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CLAUDIA RUIZ: Good morning, good afternoon, and good evening to you all. Welcome to the LACRALO Governance Working Group call on Wednesday, 23 of March 2020 at 23:00 UTC.

On today's call, on the Spanish channel, we've got Sergio Salinas Porto, Harold Arcos, Vanda Scartezini, and Lilian Ivette De Luque.

On the English channel, we've got Jacqueline Morris.

We've got apologies from Humberto Carrasco.

Our interpreters today are Veronica and David.

And before we start, I would like to ask you to please state your name before taking the floor for transcription purposes and also for the interpreters to identify you on the proper channel. Thank you very much, and now I'm giving you the floor, David.

DAVID PLUMB: Sergio, if you'd like to welcome us. I'm going to start.

SERGIO SALINAS PORTO: Thank you very much, Claudia and David. As you know, after a certain time working with different stakeholders in the region, we managed to have a first draft for our Rules of Procedure. It was consulted with some who did not participate in preparing these Rules of Procedure for some reason, but this has been discussed among many of us.

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*Note: The following is the output resulting from transcribing an audio file into a word/text document. Although the transcription is largely accurate, in some cases may be incomplete or inaccurate due to inaudible passages and grammatical corrections. It is posted as an aid to the original audio file, but should not be treated as an authoritative record.*

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So, David [who is now in this meeting,] he will need to intervene so that the meeting can have a good end and that we can finally complete our rules of procedure and be very happy for those of us [who have worked,] Humberto, Carlton, Vanda. I don't want to forget anybody else but even Harold and myself. There have been many others. Lilian, Carlos Raul.

We should all try to reach a good end and try to hold each other virtually because the coronavirus does now allow us to do anything physically. So, after these introductions, David, you now have the floor, and good work.

DAVID PLUMB:

It is a pleasure to be back here with you. What I would like to do before starting this discussion—before discussing this document—I would like to say two things. First, I would like to show some highlights of the document and also some pending issues. And then I would like to ask you, those of you on the call, about the issues that you want to be dealt with today. So, before that, then let's make a list of today's agenda.

So, let's do those two things and then we can start discussing among all of us. Claudia, can you please show the presentation that I've prepared? Thank you very much. It's in English and Spanish, for you Jacqueline [in particular.]

I will say that these are six key items in this draft rules document that was sent to all of you a few days ago. I would like to highlight a few things here. First, this document attempts to use the language and the agreements that we managed to have in the document. And this is

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important because it's not just an [adventure] to have an operating principles but it's actually an extension of these principles by using the agreements and the consensus that we reached of it.

Secondly, these rules of procedure contain a [inaudible] process on elections and assembly, and it is important to mention this. Third, it includes a few details on the new virtual ALS for individual users. It offers a solution for pending issues from our conversation in Puerto Rico a two years ago, and this was the [famous] discussion between North Korea, South Korea, and Central Korea on whether individual users can hold leading positions in LACRALO. And this document lands on this idea that, yes, they can, but they need to be nominated by a traditional physical ALS. I can discuss the logics of that a little bit and how this is compatible with the rotation principle and also compatible with the idea that we want those who are leaders in LACRALO can represent people.

The fifth point includes language on making rotation operational and also to make operational the weighed voting. These are important principles on the rules of procedure. It also contains some orientation on the roles and responsibilities of the LACRALO leaders and their directors. So, these are important issues on the 13-page document. Let's go now to the next slide.

Some issues are still pending and this is based on some comments by Carlton and Jacqueline one day ago and other issues that are not or have not been 100% completed or solved.

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Once again, I'd like to mention six issues here. One is the way in which we are understanding the election, the annual election procedure. If this annual election is [inaudible] assembly or is it something else or whether we are all going to use the assembly language that is in this document. There is confusion in this document and this is something we need to solve.

Second, we need to define the weight of the weighed vote for the new virtual ALS. There is a proposal for this to be the average of all the other ALSes.

Third issue, with respect to the supervision of the new virtual ALS, who is going to supervise this and who is going to be the authority accepting requests, applications, and the authority that will enforce it? There is a proposal on the document that [it needs to be] the LACRALO Board. And the question is: for how long? And when the new virtual ALS is going to be more independent.

