Sidley note to CWG-Stewardship	Page #	Who?	Response
I. PTI Governance			
Cross-reference to appropriate accountability mechanisms relating to community approval (or veto, e.g., as used with respect to amendments to standard ICANN Bylaws) or develop separate mechanism(s)	Pages 5, 9, 35, 36, 51, 53	CCWG-Accountability / CWG-Stewardship	The CWG-Stewardship will reference the mechanisms developed by the CCWG-Accountability. These can be cross-referenced as part of implementation.
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.	Page 8	CWG-Stewardship	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).
II. ICANN-PTI IANA Functions Contract			
Reference source for agreed initial form of contract.	Page 8	CWG-Stewardship	The ICANN-PTI contract will be drafted as part of implementation.
List of matters to be refined based on terms of the final IANA Functions Contract.	Page 10	CWG-Stewardship	Noted.
Any need for more detail on the process for public comments here and elsewhere in these proposed bylaws? We note that this general language is used in the current ICANN bylaws so it may be sufficiently well understood	Page 10	CWG-Stewardship	The ICANN public comment process is standard so no further detail is needed.
See comment under IFR relating to supermajority approval requirement.	Pages 10, 42, 43	DT-N / DT-CSC	This need to be done with reference to the procedures defined for the SO. Perhaps to cover the possible absence of a defined supermajority, it could include something like: 2/3 in the event supermajority is undefined by the SO.

III. Customer Standing Committee (CSC)			
The Proposed Charter in the CWG Final Proposal is silent on this. Confirm who makes these determinations. The CSC itself or one or more of: RySG, ccNSO, GNSO?	Pages 13, 21	DT-CSC	The appointment of TLD representative not considered a ccTLD or gTLD, is covered under the Membership Selection Process (pages 73-74 of the Final Proposal): *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~~ or 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.* *The full membership of the CSC must be approved by the 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*
Who decides which of these two?	Pages 13, 44, 57	DT-CSC / DT-N	With regard to the NRO (or ASO) these are largely one and the same and represent Regional Internet Registries. However, it would make sense that in this instance the ASO makes the decision as the ASO is formally recognized under the ICANN

			structure.
If a new SO/AC is formed, is the intention that it get a liaison or is it limited to currently formed? If the former, we should add a prong (vii) for other SO/ACs that are formed after the adoption of these Bylaws.	Pages 13, 22	CWG-Stewardship	This reference in Bylaws should be general (e.g. One liaison each from other ICANN SOs and ACs). Details on which SOs and ACs that are included can be provided in the CSC Charter (which can be more easily adjusted should new SOs/ACs be formed).
Should this preference apply to SCWG as well?	Pages 14, 22	DT-CSC	The SCWG was created after the CSC work was finalized. It appears to make sense to apply the same preference.
The CSC Charter would also be a fundamental bylaw.	Pages 14, 21, 29, 31	DT-CSC	The existence of the CSC, including purpose and basic composition should be a fundamental Bylaw but the charter itself should not become part of the Bylaws.
Will the results of the reviews be made publicly available?	Page 14	DT-CSC	Yes, the results of the reviews will be publicly available.
By what threshold (e.g., a supermajority)?	Page 15	DT-CSC / DT-N	The intention is that the respective Councils (ccNSO and GNSO) would vote to ratify any proposed charter amendment/s and the threshold would be in accordance with their respective methods of operation. This means that the threshold should be a simple majority (current practice).
Clarify whether CSC Charter amendments must be approved by the ICANN Board; the heading in Paragraph (271) only mentions the SOW but Paragraph (272) mentions CSC Charter amendments. Clarify whether the consultation and approval requirements for CSC Charter amendments that have been recommended by an IFRT (see [Article IV, Section 6.6] below) also apply to CSC	Page 15	CWG-Stewardship	A charter review by the CSC only requires ratification by the GNSO and ccNSO (according to the published CSC Charter) and should not require Board approval. As amendments to the CSC Charter proposed by the IFR follow largely the same process as a CSC initiated review, and includes ratification by the ccNSO and

