



Implementation Oversight Task Force (IOTF) Meeting

Call #5 | 13 April 2016

Agenda

1. Opening Remarks (Lise/Jonathan)
2. Implementation Items (Trang)
 - a) PTI staffing
 - b) RZERC charter (Revised based on Call #3)
 - c) PTI governance documents (Revised based on Call #3)
 - d) IANA Escalation Mechanisms
3. AOB (Lise/Jonathan)
4. Closing Remarks (Lise/Jonathan)

PTI Staffing

RZERC Charter

PTI Governance Documents

PTI Article of Incorporation

Element	How Element is Incorporated into Articles
Name	[insert name]
Type	California nonprofit public benefit corporation that will be 501(c)(3) exempt
Purpose	[will reflect language being drafted for ICANN Bylaws]
Member	ICANN
Director Liability	None (same as ICANN's Articles)
Amendment of Articles	Only with ICANN's approval

PTI Bylaws

Element	How Element is Incorporated into Bylaws
Purpose	[will reflect language being drafted for ICANN Bylaws]
Transparency	[insert name] shall operate to the maximum extent feasible in an open and transparent manner and consistent with procedures designed to ensure fairness
Right of Member	<p>All rights afforded to members under California law, including approval over:</p> <ul style="list-style-type: none"> • the election of directors • the disposition of all or substantially all of the Corporation's assets • any election to dissolve the Corporation • any amendment or repeal of these Bylaws
Member Action	ICANN may act by written consent or at a member meeting
Board Composition	<p>Five directors appointed by ICANN:</p> <ul style="list-style-type: none"> • Three persons employed by ICANN (“ICANN Directors”) • Two persons not employed by ICANN or PTI, who will be nominated by ICANN’s Nominating Committee (“Independent Directors”)
Board Qualifications	<ul style="list-style-type: none"> • Accomplished persons of integrity, objectivity, and intelligence, with reputations for sound judgment and open minds, and a demonstrated capacity for thoughtful group decision-making; • Persons with an understanding of [insert name]’s purposes and the potential impact of the [insert name]’s decisions on the global Internet community, and committed to the success of [insert name]; • Persons who, collectively, have executive management, operational, technical, financial and corporate governance experience; • Persons who, in the aggregate, have personal familiarity with the operation of gTLD registries and registrars; with ccTLD registries; with IP address registries; with Internet technical standards and protocols; and with policy-implementation procedures ; and • Persons who are able to work and communicate in written and spoken English; • Not: <ul style="list-style-type: none"> ○ official of a national government or a multinational entity established by treaty or other agreement between national governments; ○ person who serves in any capacity (including as a liaison) on any Supporting Organization Council or Advisory Committee; or ○ person who serves on the Nominating Committee

PTI Bylaws

Element	How Element is Incorporated into Bylaws
Director Terms	<ul style="list-style-type: none"> • ICANN directors will serve until replaced by ICANN. • Independent directors will serve three-year terms. • No limit on number of terms a Director can serve.
Director Removal	<ul style="list-style-type: none"> • ICANN may remove a director at any time. • Vacancies will be filled by ICANN or the Nominating Committee, as applicable.
Quorum	Majority of Directors then in office
Board Action	<ul style="list-style-type: none"> • Majority vote of directors at a meeting where a quorum is present. • Board can act by unanimous written consent.
Director Compensation	None other than reimbursement for expenses
Board Committees	<ul style="list-style-type: none"> • Audit Committee
Officers	<ul style="list-style-type: none"> • Chair (Director) – selected by ICANN • President – selected by Board • Secretary – selected by Board • Treasurer – selected by Board • Other officers selected by the Board
Indemnification	<p>PTI shall indemnify its directors, officers, employees and other agents to the fullest extent permitted by law so long as they act in good faith and in a manner they reasonably believed to be in [insert name]'s best interests and not criminal.</p> <p>Directors shall not be personally liable for debts or liabilities of [insert name].</p>
Fiscal Year	July 1 st through June 30 th (Same as ICANN's)
Books and Records	[insert name] shall keep adequate books and records
Inspection	Directors have an absolute right to inspect the books, records and documents of [insert name]
Amendment	Only with ICANN's approval

