**Sidley draft: April 11, 2015**

**“Punch List” on Post-Transition IANA Model
Items for CWG Discussion and Input**

1. Post-Transition IANA (PTI) Board (if legal separation)
	* What is composition and who appoints?
		+ Will it be fully independent from ICANN or a hybrid (i.e., some independent members/some ICANN members)?
	* What is the role of PTI Board?
		+ For example: should PRF recommendations go first to PTI Board or directly to ICANN Board?
		+ Is critical to determine what the composition is. Role comes about if and when there is a need to do something that is not covered by the other structures.
		+ Formal Board – e.g. approve budget requests, day-to-day activities, deal with escalation from CSC if issues are not resolved by IANA staff.
		+ What are the minimum requirements? Sidley to assist with identifying these minimum requirements.
2. Period Review Functions Group (PRF)
	* What is composition and who appoints?
		+ DT N
	* Will PRF exist at all times or only during periodic review cycle?
		+ Dealt with by DT N recommendations (periodicity and ad-hoc)
	* How often will periodic review be performed?
		+ Covered by DT N
	* Should PRF be a sub-group/committee of PTI Board? of ICANN Board?
		+ No, neither sub-committee of PTI Board or ICANN Board (See DT N)
	* Should PRF be the PTI Board?
		+ No – see DT N
	* What is the scope of review? What changes/actions can it recommend and what is beyond PRF scope? (e.g., changes to PTI management, termination of ICANN/IANA contract, recommendation to outsource IANA function, replacement of board?)
		+ No constraint on what actions are in or out of scope
		+ RFP/Termination of ICANN/IANA contract – DT X (open issue)
		+ Recommendations of PRF would go to ICANN Board which may then direct the PTI Board as appropriate
3. Customer Standing Committee (CSC)
	* What is composition and who appoints?
		+ Design Team - C workstream
	* What is the connection between the CSC and the PRF?
		+ Can they be the same group?
			- Dealt with by DT C
		+ Should CSC be a sub-group of PRF (i.e., the customer representatives of PRF)?
			- Dealt with by DT C
	* Should CSC be a sub-group/committee of PTI Board?
		+ No, subject to further discussions on structure of PTI Board
	* Will CSC have any decisionmaking authority or will it serve as a mediator/negotiator/facilitator on behalf of customers?
		+ Design Team - C workstream (to be further discussed tomorrow by DT C, M and N)
4. ICANN Board:
	* What is composition and who appoints?
		+ CCWG Dependency
5. When is an Independent Review Panel (IRP) process needed?
	* CSC, if issues not addressed?
		+ Not a CSC issue per se, but CSC could escalate issues to IRP (but to be confirmed what the role of CSC will be in escalation following tomorrow’s meeting)
	* If ICANN Board rejects PRF recommendations?
	* Other?
		+ Instructions / requirements of CCWG
		+ See also DT M
6. Accountability on ICANN/PTI Contract (if legal separation)
	* Address through contract?
		+ Role of CSC and role of PRF could also be set out in the contract
		+ SLEs
		+ Mandate for example that IANA would be bound to escalation mechanisms that CSC has in place and/or bylaws for affiliate (if needed).
		+ Sidley may also have suggestions on how this could be achieved, including boundaries on what can be reasonably addressed through the contract (which may be sufficient for the purposes of public comment).
	* Address through PRF and/or CSC?
		+ See DT N and C
	* Are other means required?
7. In legal separation variant will PTI be a non-profit corporation or a limited liability company?
	* No particular need to decide at this stage – may depend on other elements. May include both options in proposal, noting that it can be either a non-profit corporation or a limited liability company. Not in critical path.
8. Triggers and implementation for ultimate separation of IANA functions
	* What are the remedies before separation?
		+ DT M/DT N/DT CSC (to be discussed during tomorrow’s meeting)
	* Who could trigger a separation?
		+ CSC under certain circumstances / PRF under certain circumstances could trigger such a process – SO/ACs would vote on whether the function would be transferred (may need further specificity on voting thresholds that need to be met).
	* What would trigger a separation?
		+ DT X (open issue)
		+ Not necessarily trigger separation, but you trigger a process which could result in separation (but would need to decide on who could decide on the outcome of this process). Such a process would also need to allow for remedies before it would get to a decision on separation. See also DT M – Problem Management
	* How would separation be implemented?
		+ DT L
9. Which variant will be recommended – legal or functional separation?
	* Legal separation (see also comparison shared by Sidley outlining the differences)
10. Interdependencies of the Stewardship Model with other Work Streams:
	* CCWG
		+ ICANN Board responsibility to PRF
		+ Community/Member review of ICANN Board decisions regarding PRF
		+ Ability to remove directors of ICANN and/or PTI
		+ Inclusion of fundamental bylaws for governance provisions that implement the Post-Transition IANA model
		+ Others?
	* Dependencies with any other working groups?