (CSC) is authorized to monitor the performance of the IANA Functions against agreed service level targets on a regular basis. In the event that persistent performance issues are identified by the CSC, the CSC will seek resolution in accordance with a Remedial Action Plan, which includes: 1. CSC reports persistent performance issues to the IANA Functions Operator staff and requests remedial action in a predetermined number of days. 2. CSC confirms completion of remedial action. 3. If CSC determines that the remedial action has been exhausted and has not led to necessary improvements, the CSC is authorized to escalate to the PTI Board and further if necessary. 4. If the performance issues are still not resolved after escalation to the PTI Board, the CSC is authorized to escalate to the ccNSO and/or the GNSO,[*FN 55*] which might then decide to take further action including the initiation of a Special IFR. [*Footnote 55: The roles of the ccNSO and GNSO in this step should be further investigated to ensure that this is consistent with their missions as well as to identify any actions that may be needed by the SOs to allow for this role.*] (126) There is no prescribed outcome for an IFR, whether special	are required to be reviewed by the IFRT shall be focused primarily on the deficiency, problem or other issue, its implications for overall IANA performance and how to resolve the deficiency, problem or other issue; ii. The IFRT shall review and analyze the information that is relevant to the scope of the Special IFR; iii. Each recommendation of the IFRT relating to the Special IFR, including but not limited to any recommendation to initiate a Separation Process (as defined in Section 1 of Article [●] of these Bylaws), shall include proposed remedial procedures and describe how those procedures are expected to address the deficiency, problem or other issue, and shall: A. Be approved by the vote of (a) a supermajority of the ccNSO (pursuant to the ccNSO's procedures or if such procedures do not define a supermajority, two-thirds (2/3) of the Council members) and (b) a GNSO Supermajority;[24] and B. Be approved by the ICANN Board. Any decision of the ICANN Board in relation to recommendations of the IFRT relating to a Special IFR, including any recommendation to initiate a Separation Process, and any decision to not approve such recommendations or any

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or periodic. Recommendations could span from "no action required" to the introduction of operational remediation requirements, to the initiation of a separation process, described below. In the case of a Special IFR, it is expected that the recommendations of the IFRT will describe how the proposed remedial procedures are expected to address the identified deficiency. [*Footnote 58 to Paragraph (391): Any other recommendations produced by the Special IFR would need to include implementation recommendations, including the possible initiation of an SCWG with a specific mandate, and would need to be approved by a supermajority of each of the ccNSO and GNSO Councils, the ICANN Board and a community mechanism derived from the CCWG-Accountability process.*]	failure by the ICANN Board to take action with respect to such recommendations, must not have been rejected by the Empowered Community pursuant to the procedures described in Article [●], Section [●] of these Bylaws.
(106) The empowerment of the Special IFR to determine that a separation process is necessary and, if so, to recommend that a Separation Cross-Community Working Group (SCWG) be established to review the identified issues and make recommendations…	16. *Proposed Separation Process.* The IFRT conducting either a Special IFR or periodic IFR may, upon conclusion of a Special IFR or periodic IFR, as applicable, determine that a Separation Process is necessary and, if so, it shall recommend the creation of an SCWG pursuant to Article [●] of these Bylaws.
Separation Process	
(105) … The results of the IFR …could include recommendations to initiate a separation process (as described below), which could result in termination or non-renewal of the ICANN-PTI IANA functions contract among other actions. (106) The empowerment of the Special IFR to …recommend that a Separation Cross-Community Working Group (SCWG) be	**ARTICLE [●]. SEPARATION PROCESS.** **Section 1. ESTABLISHING AN SCWG.** The Board shall establish an SCWG if: 1. The IFRT conducting either a Special IFR or periodic IFR, upon conclusion of a Special IFR or periodic IFR, as

