



Implementation Oversight Task Force (IOTF) Meeting

Call #12 | 15 June 2016

Agenda

1. Opening Remarks
2. Implementation Items
 - PTI Bylaws and Articles of Incorporation: Chairs' response to Sidley's question
 - PTI Staffing
3. AOB
 - Helsinki implementation update session
 - Work plan to finalize PTI formation documents and ICANN-PTI contracts
 - Decision Log
4. Closing Remarks

PTI Bylaws and Articles of Incorporation

<https://docs.google.com/document/d/1rm5p569qRxxWtNSNrJsZzENxFKLwbXVcTDWSGZJEqCU/edit?usp=sharing>

PTI Staffing

Rationale for PTI Staffing Recommendations

In making a proposal for how to staff PTI, ICANN recognizes that the recommendation must:

- Fulfill the community' proposal, while taking into account potential separation.
- Provide for the stability and security of the IANA functions. Consider and care for our employees – their preferences, morale, retention, and career growth and development.
- Ensure the long-term viability of the PTI staffing model.

Although the staffing of PTI could follow different models, ICANN proposes a secondment approach because it best allows ICANN to ensure continuity and quality in the performance of the IANA functions. At the same time, secondment satisfies the requirements of the CWG Proposal that: “The existing IANA functions department, administrative staff, and related resources, processes, data, and know-how will be legally transferred to PTI.”¹

Staffing Proposal

ICANN proposes that:

- Current IANA department staff be seconded from ICANN to PTI, via contract, to perform the IANA functions.
- The PTI President be a seconded ICANN employee, and the role of the PTI President be filled by ICANN's Vice President of IANA.
- The PTI Treasurer and Secretary be ICANN direct shared resources.
- All future PTI staff be seconded from ICANN to PTI.

Separation

There are multiple ways that separation could occur. The ICANN-PTI contract(s) will allow for any separation scenario that the community decides to take. The contract(s) will require ICANN to facilitate a smooth transition and cooperate with the community's choice of separation.

Employment Details

Employment

The seconded employees will be employed by ICANN with job descriptions that specify their responsibilities to perform a role exclusive to the IANA functions. Any employee in these roles will be employed by ICANN and seconded contractually to PTI.

The seconded employees will follow ICANN's policies and procedures, including any specific policies and procedures required to perform the IANA functions.

¹ Paragraph 1109 of the CWG-Stewardship Proposal.

Benefits

The seconded employees will be offered the same benefits as other ICANN employees.

Payroll

The seconded employees will be part of the same payroll system as other ICANN employees.

Performance Management

The seconded employees will be subject to the same performance management program as other ICANN employees. Under this performance management program, employees will be assigned objectives pertaining exclusively to performing the IANA functions. For the role of PTI President, the PTI Board will set goals and review performance.

Advantages of Secondment

Employee Considerations

- The staff members who currently perform the IANA functions have indicated that they prefer to remain ICANN employees rather than become employees of a new, unfamiliar entity. Secondment reduces the risk that these employees will seek other employment because they do not want to become employees of PTI.
- With secondment, ICANN can maintain the employee-employer relationship without disruption, and PTI will not have to enter into new employment relationships with the affected staff to enable them to perform their same jobs. Stability of the current IANA team is critical to the secure and stable performance of the IANA functions. The secondment approach is the optimal staffing approach because it is designed to maximize the possibility of continuity within the current IANA team.
- Secondment also helps ensure that there will not be two different classes of employees – ICANN and PTI. ICANN proposes that secondment be used for current as well as future PTI staff to eliminate potential disparities. A non-secondment path at any time will invariably create two classes of employees. As employees of ICANN, individuals performing the IANA functions will have the same options as other ICANN employees. This arrangement will make it easier to recruit and retain high performers – ultimately a benefit for the customers of PTI.
- During this transition period, for the stability and security of the performance of the IANA functions, continuity in the leadership of the IANA functions is also important. ICANN proposes that the role of President of PTI be held by the existing Vice President of IANA. The Vice President of IANA has expressed a preference for secondment rather than enter into an employment relationship directly with PTI. The IANA employees will benefit from a leader whom they know and trust to carry them through this transition period. For this reason and because of the importance of historical and direct knowledge of the IANA functions operations, secondment for the PTI President role is also optimal.