Charter amendments more generally (i.e., not recommended by an IFRT).			GNSO Councils, Board approval is not necessary. However, it does seem reasonable that any recommended changes to the SOW would require Board approval, especially given that this is an agreement between ICANN and PTI.
Discuss what specific consultation and escalation processes we intend to reference.	Page 16	DT-CSC / DT-M	The CSC Charter contains a section on Proposed Remedial Action Procedures (page 75), which is illustrative of the possible processes. It also states: *It is anticipated that the procedures would be agreed between the CSC and the IANA Functions Operator prior to implementation (of the procedure).* At this stage, referencing processes may not be possible since they have not necessarily been determined. The intention being that once the CSC is formed and the PTI is established, the CSC and representatives from the PTI would meet to discuss an escalation procedure. At the time the CSC finalized this work the SLEs were still being developed and not available. It is envisaged that the SLEs will be an important input to any process that is developed and agreed by the CSC and PTI. A simple and flexible solution for the bylaws can be: "PTI will work with CSC to resolve issues.

			CSC may escalate problems to ICANN and, failing all efforts to resolve the issue, might escalate the issue to the ccNSO and GNSO."
Annex H of the CWG Final Proposal includes SLE principles to help define the final SLEs to be included with the proposal submitted to the NTIA. Paragraph (194) of the CWG Final Proposal provides that these recommendations would be provided to the CSC, post-transition, for its consideration, approval and implementation according to a schedule developed jointly with PTI.	Page 17	CWG-Stewardship	Noted – unless there is a specific question associated with this statement.
This is from Paragraph (360) of the Proposed Charter in the CWG Final Proposal. "*The CSC may request a review or change to service level expectations. Any proposed changes to service level expectations as a result of the review must be agreed to by the ccNSO and GNSO.*" Consider whether any other approval would be required, such as ICANN or PTI, or whether this should run through IFR, which is also tasked with taking CSC input and possibly recommending changes. Is the intention to amend SLEs in the IANA Functions Contract?	Page 17	DT-CSC	Paragraph 360 actually says: *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*. It is the intention that the CSC and PTI would agree to review service level targets at the request of one or the other and would subsequently review together and agree to any resulting changes. Those changes would require approval by the ccNSO and GNSO. As PTI is a party to the review and can also request a review, no approval beyond the ccNSO and GNSO is required.
Paragraph (316) of the Proposed Charter in the CWG Final Proposal provides that Remedial Action Procedures	Pages 18, 31, 32, 48	DT-CSC / DT-M	As part of the implementation, it needs to be confirmed with the ccNSO and GNSO that this escalation responsibility is consistent

will be developed post-transition, after the CSC has been formed. Where will the Remedial Actions Procedures be set forth once agreed – CSC Charter, IANA Functions Contract and/or somewhere else? Will the Remedial Action Procedures and the ccNSO/GNSO escalation processes described below be integrated/set forth in a single document? Will these processes be integrated with the IANA Problem Resolution Process described in Annex J to the CWG Final Proposal?			with their missions, which may result in specific actions that are needed by the ccNSO and GNSO to allow for this role. These tasks will been noted in the implementation work plan.
Footnote 55 of the CWG Final Proposal notes that the roles of the ccNSO and GNSO 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.	Page 19, 49	DT-CSC / DT-N	This seems to be a reminder. Is the suggestion that the CWG needs to undertake this investigation to ensure this is possible prior to the finalization of the bylaws?
Do you want more specificity on how this consultation will be done? *The CSC shall, on an annual basis or more frequently as 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.*	Pages 19, 20	DT-CSC	Not at this time—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.
Do you want more specificity on how this consultation will be done? *The CSC, in consultation with registry operators, is authorized to discuss with PTI ways to enhance the provision of PTI's*	Page 20	DT-CSC	Not at this time—this is for the CSC to decide once it is established in consultation with the PTI. The implementation of any recommended change would be the responsibility of PTI. It