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established to review the identified issues and make recommendations. See Annex L for more detailed information as to approval requirements with respect to the formation of a SCWG …. (142) …If the Special IFR recommends a separation process, a Separation Cross Community Working Group (SCWG) which will be formed to review the issues and make recommendations. The recommendations of a Special IFR will need to be approved by a supermajority vote of each of the ccNSO and GNSO Councils, the ICANN Board, and a community mechanism derived from the CCWG-Accountability process before they can be moved to implementation. (389) In the event that an IANA Function Review results in a decision to initiate a separation process, the following processes must be followed. (127), (390) …If the IFR determines that a separation process is necessary, it will recommend the creation of the Separation Cross-Community Working Group (SCWG). This recommendation will need to be approved by both of the ccNSO and GNSO Councils (each by a supermajority vote, according to their normal	applicable, has determined that a Separation Process is necessary and has recommended the creation of an SCWG; 2. The creation of an SCWG has been approved by the vote of (a) a supermajority of the ccNSO (pursuant to the ccNSO's procedures or if such procedures do not define a supermajority, two-thirds (2/3) of the Council members) and (b) a GNSO Supermajority;[25] 3. After a public comment period that complies with the designated practice for public comment periods within ICANN, the ICANN Board has approved the creation of an SCWG. A determination by the Board to not approve the establishment of an SCWG, where such establishment has been approved by the ccNSO and GNSO Councils pursuant to Section [1.2] of this Article [●] shall require a vote of at least two-thirds (2/3) of the Board and shall follow the same consultation procedures set forth in [Annex A, Section 9] of these Bylaws that relate to Board rejection (by a supermajority vote) of a PDP Recommendation that is supported by a GNSO supermajority; and 4. The Empowered Community has not rejected the decision of

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[25] *CWG to confirm: Page 1 of the CWG response chart refers to supermajority voting of the relevant SO but page 11 of the response chart states that the CWG "has agreed to keep the current practices (i.e., simple majority voting) for both the GNSO and ccNSO." As the proposal specifically contemplates a supermajority vote for approval of such action, the reference to "simple" majority on page 11 of the response chart appears to be an error – please confirm.*

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procedures for determining supermajority), and will need to be approved by the ICANN Board after a public comment period, as well as a community mechanism derived from the CCWG-Accountability process. A determination by the ICANN Board to not approve an SCWG that had been supported by a supermajority of the ccNSO and GNSO Councils will need to follow the same supermajority thresholds and consultation procedures as ICANN Board rejection (by a supermajority vote) of a PDP recommendation that is supported by a GNSO supermajority. (401) Enumeration of the relevant accountability mechanisms that could or must be exhausted before a separation process could be triggered…Creation of an ICANN fundamental bylaw to describe the procedure for creating the SCWG … (142) … Any new IFO (or other separation process) will be subject to the approval of the ICANN Board, and a community mechanism derived from the CCWG-Accountability process.… The SCWG will be empowered to make a recommendation ranging from "no action required" to the initiation of an RFP and the recommendation for a new IFO, or the divestiture or reorganization of PTI.	the Board with respect to the creation of an SCWG pursuant to the procedures described in Article [●], Section [●] of these Bylaws. Any decision of the ICANN Board in relation to creating an SCWG, including any decision to not approve the creation of an SCWG or failure by the ICANN Board to take action with respect to such matter, must not have been rejected by the Empowered Community pursuant to the procedures described in Article [●], Section [●] of these Bylaws. "Separation Process" is defined to mean any process pursuant to which PTI may or will cease to perform the IANA naming functions or ICANN will cease to be the counterparty to the IANA Functions Contract including, without limitation, the initiation of a Request For Proposals ("RFP") with respect to selecting an IANA Functions Operator to replace PTI, the selection of an IANA Functions Operator other than PTI, termination or non-renewal of the IANA Functions Contract, and/or divestiture, or other reorganization of PTI by ICANN.

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(397) Responsibilities
 	
(398) The SCWG will be responsible for:
 	
  1. Determine how to resolve the issue(s) which triggered formation of the SCWG; and
 	
  2. If the decision is to issue an RFP:
 	
    o Developing RFP Guidelines and Requirements for the performance of the IANA Naming Functions;
 	
    o Soliciting input on requirements to plan, and participation in, the RFP Process;
 	
    o Reviewing responses to the RFP;[*FN 61*]
 	
    o Selecting the entity that will perform the IANA Naming Functions; and
 	
    o Managing any other Separation Process.
 	
  3. If a different process such as PTI divestiture or other reorganization is to be recommended, develop recommendations for that process.
 	
[*Footnote 61: The then current IFO would not be prevented from participating in the RFP. In the event of the PTI, it would be possible for either the S-IFR or the PTI itself to recommend changes to its structure to better accomplish it task and to remediate any problems. This remediation could include recommendations for further separation.*]
	Section 2. SCWG RESPONSIBILITIES.
	
	The responsibilities of the SCWG shall be as follows:
	
	1. The SCWG shall determine how to resolve the deficiency, problem or other issue(s) which the IFRT that conducted the Special IFR or periodic IFR identified as triggering formation of this SCWG.
	