Operational Considerations

- Secondment allows the positions and employees performing the IANA functions to be exclusively dedicated to IANA operations, based on the explicit and detailed conditions of the contract between ICANN and PTI.
- Secondment allows for ICANN to leverage the existing payroll system instead of setting up a new payroll system for PTI, which is costly and time consuming to establish and manage.
- Secondment also allows employees to continue to have access to the same benefits, the same performance compensation programs, the same legal protections and the same career development opportunities. Although PTI could possibly provide similar benefits, compensation programs and legal protections if it directly employs staff members, as a small organization, PTI could not give employees the same career growth and development options.
- The roles of the PTI Treasurer and Secretary are not expected to require full-time employees. As such, cost-effectiveness and operational efficiency can be gained by ICANN providing qualified shared resources to PTI to serve as Secretary and Treasurer.
- ICANN will also provide shared resources and support services to support PTI operations. This will allow PTI access to ICANN's resources and expertise to maintain the same customer support service levels. This is the most cost effective approach as opposed to PTI having to create new functions for HR, finance, procurement, IT, office management, etc.

Separation Considerations

There are multiple ways separation could occur. Secondment and shared services allow for flexibility in accommodating the various possible separation scenarios, while ensuring the stability and security of the IANA functions at the time of separation.

Scenario 1 – PTI becomes independent from ICANN. In this scenario, PTI will offer all seconded employees employment with the independent PTI. ICANN will continue to provide shared resources and support services to PTI until PTI is capable of sustaining operations on its own.

Scenario 2 – A successor is created or selected, and all seconded employees transfer. In this scenario, the new successor would offer employment to all seconded employees. If the successor requires, ICANN will provide shared resources and support services to the successor to ensure continued performance of the IANA functions until the successor is capable of sustaining operations on its own.

Scenario 3 – A successor is created or selected, and some seconded employees are selected to transfer. In this scenario, the new successor would offer employment to selected seconded employees, while the remaining employees would be made available to the successor until the successor puts a team in place. ICANN will provide every opportunity for employees not selected by the successor to explore other employment opportunities within ICANN. If the successor requires, ICANN will provide shared resources and support services to the successor to ensure continued performance of the IANA functions until the successor is capable of sustaining operations on its own.