The fourth item intends to clarify a confusion on the metrics issue and this perhaps can be solved by looking at the metrics document itself. But there is confusion on how or what is interaction between the metrics [of an] ALS an ALS and the members of that ALS. Perhaps we can just solve this by having a look at the metrics document.

The fifth point, there are a few questions on how the abstentions are going to be counted at the moment of voting and also some confusion on the simple majority versus 50 plus one. There are then some doubts that we need to clarify and we need to be sure that we are all on the same page.

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Finally, there are some suggestions on clarifying the language and clarifying the way in which things are expressed.

This is my attempt to summarize what is already in place in the document and what still has to be solved to complete the draft, to close that draft so that this can be submitted to you for approval as the Governance Working Group and then to continue.

This is taking us now to the next item. Knowing all of this and knowing that we have a bit more than an hour to have this discussion, I would like you to mention the issues that you would like to work on today. We could include one of those issues that we have now on the screen and we can also discuss other issues that are bothering you that you want to clarify on the document.

So, then why don't we open this up? I don't know how you do this on Zoom. Do you use the hand feature? You can do this any way you want.

SERGIO SALINAS PORTO: Yes. We'll raise our hands.

DAVID PLUMB: So, please, then, raise your hand if you want to discuss an issue this evening and please say which issue is that and let's make a quick list. I'm going to ask Claudia now if I can share my screen and I can then make note of people talking.

So, I see Sergio and then Vanda. Sergio, go ahead, please.

SERGIO SALINAS PORTO: I have no preference for any issue. I would like us to follow an order which is the order that you mentioned on that list, and we should have a look at those issues one by one until we complete them. If we manage to [complete] two today, then it's going to be two and then [inaudible]. Thank you.

DAVID PLUMB: Vanda, please.

VANDA SCARTEZINI: I agree with Sergio. There is a list already. We need to continue with that list. We start with one, then we go to another. If there's no more time, then we'll just continue on a different day because we are going to waste our time because we are very few today. So, let's just follow this list.

DAVID PLUMB: Is there anyone who cannot live with this logic? Otherwise, we will just progress with this logic and we are going to go then item by item and we're going to have a discussion. So perhaps I can ask Claudia to show this list on screen so I can start typing on my computer and then show my screen.

The first item on the list I sent you is whether we are going to deal with the electoral process that we have [inaudible] as an assembly or if it is simply an electoral process. There is confusion, because so far, we have

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believed that this electoral process is some kind of virtual assembly. And when we edited this document, we realized that the electoral process has its own logic. It doesn't necessarily follow everything that we describe on the document in terms of assembly.

So, we are trying to make a difference between an electoral process versus an assembly. This has caused some confusion. So, I would like to invite you to express some clarification. Maybe somebody can help us with this. Sergio, please.

SERGIO SALINAS PORTO:

Thank you, David. It's a pity that Humberto is not here with us on this call because when we wrote this, we divided it into two ways of seeing these processes in the region. There is one process that happens every certain time and that is the assembly. It's the assembly that has been specifically mentioned in these rules of procedure. But there is some degree of confusion between the election and the [non-election.]

To me, the election is an electoral process without an assembly. The assembly is something more than just an electoral process that we do not do on our daily life in the region.

So, because there are different processes, we separate a simple election from the assembly itself. This is a much more complex process with other interactions. And actually, the chair and the secretary in the region are not necessarily the chair and secretary of that assembly. They are those who will run and are voted by their peers in the assembly process.

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So, what was clear for us was that an electoral process has certain times. These times are marked by ALAC, not by the electoral process or by LACRALO. And there are certain days in which we have to issue the call for election. This has nothing to do with a general assembly in our region. It has to do with an electoral process that needs to [be marked] and conducted.

And to wrap up then, what has happened in the past is that we've called everybody for the assembly. We called everything an assembly. We would meet in a group meeting and this was an assembly, and we'd meet somewhere else and that was an assembly.

And there are actually three processes. There are meetings, there are ordinary and extraordinary assemblies, and the electoral process. There are these three things. Thank you very much.

DAVID PLUMB:

Thank you very much for clarifying. Jacqueline, please go ahead. You have the floor.