	2. If the SCWG determines to issue an RFP, the SCWG shall:
	
	  a. Develop RFP guidelines and requirements for the performance of the IANA naming functions;
	
	  b. Solicit input on requirements to plan and participate in the RFP process;
	
	  c. Review responses to the RFP, which may be received from PTI and/or any other entity or person;
	
	  d. Select the entity that will perform the IANA naming functions; and
	
	  e. Manage any other Separation Process.
	
	3. If the SCWG recommends any other Separation Process, the SCWG shall develop recommendations to be followed with respect to that process and its implementation.

(105) … The results of the IFR …could include recommendations to initiate a separation process… (106) See Annex L for more detailed information as to approval	**Section 3. SCWG RECOMMENDATIONS.** 1. The recommendations of the SCWG are not limited and could include a variety of recommendations or a recommendation

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requirements with respect to … approval of SCWG recommendations. (142) … Any new IFO (or other separation process) will be subject to the approval of the ICANN Board, and a community mechanism derived from the CCWG-Accountability process. There will be no prescribed result arising from the separation process. The SCWG will be empowered to make a recommendation ranging from "no action required" to the initiation of an RFP and the recommendation for a new IFO, or the divestiture or reorganization of PTI. In the case of a recommendation for any action, ICANN is expected to cover all costs i.e. costs related to the then transition, costs related to the possible selection of a new IFO and the ongoing operating costs of the successor operator. Moreover, in bearing such costs, it is to be required of ICANN that it does not raise fees from TLD operators (registries, registrars and, indirectly, for registrants) in order to do so. (391) There will be no prescribed result arising from the separation process. It will be empowered to make a recommendation ranging from "no action required" to the initiation of an RFP and the recommendation for a new IFO, or the divestiture or reorganization of PTI. … (399) The selection of a new operator to perform the IANA Naming Functions or other separation process will be subject to approval by the ICANN Board, and a community mechanism	that no action is required. 2. Any SCWG recommendation with respect to a Separation Process shall: a. Be approved by the vote of (i) a supermajority of the ccNSO (pursuant to the ccNSO's procedures or if such procedures do not define a supermajority, two-thirds (2/3) of the Council members) and (ii) a GNSO Supermajority;[26] and b. Be approved by the Board. A determination by the Board to not approve a recommendation of the SCWG that has been supported by the ccNSO and GNSO Councils pursuant to Section [3.2.a] of these Bylaws shall require a vote of at least two-thirds (2/3) of the Board and shall follow the same consultation procedures set forth in [Annex A, Section 9] of these Bylaws that relate to ICANN Board rejection (by a supermajority vote) of a PDP Recommendation that is supported by a GNSO supermajority. Any decision by the ICANN Board in relation to recommendations of the SCWG with respect to a Separation Process, including any decision to not approve such recommendations or any failure by the ICANN Board to take action with respect to such recommendations, must not have been rejected by the Empowered Community pursuant to the procedures described in Article [●], Section [●] of these Bylaws.

[26] *CWG to confirm: Page 1 of the CWG response chart refers to supermajority voting of the relevant SO but page 11 of the response chart states that the CWG "has agreed to keep the current practices (i.e., simple majority voting) for both the GNSO and ccNSO." As the proposal specifically contemplates a supermajority vote for such action, the reference to "simple" majority on page 11 of the response chart appears to be an error – please confirm.*

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derived from the CCWG-Accountability process. A determination by the ICANN Board to not approve a recommendation by the SCWG that had been supported by a supermajority of the ccNSO and GNSO Councils will need to follow the same supermajority thresholds and consultation procedures as ICANN Board rejection (by a supermajority vote) of a PDP recommendation that is supported by a supermajority of the GNSO. The entity prevailing in the RFP will carry out the role currently performed by PTI for the IANA naming functions. ICANN will remain the contracting party for the performance of the IANA naming functions and would enter into a contract, including a statement of work, with this entity. If PTI were selected to continue performance of the IANA Functions, it would remain an affiliate of ICANN (unless a structural change was a condition of the bid proposal or of the selection). Otherwise, the new entity would be a subcontractor for the performance of the IANA Functions. It should be noted that this does not address the way that non-naming IANA functions would be provided; depending on the arrangements with other communities, it is possible that those functions would move in concert with the naming functions; it is equally possible that they would not. *[Proposed ICANN Bylaws Matrix Footnote 5: **Note to CWG:** The CCWG 2nd Draft Proposal contemplates the ability of the community to reconsider and reject the Board decision on the separation process. CWG to discuss.]*	3. ICANN shall absorb the costs relating to recommendations made by the SCWG, including, without limitation, costs related to the process of selecting or potentially selecting a new IANA Functions Operator and the operating costs of the successor operator. ICANN shall not be authorized to raise fees from any TLD operators (registries, registrars and, indirectly, for registrants) to cover the costs associated with SCWG recommendations. 4. In the event that an entity other than PTI is selected as a new IANA Functions Operator, ICANN shall enter into an IANA Functions Contract (including a SOW) with the new IANA Functions Operator on the terms recommended by the SCWG and approved as an SCWG recommendation. 5. As promptly as practical (and within [●] [days]) following the SCWG recommendations, or in the event of an SCWG recommendation to initiate a Separation Process, as promptly as practical (and within [●] [days]) following the approval of such recommendation, ICANN shall take all steps reasonably necessary to effect such SCWG recommendations.
(392) **Composition** (393) The SCWG will be composed as follows:[*FN 59*]	**Section 4. SCWG COMPOSITION.** 1. The SCWG shall select and appoint members in accordance with their own rules and procedures. Each SCWG shall consist

