

<p>General Comment</p>	<p>In my view the CCWG draft document has focused on the Board-Community relation only. So far there is little on the draft proposal related to the internal structure of ICANN, summarised sometimes as “management” & "staff”, but limited to the budget veto mechanism (as per paragraph 40). The Budget so far does not clearly state the internal workings of the corporation. In particular it does not deal with the necessary clarity of roles & internal separation of powers, arms length structures and other elements like budget assignments between the major areas of (a) policy development, (b) compliance and (c) operational functions of the Corporation. I think a full section (or 5th Building Block) on “internal” checks and balances is quiet necessary, for the wider scope of parties that will be reviewing the CCWG-ACCT proposal. Leaving it to Work Stream 2 to focus on internal organisational and structural accountability issues like Board-Staff, and Staff-Staff is risky. The announced change of the CEO makes this point only more relevant, as ICANN has been under a tremendous internal growth of staff and functions over the last few years under the present management. The stability of the present internal organisation may be as well come under close scrutiny to a wider set of stakeholders to the transition, and the CCWG should take the present structure into account.</p>
<p>Paragraph</p>	
<p>16</p>	<p>under #2, does this apply to the way delegates to the Board are selected?</p>
<p>16</p>	<p>under #4, does this voting balance suppose and new SO/AC assembly or similar body, beyond the actual SO/AC delegates to the Board?</p>
<p>18</p>	<p>Are they any stress test yet about conflicts of interest internal to the corporation (Board-Management, Management-Management)?</p>
<p>40</p>	<p>under #2 speaks of mechanisms to restrict actions of he board AND MANAGEMENT of the Corporation, but the present draft develops only Board decisions and no Management ones.</p>
<p>51</p>	<p>to question 1a) ICANN values and fundamental Bylaw proposals call for more general values than the present narrow technical scope under the USG stewardship. For example: <i>ICANN is accountable to all its members, users and open and free Internet.</i> <i>ICANN is accountable for the IANA, functions as well as a stable, resilient, open and efficient DNS Market.....</i> Then ICANN should be measured against those higher/more general standards. But the proposed amendments mix present technical objectives with more general (future) standards. It will be a hard discussion if we start with an amended text, but guess thats the reason we have so many lawyers involved.</p>
<p>65</p>	<p>Based on my personal experience in ATRT2, I consider the AoC to be the best basis for the actual constitutional core values, from which the new By Laws have to be drafted. For example, if the community commits to a “market” model in the fundamental ByLaws as per above, the discussion of “private sector led” o not led, becomes less relevant and maybe it can be preempted. The proposal has to respect some strict hierarchy of values first, technical conditions second, etc. so as not to get bogged down in details further down the road in the best UN fashion.</p>
<p>3.2 Fundamental By Laws</p>	
<p>126</p>	<p>It should be part of WS to establish at the level of Management, the internal clarity of operative roles and the level of internal separation of powers between them. This cannot be left to the discretion of any new CEO anymore. The question is so important in terms of internal accountability, that it should be embedded in the Fundamental By Laws pre-transition (WS1) so has to have it protected under the highest threshold possible.</p>
<p>129</p>	<p>not satisfied with the list, would like to add one as per hereunder</p>

130	WS1 should develop a minimum requirement of internal checks and balances and transparent arms length relationships should be established at least for the major organisational areas of (a) policy development, (b) compliance and (c) operational functions, including but not limited to IANA.
4. Appeals Mechanisms	
135	Does the Reconsideration process remain in place and is it required to be tried first before initiating the IRP?
137	have not read ANNEX G, so if the answers to my previous question is there, please excuse me.
171	I would suggest the proposal of the Reconsideration process should try to make the difference between Board action/inactions vs. Staff action/inaction easier.
5. Community Empowerment	
189	YES, but in my view at this stage of the draft that it would also make the internal difference between SO/AC delegates to the Board and NomCom delegates within the BOARD more obvious.
190	If the voting Members are not going to meet in a separate council, and delegates to the Board will have to follow the instructions of the community mechanism, leaving us factually with a two-tier Board, new operating principles may be necessary at the highest level (By laws). In my view and in the stated interest of minimum changes, WS1 should re-consider an earlier suggestion of the Northern European two tier Board.
207	In principle yes, but don't think is efficient with the present structure of the budget presentations.
208	The Budget Veto mechanism should be developed to make transparent to the community how resources are being assigned not only to programs and priorities, but the the different parts of the ORGANISATIONAL STRUCTURE, like the full budget assignments between the major areas of (a) policy development, (b) compliance and (c) operational functions, separate from the corporate overhead which is not the case today.
237	Removing an individual Director: again this makes the difference between NomCom and SO/AC directors so obvious, that I'm afraid it will necessarily put the present operating procedures of the Board under review.
240	I agree that removing the Board as a whole would increase Accountability.
6. AoC	
296	yes
297	yes
364	Not if transferred as they are today. Based on my limited experience in ATRT2 I think the structure of the 4 reviews is outdated, cumbersome, and too slow for an ICANN directly accountable to the community. In itself there is a potential conflict of interest there in the community reviewing and organisation led by the community. This is a very serious task for WS2 to define how reviews have to be changed so they enhance accountability under the new stewardship!
7. Changes	

394	YES!
	9. WS2
725	WS2 list of issues should not be closed until the output of WS1 is finally approved by NTIA.