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. Unclear whether this requires public comment for all proposed changes and what would be required to independently validate a proposed change. Discuss how these recommended changes are implemented, including whether they would cause changes to the IANA Functions Contract and/or SOW, and if so, how implemented.]			would make sense that SLEs may be established to ensure that service delivery is not impacted by implementation.
Paragraph (322) of the Proposed Charter in the CWG Final Proposal will be addressed in the IANA Functions Contract	Page 20	DT-CSC	This appears to be a statement that does not require a response.
Paragraph (336) of the Proposed Charter in the CWG Final Proposal states that this should be submitted to "either the ccNSO and GNSO Council." Confirm appropriate wording	Page 24	DT-CSC	This should be: to either the ccNSO Council *or* GNSO Council.
Confirm whether the ccNSO and GNSO approve the liaisons as well as the members. Paragraph (337) of the Proposed Charter in the CWG Final Proposal states that the ccNSO and GSNO approve the "full	Page 24	DT-CSC	Full membership should include 'liaisons' since the CSC is a naming community entity.

membership" of the CSC but does not mention approval of liaisons.			
Would an individual be able to serve again after a certain amount of time had elapsed?	Page 25	DT-CSC	Yes. We should make this consistent with NomCom or other ICANN practices. With 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.
Need to determine how liaisons placed in two year vs. three year terms. For example, could alternate terms in order in which appointed.	Page 26	DT-CSC	Alternating terms in order of appointment makes sense.
ccNSO Council provisions of the current ICANN Bylaws include the "sufficient cause" language. Consider whether to add here. Also, added "lesser of" concept in case the CSC does not meet nine times in one year. Will removal be automatic or will it require a vote of the CSC or decision by the Chair? (see Article IX, Section 3.6], relating to the ccNSO Council, which provides that Council members may be removed for not attending three consecutive meetings of the ccNSO Council without sufficient cause or for grossly inappropriate behavior, both as determined by at least a 66% vote of all ccNSO Council members). Can CSC members/liaisons be removed for reasons other than failure to attend a sufficient number of meetings (e.g., for grossly inappropriate behavior, for which ccNSO Council members can be removed)?	Pages 26, 27	DT-CSC	It seems prudent to add the possibility to remove a CSC member/liaison for reasons other than failure to attend as suggested by Sidley.

It is the role of the RySG/GNSO or ccNSO to take action (perhaps following a request of the CSC chair). It might be appropriate for the Chair to ask the liaising organization to replace their liaison in the case of appropriate misbehavior. |
| Consider having Chair seek input and then | Page 28 | DT-CSC | Not at this time—this is for the CSC to decide |

decide on time and date.			once it is established and developing its operating procedures.
Specificity on how updates provided? For example, ICANN website posting?	Page 28	DT-CSC	Updates are to take the form of a formal presentation that is recorded. The presentation and recording are to be posted on the ICANN website and submitted to the ccNSO and GNSO. The Charter provides a section on Record of Proceedings (pg.75), para 343 notes: *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.* It would make sense to have a dedicated web presence for the CSC, and this has been noted for implementation.
Discuss what is required in relation to reporting of remedial actions.	Page 29	DT-CSC	Requirements 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.
Unclear what specific ICANN requirements are being referenced here: *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*	Page 29	DT-CSC	These are transparency practices for meeting recording and archiving. Suggest rephrasing this clause to read: *Information sessions conducted during ICANN meetings will be open. Transcripts and presentations will be posted on the ICANN meeting site consistent with current ICANN practices.*