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1. ccNSO - 2	of:
2. ccTLDs (non-ccNSO) - 1	a. Two representatives appointed by the ccNSO;
3. Registry Stakeholder Group (RySG) - 3	b. One non-ccNSO ccTLD representative, appointed by the ccNSO; it is recommended that the ccNSO consult with each of the Regional ccTLD Organizations (i.e., AfTLD, APTLD, LACTLD and CENTR) in making its appointment;
4. Registrar Stakeholder Group (RrSG) - 1	c. Three representatives appointed by the Registries Stakeholder Group;
5. Commercial Stakeholder Group (CSG) - 1	d. One representative appointed by the Registrars Stakeholder Group;
6. Non-Commercial Stakeholder Group (NCSG) - 1	e. One representative appointed by the Commercial Stakeholder Group;
7. Government Advisory Committee (GAC) - 1	f. One representative appointed by the Non-Commercial Stakeholder Group;
8. Security and Stability Advisory Committee (SSAC) - 1	g. One representative appointed by the GAC;
9. Root Server Operators Advisory Committee (RSSAC) - 1	h. One representative appointed by the SSAC;
10. At-Large Advisory Committee (ALAC) - 1	i. One representative appointed by the Root Server System Advisory Committee ("RSSAC");
11. CSC Liaison (selected by CSC) - 1	j. One representative appointed by the ALAC;
12. Special IFR Team Liaison (selected by IFR Team) - 1	k. One liaison appointed by the CSC;
13. Liaison from Protocol operational community - 1 (TBD with their approval)	l. One liaison appointed by the IFRT that conducted the Special IFR or periodic IFR, as applicable, that recommended the creation of the SCWG;
14. Liaison from Numbers operational community - 1 (TBD with their approval)	m. One liaison who may be appointed by the numbers
[*Footnote 59: Given the unique purpose and task of the Separation Cross Community Working Group, if this composition diverges from the recommendation of the Cross Community Working Group*	

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on Principles for Cross Community Working Groups, the structure in this proposal shall prevail.] (323) The CSC will provide …a liaison to any Separation Cross Community Working Group. (394) Each group will be responsible for appointing its own representative to the SCWG. In the case of the non-ccNSO ccTLD representative, the ccNSO will be the appointing body; in appointing the non-ccNSO representative it is strongly recommended that the ccNSO also consult with the Regional ccTLD Organizations, namely AfTLD, APTLD, LACTLD, and CENTR. (395) It is strongly recommended that the representatives appointed to the SCWG be different representatives than those that participated in the Special IFR (with the exception of the liaison to the IANA Function Review Team appointed by the CSC). This will provide an additional check, accounting for the fact that different skill sets may be required for the two processes, and provide for broader community representation in the IANA oversight process. (396) To the extent possible, it is recommended that individuals with experience managing an RFP process be appointed to the SCWG. For communities appointing more than one representative to the SCWG it is strongly advised that, to the extent possible, the appointed representatives come from different ICANN geographic regions, to provide for diversity on the SCWG.[FN 60]	operational community; and n. One liaison who may be appointed by the protocols operational community. o. The SCWG shall also include an open number of participants.[27] 2. In selecting persons to serve on the SCWG, the bodies responsible for appointing such persons shall: a. To the extent reasonably possible, ensure that the SCWG includes representatives from each ICANN Geographic Region. To the extent reasonably possible, each of the ccNSO and Registries Stakeholder Group should appoint representatives from different ICANN Geographic Regions; b. To the extent reasonably possible, ensure that the SCWG is comprised of individuals who are different from those individuals who comprised the IFRT that conducted the Special IFR or periodic IFR, as applicable, that recommended the creation of the SCWG, other than the liaison to the IFRT appointed by the CSC; c. To the extent reasonably possible, appoint persons with experience managing RFP processes. 3. The SCWG shall not be a standing body. Each SCWG shall be constituted when and as required under these Bylaws.

