

Issues related with ICANN's corporate governance-

- a) What are the mechanisms, if any, which may enable the community to exercise powers so that specific decisions need be approved by the community prior to its implementation?
- b) What would those mechanisms require to be implemented considering ICANN's current corporate structure?
- c) Where would appropriate mechanisms need to be established for proper implementation (Bylaws, contracts, other)?
- d) What are the pros and cons of establishing membership?
- e) What are the pros and cons of establishing a delegate structure?
- f) Is it possible under California law to have delegates without members?
- g) How can capture by a certain group or groups be avoided?
- h) Can the affirmation of commitments be part of the bylaws?
- i) Can an independent review body be formed by the community and stated in the bylaws?
- j) Which powers can an independent review body have to overturn Board's decisions or force it to action? Which would be the legal form and the process for this?
- k) How can Board members be removed by either the community or by their appointing constituencies?
- l) Can individual Board members be dismissed by an independent panel? If so, are there any specific requirements for such panel and what would the process be for such dismissal?
- m) How can principles be established so that ICANN cannot enter into or have others enter into contracts that would go against ICANN's bylaws and the public interest?
- n) Under the current structure, what is the threshold and procedure for triggering the California Attorney General's interest in and active oversight of Board decisions that are felt by the community to be in violation of the corporation's Bylaws?

Issues related with jurisdictional matters-

- a) What are the pros and cons of having ICANN based in California?
- b) What are the pros and cons of changing ICANN's domicile to a non-U.S. jurisdiction?
- c) Which countries, other than the United States, could offer the best overall legal conditions to host ICANN?
- d) Is there any way in which ICANN can be immune to lawsuits by acquiring an international status?
- e) How would that immunity play against ICANN's community and the ability to hold it accountable to the community?

Issues related with protection of ICANN from potential anti-trust and other lawsuits-

- a) Can ICANN's current role be seen as infringing anti-trust laws?
- b) How can ICANN be shielded against anti-trust lawsuits?
- c) What would the impact be of an antitrust judgment against ICANN in a jurisdiction in which ICANN does not have a physical presence?

- d) Would changing ICANN's jurisdiction help in any way to avoid anti-trust lawsuits?
- e) How can ICANN be protected against having to pay indemnifications that could put it into bankruptcy?
- f) Does the role of the US-Government currently have any effect on ICANN's role with respect to Anti-Trust laws? If so, which is this impact and what additional vulnerabilities would impact ICANN once the historic relationship with the US-Government ends?