IANA Problem Resolution Process (for IANA naming services only)			
IANA Function Review (IFR)			
Clarify the extent to which IFRs should be incorporated into new Affirmation of Commitments−mandated reviews (per Paragraph (106) of the Final CWG Proposal) as Jones Day's draft AoC review bylaws circulated by Sam Eisner on October 4, 2015 include provisions that are not applicable to IFRs (e.g., different composition of review teams, annual report focused on ICANN accountability and transparency). If IFR provisions are to be incorporated into AoC reviews, include in Section 5 of Article IV (or cross-reference to applicable provisions) and modify other provisions of Section 5 as necessary.	Pages 33, 34, 48	CCWG-Accountability / CWG-Stewardship / DT-N	The original idea was that the IFR was AOC review-like, recognizing difference. Its being a Fundamental Bylaw is its most important differentiator. It is also modeled largely on the CCWG process being developed in the CWG and CCWG.
Paragraph (194) of the CWG Final Proposal provides that the IFR "will not commence" until two years after this date, but Paragraph (301) provides that the initial IFR must be completed by this 2 year anniversary	Pages 34, 35	DT-N	The CWG-Stewardship has decided to proceed with the following language: "will commence no later than two years after the Transition"
Confirm how to measure the 5-year interval (between IFRs commencing or between a finished IFR and commencement of the next one); JD draft AoC bylaws provide for reviews no less frequently than every 5 years, measured from the date the previous review team convened its first meeting; existing bylaws compute 5 year review period from when the final report is received by the Board.	Page 35	DT-N	Confirmed: 5 years start to start

What "oversight bodies" are intended? ICANN? CSC?	Page 37	DT-N	This is community oversight, a reference to 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.
IFRT authorized to conduct site visits on-demand per Table of Reviews in Paragraph (307) of the CWG Final Proposal.	Page 40	DT-N	Yes
Discuss what the standard for "opposition from that community's members" is.	Pages 41, 42	DT-N	If a member expresses opposition, then it is considered opposition. The standard is implied in the member's representative role and should be respected as such.
Confirm that this is the correct supermajority for Councils. The current ICANN Bylaws do not include a standard for Council supermajority but for GNSO, "GNSO Supermajority" is defined as "(a) two thirds (2/3) of the Council members of each House, or (b) three-fourths (3/4) of one House and a majority of the other House";	Pages 10, 42, 43, 49, 50, 52, 55	DT-N / DT-CSC	The CWG-Stewardship has agreed to keep the current practices (i.e. simple majority voting) for both the GNSO and ccNSO.
Confirm whether Board approval requirement is intended to apply to SOW amendments only or also to CSC Charter amendments. Heading in Paragraph (271) of the CWG Final Proposal only mentions SOW but Paragraph (272) mentions CSC Charter amendments.	Page 43	DT-N / DT-CSC	A charter review by the CSC only requires ratification by the GNSO and ccNSO (according to the published CSC Charter) and should not require Board approval. As amendments to the CSC Charter proposed by the IFR follow largely the same

			process as a CSC initiated review, and includes ratification by the ccNSO and GNSO Councils, Board approval is necessary. However, it does seem reasonable that any recommended changes to the SOW would require Board approval, especially given that this is an agreement between ICANN and PTI.
Can we be more specific?	Page 44, 58	DT-N	No further specificity at this time, other than using the terms in plural (numbers, protocols).
Jones Day draft AoC bylaws include this language with respect to review teams generally; recommend that bylaws define somewhere what is meant by "participant" and "participation" in the context of reviews	Page 44	CCWG-Accountability/ DT-N	The bylaws are not the place to define what 'participant' and 'participation' mean, since there are ongoing community efforts to determine best practices for participation in working groups and reviews. We prefer leaving this issue open to evolution in the community.
CWG Final Proposal does not specify that CVs should be provided but consider adding to conform to CSC Expression of Interest requirements	Page 45, 58	DT-N / DT-CSC	Current review standards use CVs as part of their bets practices. Since there are ongoing community efforts to determine best practices for participation in working groups and reviews, we prefer leaving this issue open to evolution in the community.
CWG Final Proposal does not specify who appoints point of contact.	Page 45	DT-N	The PTI Board would appoint the PTI liaison for the IFRT.
Not included in the CWG Final Proposal consider adding if this is the intention. The bracketed language conforms with the CSC provision	Pages 45, 46, 59	DT-N / DT-CSC	Yes, confirmed that this is the intention of the liaison role.

