

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	
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	
II. ICANN-PTI IANA Functions Contract			
Reference source for agreed initial form of contract.	Page 8	CWG-Stewardship	
List of matters to be refined based on terms of the final IANA Functions Contract.	Page 10	CWG-Stewardship	
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	
See comment under IFR relating to supermajority approval requirement.	Pages 10, 42, 43	DT-N / DT-CSC	
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	
Who decides which of these two?	Pages 13, 44,	DT-CSC / DT-N	

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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	
Should this preference apply to SCWG as well?	Pages 14, 22	DT-CSC	
The CSC Charter would also be a fundamental bylaw.	Pages 14, 21, 29, 31	DT-CSC	
Will the results of the reviews be made publicly available?	Page 14	DT-CSC	
By what threshold (e.g., a supermajority)?	Page 15	DT-CSC / DT-N	
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 Charter amendments more generally (i.e., not recommended by an IFRT).	Page 15	CWG-Stewardship	
Discuss what specific consultation and escalation processes we intend to reference.	Page 16	DT-CSC / DT-M	
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	Page 17	CWG-Stewardship	

<p>recommendations would be provided to the CSC, post-transition, for its consideration, approval and implementation according to a schedule developed jointly with PTI.</p>			
<p>This is from Paragraph (360) of the Proposed Charter in the CWG Final Proposal. 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?</p>	<p>Page 17</p>	<p>DT-CSC</p>	
<p>Paragraph (316) of the Proposed Charter in the CWG Final Proposal provides that Remedial Action Procedures 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?</p>	<p>Pages 18, 31, 32, 48</p>	<p>DT-CSC / DT-M</p>	
<p>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</p>	<p>Page 19, 49</p>	<p>DT-CSC / DT-N</p>	

by the SOs to allow for this role.			
Do you want more specificity on how this consultation will be done?	Pages 19, 20	DT-CSC	
Paragraph (322) of the Proposed Charter in the CWG Final Proposal will be addressed in the IANA Functions Contract	Page 20	DT-CSC	
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	
Would an individual be able to serve again after a certain amount of time had elapsed?	Page 25	DT-CSC	
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	
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/liasons be removed for reasons other than failure to attend a sufficient	Pages 26, 27	DT-CSC	

number of meetings (e.g., for grossly inappropriate behavior, for which ccNSO Council members can be removed)?			
Consider having Chair seek input and then decide on time and date.	Page 28	DT-CSC	
Specificity on how updates provided? For example, ICANN website posting?	Page 28	DT-CSC	
Discuss what is required in relation to reporting of remedial actions.	Page 29	DT-CSC	
Unclear what specific ICANN requirements are being referenced here	Page 29	DT-CSC	
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	
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	

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	
What “oversight bodies” are intended? ICANN? CSC?	Page 37	DT-N	
IFRT authorized to conduct site visits on-demand per Table of Reviews in Paragraph (307) of the CWG Final Proposal.	Page 40	DT-N	
Discuss what the standard for “opposition from that community’s members” is.	Pages 41, 42	DT-N	
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	
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	
Can we be more specific?	Page 44,	DT-N	

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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	
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	
CWG Final Proposal does not specify who appoints point of contact.	Page 45	DT-N	
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	
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	
Consider defining “consensus”; bracketed language adapted from ccNSO definition of consensus in the Bylaws.	Pages 46, 59, 60	DT-N	
Special IANA Function Review (Special IFR)			
Discuss detail/process for this ccNSO/GNSO “review”.	Page 48	DT-N	
Consider specifying forum, process and scope for this consultation.	Page 49	DT-N	
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	Page 49, 51	DT-N	

a public comment period			
Confirm that the intention is to require approvals set forth above of ALL Special IFR recommendations, not just those recommending creation of an SCWG (see Paragraphs (106), (142) and footnote 58.)	Page 51	DT-N	
We have assumed that only a Special IFR, and not a periodic IFR, can trigger a separation process.	Pages 51, 52	DT-N	
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	
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	
Confirm whether SCWG to include an open number of participants (similar to IFRTs) (CWG Final Proposal is silent).	Page 58	DT-N	
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	
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	
Discuss timing of creation of these guidelines/procedures	Page 60	CWG- Stewardship	