IANA Escalation Mechanisms

IANA Customer Service Complaint Resolution Process for Naming Function

Current Escalation Path

IANA Function Liaison for Root Zone Management

IANA Functions Program Manager

ICANN President and CEO

Ombudsman

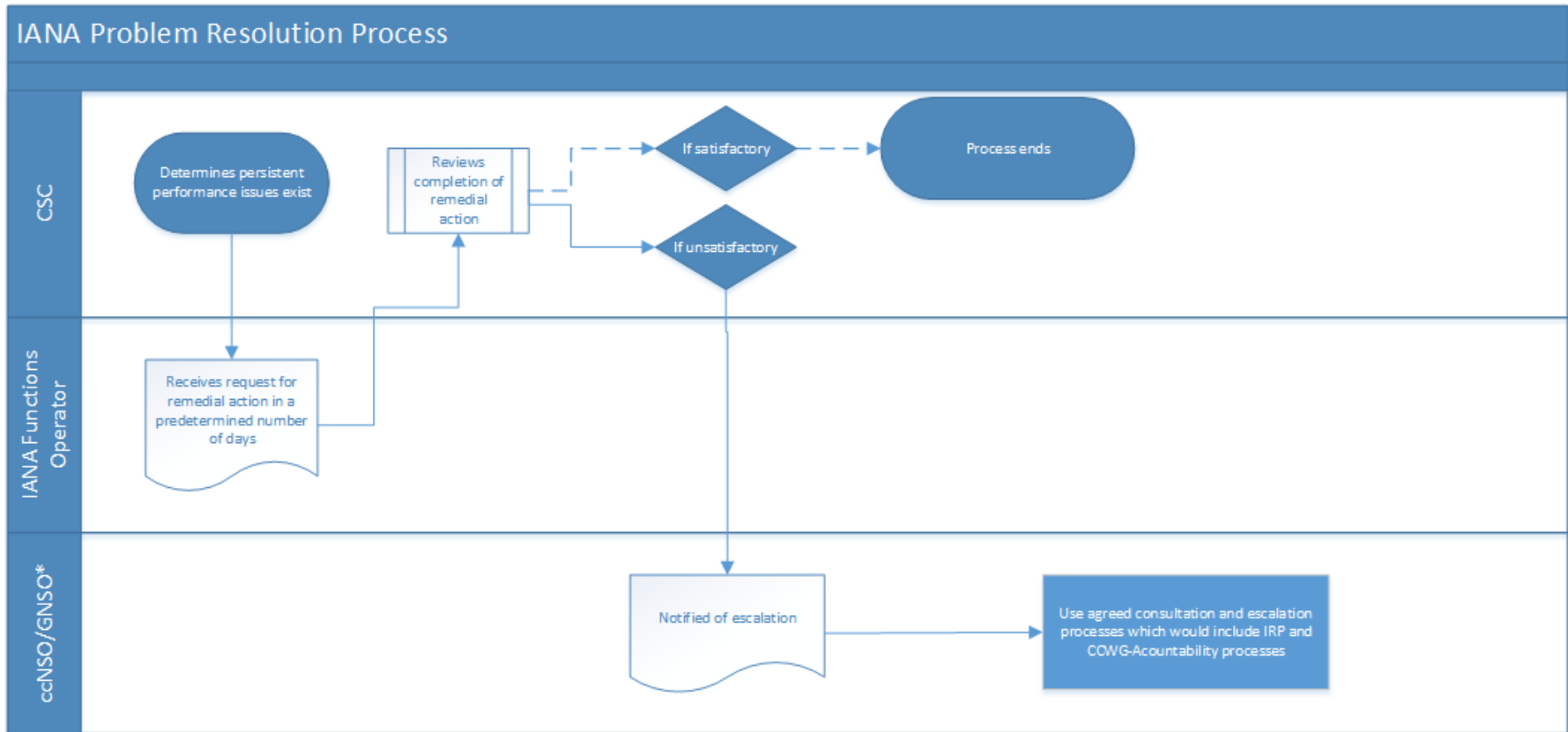
Proposed Escalation Path (CWG 1367)