[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.]			
Is there a need to express intent of Paragraph (295) from the CWG Final Proposal regarding working practices in the Bylaws or is that clear?	Page 46	DT-N / DT-CSC	Not convinced that this needs to be in the Bylaws, but it makes sense to define consistent practice on the ability of participants, experts, and liaisons to be full participants with the exception of decision-making.
Consider defining "consensus"; bracketed language adapted from ccNSO definition of consensus in the Bylaws.	Pages 46, 59, 60	DT-N	Majority seems a small amount for quorum. A similar notion of consensus should be defined as is being used in CWG/CCWG: Consensus is a position where a small minority disagrees but most agree.
Special IANA Function Review (Special IFR)			
Discuss detail/process for this ccNSO/GNSO "review".	Page 48	DT-N	Each according to the bylaws and respective operating procedures.
Consider specifying forum, process and scope for this consultation.	Page 49	DT-N	The CWG-Stewardship has chosen to reference the mechanisms developed by the CCWG-Accountability, and these can be cross-referenced as part of implementation.
Paragraphs (125) and (303) of the CWG Final Proposal provide that consideration of whether to trigger a Special IFR "may" include a public comment period but is silent on who determines whether there should be a public comment period	Page 49, 51	DT-N	The CWG-Stewardship adopts the Empowered Community mechanism of the CCWG-Accountability, and the process for escalation includes a discussion forum.
Confirm that the intention is to require	Page 51	DT-N	Confirmed, all recommendations need to be

approvals set forth above of ALL Special IFR recommendations, not just those recommending creation of an SCWG (see Paragraphs (106), (142) and footnote 58.)			approved, not just those recommending the creation of an SCWG.
We have assumed that only a Special IFR, and not a periodic IFR, can trigger a separation process.	Pages 51, 52	DT-N	That is not the understanding of the CWG-Stewardship - an IFR can recommend anything it decides to recommend which includes launching a separation process (SCWG). The Special IFR is used to trigger a separation outside of the regular iFR cycle.
Separation Process			
The CCWG 2nd Draft Proposal contemplates the ability of the community to reconsider and reject the Board decision on the Special IFR. CWG to discuss.	Page 53	CCWG-Accountability / CWG-Stewardship	Yes, the CWG-Stewardship intends to incorporate the community empowerment mechanisms envisioned by the CCWG-Accountability. The mechanisms developed by the CCWG-Accountability, can be cross-referenced as part of implementation.
Confirm this is the same entity as the Root Server System Advisory Committee, defined as "RSSAC" in the current ICANN Bylaws	Page 57	CWG-Stewardship	Confirmed
Confirm whether SCWG to include an open number of participants (similar to IFRTs) (CWG Final Proposal is silent).	Page 58	DT-N	Yes, the intent was to include an open number of participants.
Consider whether to specify that persons must be citizens of countries within different Geographic Regions or whether "from" is sufficient. The current ICANN Bylaws include both variations.] Is this required or recommended?	Page 58	CWG-Stewardship	This practice is going to be an ongoing discussion item at ICANN for a while. It is a recommended practice, but should not be required in the bylaws until there is community-wide agreement on practices.
Confirm who will chair the SCWG (CWG Final Proposal is silent). As with CCWG, will it be one from ccNSO and one from GNSO?	Page 59	DT-N	Not at this time – these are working practices for the SCWG to determine.

Discuss timing of creation of these guidelines/procedures	Page 60	CWG-Stewardship	Theses 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.