JACQUELINE MORRIS:

Hi. The thing is, the elections are supposed to be held within the assembly, and when we have the virtual assembly, we could have other things up for discussion or vote. For example, we could make motions to make changes and things and so on. We just haven't been doing that. But by definition, the elections were defined to take place within an assembly.

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So if it is that we find that the virtual assembly does not have enough characteristics of an assembly for everyone, we can adjust the virtual assembly to have whatever characteristics that you feel necessary that it should have for it to be a full-fledged assembly in your mind. But by definition, the election can only take place within an assembly of the members. That's it.

DAVID PLUMB:

Thank you, Jacqueline. Vanda will have the floor, and then I will try to wrap up.

VANDA SCARTEZINI:

What I would like to say is this: using the same name for things that ICANN interprets differently, for example, the general assembly that we're going to have in Cancun next year, if we use the same names, this will cause the confusion that we already had, and we may refer to assemblies when there are these general assemblies when the specific dates have been stated for elections.

But I personally feel that using the same names for different things or things that are understood completely differently by the whole of ICANN would cause confusion within the LACRALO members. I have no issues with that, but the election is a process with very clear dates, and we need to do this this way. And when we decide the elections, there is a whole confirmation process, so I think we need to follow a process that is not imposed by ALAC as the assembly, and we need to decide things like changes in the laws, changes in the bylaws, changes in

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groups, defining strategies for the next year, for the next five years, and this is a lot more relevant than the simple election process.

So I think Sergio is okay when he says that the assembly needs to be separated from the elections to continue with the name that is used by ALAC, for example. Thank you.

DAVID PLUMB:

Thank you, Vanda. What I see here is this: perhaps as a way to move forward, we need to make a difference in this document. The difference should be made between the assembly and the elections, because they have different functionings and differing logics.

And Jacqueline, I'd like to go back to you and Carlton, perhaps not on this call, but perhaps I would like to go back to you in order to close this issue. I see logic in what Sergio and Vanda are saying for this document, because we need to make a distinction between an assembly, a meeting and an election.

So Jacqueline, is that a new hand? If that is the case, please, you have the floor.

JACQUELINE MORRIS:

Yeah, sure. You can. It's just that in English, an assembly is not just a meeting. You don't have to change rules of procedure, you don't have to make additional motion beyond. You can have a general assembly just for doing elections. You don't have to have one assembly a year or every two years. It does not have to be face-to-face. There's a structure, there's a power to an assembly, and almost always, elections are done

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during an assembly. Therefore, if we want to take elections outside of that, that's a whole other story. So yeah, we can talk about that separately. Thank you.

DAVID PLUMB:

Thank you, Jacqueline. I think that we're going to continue with the document, we're going to discuss this separately, and we can have an election within an assembly. But when we speak about elections in this particular document, there is a logic and this is what Sergio and Vanda are saying.

Let's move forward to the next item, and this has to do with the weighing of the vote for the virtual ALS. There is a recommendation in the document, and the recommendation is this: we should take the average of all the ALSes in the region, and this is in order to add people from new places and areas. So we should take the average when weighing both.

So my question for you is this: is there anyone who cannot live with this proposal that the weighing should be the average of the existing ALSes in the region? Is there anyone who cannot live with that proposal?

VANDA SCARTEZINI:

A point of clarification. We say region or subregion, or the country? B c in this case, we speak about three things: we speak about the region, this is Latin America and the Caribbean, then we speak about the subregions, these are four different regions, and the new speak about countries. So I think we need to make a point of clarification.

DAVID PLUMB: I see Sergio's hand. I would say that as far as I understand, we should be referring to the region as a whole, the Latin America and Caribbean region. Sergio, please go ahead.

SERGIO SALINAS PORTO: I need a point of clarification, David. I would like to understand this point. Are you asking if we agree with the weighing of both?

DAVID PLUMB: No, the question is this: the new virtual ALSes will have a weighing at the time of voting. So we say that we should take or should consider the average of the existing ALSes in the region, that is to say the Latin America and Caribbean region.

SERGIO SALINAS PORTO: I think that we could take the average, but not the whole country or the country taken as a whole. I mean in Argentina for example, the vote is divided into 10 or 11. So none of those ALSes should be more important than the average of ALSes in the region. So I would agree if we take that. If there r other votes, I think that I would be against, because I believe that there is no group of people with more power than an organization.