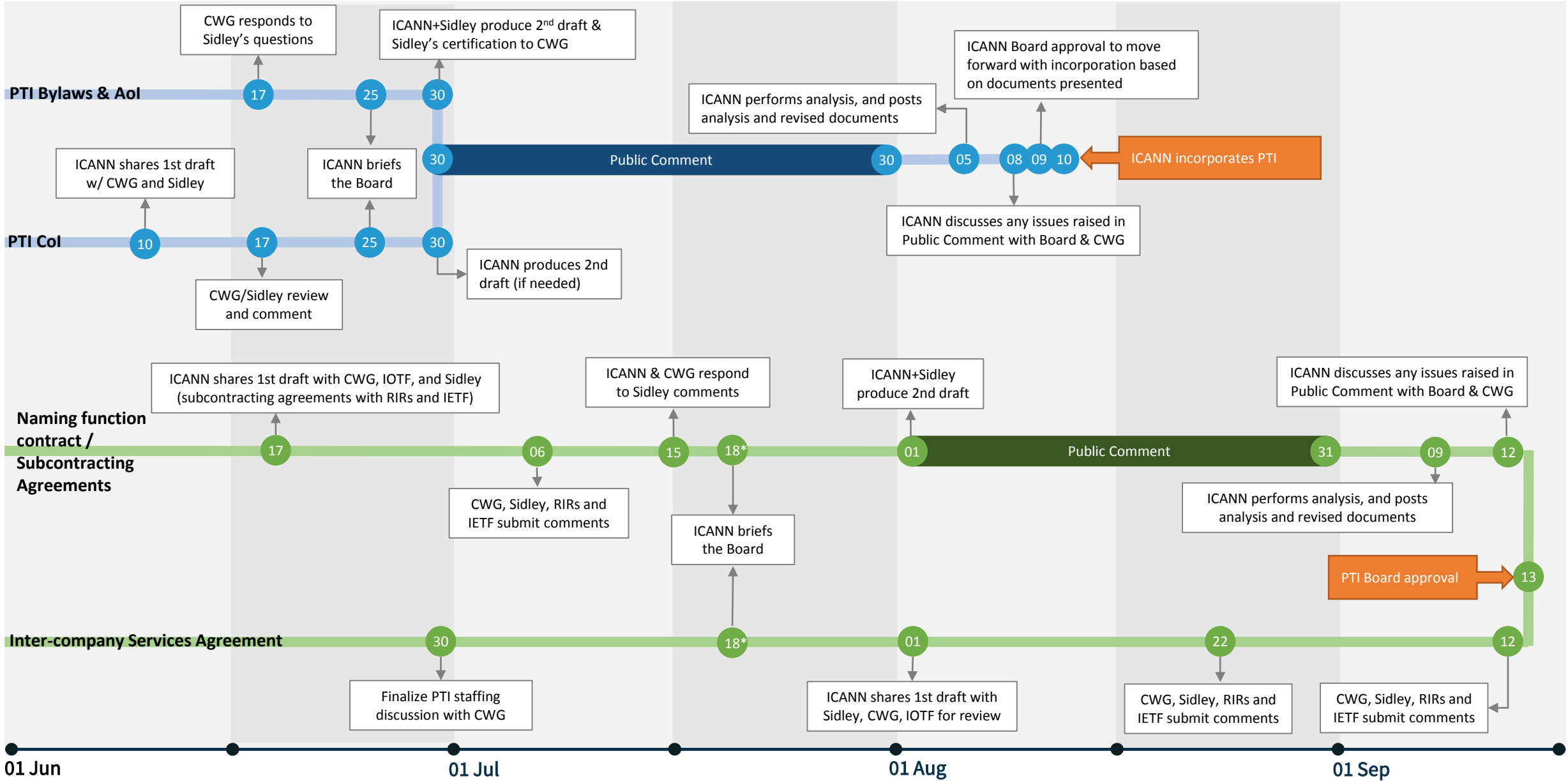
Scenario 4 – A successor is created or selected, and no seconded employees transfer. In this scenario, ICANN continues to operate the IANA functions until the new successor puts a new team in place, and ICANN will cooperate in the training of the team as needed. ICANN will provide every opportunity for employees to explore other employment opportunities within ICANN. If the successor requires, ICANN will provide shared resources and support services to the successor to ensure continued performance of the IANA functions until the successor is capable of sustaining operations on its own.

Conclusion

If IANA staff were required to enter into a direct employment relationship with PTI in order to continue performing the same jobs performed today, retention problems could result. This lack of continuity could jeopardize the immediate as well as long-term stable performance of the IANA functions. Therefore, for the reasons stated above, ICANN recommends that all IANA staff be employed by ICANN and seconded to PTI for the performance of the IANA functions. The secondment arrangement should be structured in a way that meets the community' separability goals without jeopardizing the performance of the IANA functions.