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[27] *CWG to confirm: Although the CWG Final Proposal was silent, discuss whether to address Expressions of Interest, removal, vacancies and chairs of the SCWG (similar to CSC).*

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[*Footnote 60: One specific expectation is that with six total registry seats on the SCWG, including ccTLD and gTLD registries, all five ICANN geographical regions be represented.*]	
(391) … The SCWG will follow the overall guidelines and procedures for ICANN Cross Community Working Groups. The SCWG working procedures should ensure transparency to the fullest extent possible by creating open discussion listservs and holding open calls, with read- or listen-only modes for non-participants…	**Section 5. ELECTION OF CO-CHAIRS AND LIAISONS.** 1. The SCWG shall be led by [●] chair(s). 2. Liaisons to the SCWG shall not be members of or entitled to vote on the SCWG, but otherwise shall be entitled to participate on equal footing with members of the SCWG. **Section 6. MEETINGS.** 1. A [majority] of the SCWG members shall constitute a quorum for the transaction of business.[28] 2. The SCWG shall act by consensus, which is where a small minority disagrees, but most agree, or if consensus cannot be reached with respect to a particular issue, actions by the majority of members of the SCWG present at any meeting at which there is a quorum shall be the action of the SCWG. 3. SCWG meetings and other working procedures shall be open to the public and transparent to the fullest extent possible. 4. ICANN shall provide administrative and operational support necessary for the SCWG to carry out its responsibilities, including providing and facilitating remote participation in all meetings of the SCWG. 5. The SCWG shall transmit minutes of its meetings to the

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[28] *CWG to confirm: SCWG quorum was not addressed in the CWG Final Proposal. Page 13 of the CWG response chart indicates that a "[m]ajority seems a small amount for quorum."*

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	ICANN Secretary, which shall cause those minutes to be posted to the Website as soon as practicable following the meeting, and no later than five business days following the meeting. 6. Except as otherwise provided in these Bylaws, the SCWG shall follow the guidelines and procedures applicable to ICANN Cross Community Working Groups set forth in [●].[29]

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[29] *CWG notes that these "guidelines and procedures are currently under development in the CCWG-Principles. We can reference them, as they should be finalized in June 2016 at the latest." The wiki is at http://gnso.icann.org/en/group-activities/active/cross-community.*

[Annex I – Illustrative Proposal from Paragraph 362]

	Notification	1st Escalation	2nd Escalation	3rd Escalation
Occurs	• Process control limit exceeded • IANA customer presents evidence that IANA did not meet SLE • IANA periodic report indicates SLE not met	• Corrective action plan late • Corrective action plan milestones missed • Two or more additional "notification" violations occur while corrective action plan is open	• Corrective action plan late • Corrective action plan milestones missed • Two or more additional "notification" violations occur while corrective action plan is supposed to be in place	• Corrective action plan from 2nd escalation not delivered or executed timely. • Additional similar violations occur when corrective action from 2nd escalation is supposed to be in place
Addressee	IANA Manager	PTI Board	Global Domains Division President	ICANN Board, CEO
Message Content	• Identify SLE breach and evidence • Conference call request to discuss issues raised by CSC message. • Corrective action requirement • Time frame	• Identify SLE breach and evidence • Conference call request to discuss issues raised by CSC message. • Corrective action requirement • Time frame	• Same as previous	• Same as previous

	• Identify party requiring response			
Response Requested	• Agreement that SLE violation occurred (or evidence to contrary) • Cause • Correction made on individual case • Corrective action plan to: • remedy current situation • prevent future occurrence • Corrective action plan required in 14-days	• Reissue corrective action plan to: • Remediate earlier failed plan • Include new violations • Corrective action plan milestones missed • Two or more additional "notification" violations occur while corrective action plan is open	• Same as previous plus • Organizational, operational changes to correct lack of corrective action	• Same as previous plus • Remediation through the ICANN-PTI Contract and/or Special IFR