IANA Function Liaison for Root Zone Management

IANA Functions Program Manager

Ombudsman

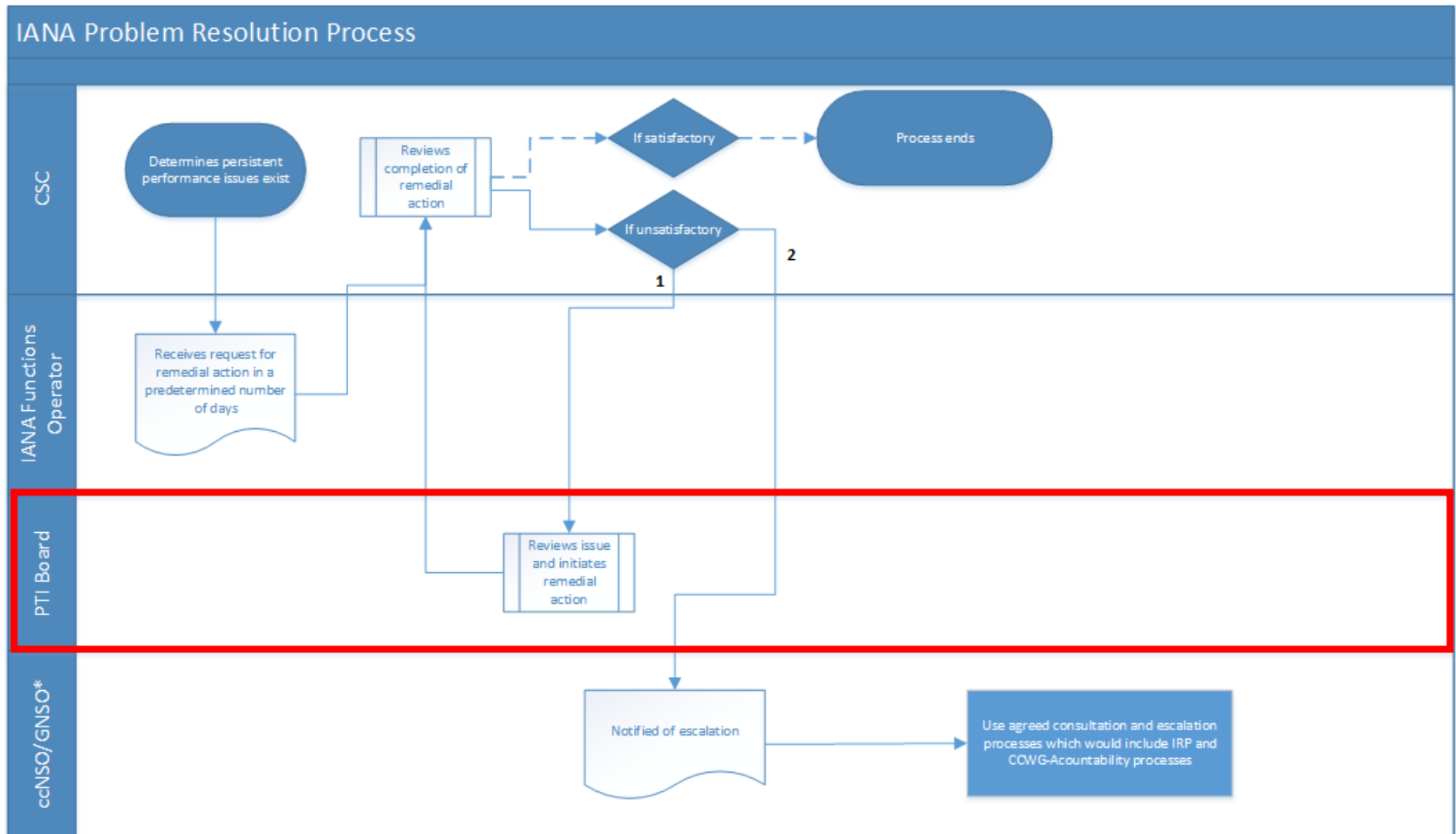
IANA Problem Resolution Process – Annex J-1 Slide 1



* 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.

Note: The IANA Function Review will include provision to consider whether there are any systemic issues that are impacting IANA Naming services, which might then decide to take further action using agreed consultation and escalation mechanisms which would include IRP and COWG-Accountability Work Stream 1 accountability mechanisms.

IANA Problem Resolution Process – Annex J-1 Slide 3



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Note: The IANA Function Review will include provision to consider whether there are any systemic issues that are impacting IANA Naming services, which might then decide to take further action using agreed consultation and escalation mechanisms which would include IRP and CCWG-Accountability Work Stream 1 accountability mechanisms.

AOB & Closing Remarks

Appendix

List of implementation item requiring input from IOTF

Category	Items	Priority
PTI	Selection of PTI independent Board of Directors	High
PTI	PTI structure	High
CSC	CSC charter	High
RZERC	RZERC charter	High
PTI	PTI governance documents	Medium
PTI	ICANN-PTI Contract	Medium
IANA Escalation Mechanisms	IANA Customer Service Complaint Resolution Process	Low
IANA Escalation Mechanisms	IANA Problem Resolution Process	Low
IANA IPR	TBD	Low

IOTF Call Decision Log

- **PTI Independent Board of Directors**
 - Initial Selections
 - Jonathan and Lise to serve as interim PTI independent directors assuming there are no issues around conflict and independence (Call #1, 21 March 2016)
 - Ongoing Selections
 - NomCom will be the appointing body for PTI independent directors (Call #1, 21 March 2016)
 - Selection criteria will be provided by direct customers of IANA functions (the CSC) (Call #1, 21 March 2016)
- **PTI Structure**
 - Operations of all 3 functions of Names, Numbers, and Protocol Parameters to move to PTI (Call #2, 25 March 2016)
- **High-level PTI Conflict of Interest & Anonymous Reporting Policies**
 - No objections from IOTF (Call #4, 04 April 2016)
- **Document Review Process & Timeline**
 - Agreement reached (Call #4, 04 April 2016)

Document Review Process & Timeline