AOB & Closing Remarks

PTI Work Plan



PTI Work Plan (DRAFT FOR DISCUSSION)

PTI Bylaws and Aol

CWG responds to Sidley's questions	6/17/2016
ICANN briefs ICANN Board	6/25/2016
ICANN+Sidley produce 2nd draft, includes Sidley's certification for CWG	6/30/2016
ICANN starts Public Comment	6/30/2016
ICANN ends Public Comment	7/30/2016
ICANN performs analysis, and posts analysis and revised documents	8/5/2016
ICANN discusses any issues raised in Public Comment with Board & CWG	8/8/2016
ICANN Board approval to move forward with incorporation based on documents presented	8/9/2016
ICANN incorporates PTI	8/10/2016

Conflict of Interest Policy

ICANN shares 1st draft w/ CWG and Sidley	6/10/2016
CWG/Sidley review and comment	6/17/2016
ICANN briefs ICANN Board	6/25/2016
ICANN produces 2nd draft (if needed)	6/30/2016
ICANN starts Public Comment	6/30/2016
ICANN ends Public Comment	7/30/2016
ICANN performs analysis, and posts analysis and revised documents	8/5/2016
ICANN discusses any issues raised in Public Comment with Board & CWG	8/8/2016
ICANN Board approval to move forward with incorporation based on documents presented	8/9/2016
ICANN incorporates PTI	8/10/2016

Naming function contract / Subcontracting Agreements

ICANN shares 1st draft with CWG, IOTF, and Sidley (subcontracting agreements with RIRs and I	6/17/2016
CWG, Sidley, RIRs and IETF submit comments	7/6/2016
ICANN & CWG respond to Sidley comments	7/15/2016
ICANN briefs ICANN Board	7/18/2016*
ICANN+Sidley produce 2nd draft	8/1/2016
ICANN starts Public Comment	8/1/2016
ICANN ends Public Comment	8/31/2016
ICANN performs analysis, and posts analysis and revised documents	9/9/2016
ICANN discusses any issues raised in Public Comment with Board & CWG	9/12/2016
PTI Board approval	9/13/2016

Inter-company Services Agreement

Finalize PTI staffing discussion with CWG	6/30/2016
ICANN briefs ICANN Board	7/18/2016*
ICANN shares 1st draft with Sidley, CWG, IOTF for review	8/1/2016
CWG, Sidley, RIRs and IETF submit comments	8/22/2016
ICANN+Sidley produce 2nd draft	9/12/2016
PTI Board approval	9/13/2016

* ICANN is still trying to confirm this date

Appendix

Discussion Items & Status

Items	IOTF Agreement	CWG Agreement	Decision	Next Step
Define selection criteria for Nom-Com PTI independent Directors				Fold into PTI Bylaws discussion?
PTI staffing				In discussion
PTI governance documents (Bylaws, AoI, Col)				In discussion
ICANN-PTI Contract(s)				In discussion
IANA IPR - TBD				
IANA Customer Service Complaint Resolution Process	✓		Clarification provided	Implementation
IANA Problem Resolution Process	✓		Clarification provided	Implementation
PTI services	✓	✓	PTI to perform all 3 IANA functions	Implementation
Approach for selection of interim PTI independent Directors	✓	✓	CWG Chairs to serve as interim Directors	Implementation
CSC formation	✓	✓	Issue request for appointment	Implementation
RZERC charter	✓	✓	Post Charter for public comment	Public Comment

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 (IOTF Call #1, 21 March 2016 / CWG Meeting #78, 31 March 2016)
 - Ongoing Selections
 - NomCom will be the appointing body for PTI independent directors (IOTF Call #1, 21 March 2016 / CWG Meeting #78, 31 March 2016)
- **PTI Structure**
 - PTI will perform all 3 IANA functions (IOTF Call #2, 25 March 2016 / CWG Meeting #78, 31 March 2016)
- **Document Review Process & Timeline**
 - Agreement reached (IOTF Call #4, 04 April 2016)
- **IANA Escalation Mechanisms**
 - Clarification provided by Chuck Gomes and IOTF has no objections to clarification. (IOTF Call #8, 10 May 2016)
- **CSC**
 - CSC formation process and timeline shared and received no objections via IOTF call and CWG mail list. (IOTF Call #9, 20 May 2016 / CWG mail list 26 May 2016)
- **RZERC Charter**
 - RZERC Charter was shared and finalized over the IOTF and CWG mail lists. (IOTF mail list 03: June 2016 / CWG mail list: 17 May 2016)

Document Review Process & Timeline

