



Implementation Oversight Task Force (IOTF) Meeting

Call #4 | 04 April 2016

Agenda

1. Opening Remarks (Lise/Jonathan)
2. Implementation Items (Trang)
 - a. PTI governance documents (Continued from Call #3)
3. Document Review Process & Timeline (Trang)
4. AOB (Lise/Jonathan)
5. Closing Remarks (Lise/Jonathan)

PTI Governance Documents

PTI Bylaws – High Level Description

Element	How Element is Incorporated into Bylaws
Purpose	[Operate for the benefit of, perform the functions and carry out the purposes of ICANN]*
Transparency	[PTI] shall operate to the maximum extent feasible in an open and transparent manner and consistent with procedures designed to ensure fairness
Right of Member	All rights afforded to members under California law, including approval over: <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	Five directors appointed by ICANN: <ul style="list-style-type: none"> • Three persons employed by ICANN (“ICANN Directors”) • Two persons not employed by ICANN, 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 [PTI]’s purposes and the potential impact of the [PTI]’s decisions on the global Internet community, and committed to the success of [PTI]; • 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

*Purpose is being re-drafted per discussion from IOTF Call #3

PTI Bylaws – High Level Description, continued

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. • Directors may serve no more than 2 consecutive terms.
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 [PTI]'s best interests and not criminal.</p> <p>Directors shall not be personally liable for debts or liabilities of [PTI].</p>
Fiscal Year	July 1 st through June 30 th (Same as ICANN's)
Books and Records	[PTI] shall keep adequate books and records
Inspection	Directors have an absolute right to inspect the books, records and documents of [PTI]
Amendment	Only with ICANN's approval

PTI Conflict of Interest Policy – High Level Description

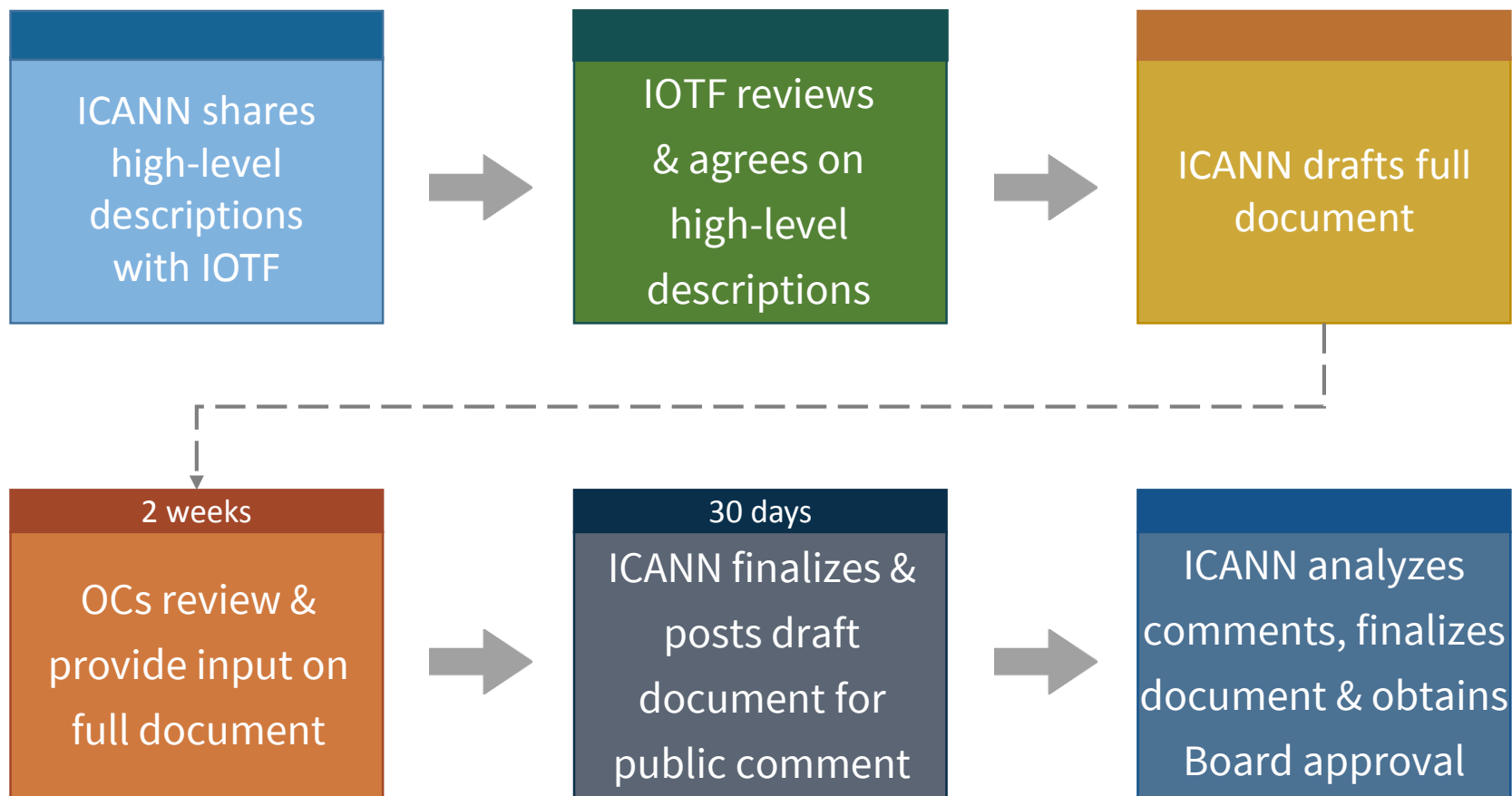
Purpose	To define the policy regarding conflicts of interest
Policy/Procedure	Requirement to adhere to high ethical standards and not engage in conduct that creates an actual or potential conflict, or create the appearance of a conflict, with the interests of the company; Prohibition on conduct that undermines, damages, impairs or interferes with business or relationship with customers; Protecting trade secrets and confidential information
Disclosure Process	Requirements for disclosure to company and identification of how the situation can be remedied if a conflict is found

PTI Anonymous Reporting (Whistleblower) Policy – High Level Description

Purpose	To provide anonymous reporting mechanism for reporting of work-related concerns that could have impact on operations
Policy/Procedure	Specify reporting mechanism and report handling processes
No Retaliation	Confirm prohibition against retaliation for using the process or participating in investigations started through use of hotline

Document Review Process & Timeline

Document Review Process & Timeline



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 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)