DAVID PLUMB: Harold, I see your hand up. Please go ahead.

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HAROLD ARCOS: Thank you, David. I think it is important to highlight that the weighing of a virtual ALS is a weighing of the other voting ALSes or the other ALSes that are voting in the process. We understand that this is a voting process and perhaps we need to make a point of clarification. We're referring to the average of voting ALSes. This is a point to take into account.

I am suggesting this because within the voting process, we should be considering those ALSes that are part of the process. Those abstaining, those which are not voting in the process, should not be taken into account for the virtual ALS. Am I being clear?

DAVID PLUMB: Okay. Yes, Harold. Perhaps you can help me, but in this particular case, the weighing of votes does not depend upon the voting ALSes or the amount of ALSes that are voting. The weighing is taken into account based on the amount of ALSes existing in one particular country. So, what you, Harold, are proposing, does not apply here because weighing will not vary during the election depending on the voting ALSes. I mean the weighing should be based on the amount of ALSes existing in one country. And please feel free to correct me if I'm mistaken. Vanda, please go ahead.

VANDA SCARTEZINI: It's not a correction to you, it's just a comment. As you said before, we are talking about carrying out virtual voting in the region, so we cannot

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think individually or we cannot say that we will know the weighing of a vote individually. We need to have a clear rule, otherwise it's going to be very difficult to create a discussion on this topic because we'll be changing our minds anytime we are carrying out an election.

So rules should be clear, and I don't think this is going to be fair. The ALSes should not have a change in weighing. So I believe that we should take into account all ALSes. This should be clear.

DAVID PLUMB:

Okay. Thank you, Vanda. Harold, is there any other comment?

HAROLD ARCOS:

Thank you, David. Okay, so based on your clarification, I think that we should take this point and we should be adding to the document this point of clarification. I believe that the weighing of the virtual ALS is going to vary according to the point in time and according to the amount of ALSes, so perhaps that should be taken into account, right?

So everything will depend on the amount of ALSes that we have in the region. So this is just a point of clarification again.

DAVID PLUMB:

Thank you, Harold. Next point, next item, this is a question on who is going to oversee the initial functioning of the ALS. For example, the request of the applications to be part of the ALS, of this virtual ALS.

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In the document, there is a footnote reading that the LACRALO board, during the first year of this virtual ALS, will be in charge of coordinating that process. But this is the only reference in the document. the document has not specified when this is going to end.

However, I would liker to ask for your input. Perhaps you can suggest any other point. First Vanda, and then Jacqueline.

VANDA SCARTEZINI:

I believe that, taking into account what other RALOs do, we need to take two things into account. We should have a clear rule on participation in that particular ALS, so we should define the process for that virtual ALS. That is to say, how members are going to be engaged and how they will elect their representatives, because as in any other ALS, they need to have a representative and the name needs to be sent to LACRALO. So they should elect among its members one person representing the ALS. This does not mean that the other participants will not be able to participate, but at the very beginning, they will have to elect one representative who will be entitled to both.

So this is for the ALS to comply with the same principles that are applicable to the other ALSes. So I believe that the board should decide upon this. But then the group itself should elect its representative, the group should decide upon the elections and how they will work. This is the group itself deciding upon these points, and this is the same that other ALSes do.

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DAVID PLUMB: Thank you, Vanda. Jacqueline, please go ahead.

JACQUELINE MORRIS: Hi. The issue that I had is that there was no end time or end criteria or anything. It said at least a year, which means that if people so feel in the board, the board could run the virtual ALS forever, and that would not make it an ALS, because an ALS deals with its own election of representatives, how it's going to work and so on.

So I just wanted to make sure that we put in there something that says, well, the virtual ALS during the first year or whatever time should develop its own operating principles and rules of procedure as to how it will elect people and so on. and when all that is done and this election occurs under the supervision of the board, and everything goes well, then all the criteria are checked and the ALS can be independent of the board and it can, according to the rules that have been put in place, accept members, put metrics on members whether they're participating or not, whatever, however that ALS decides to run itself the same way ISOCs and whatever other ALSes run themselves. It's just something that is missing in there.

DAVID PLUMB: Thank you, Jacqueline. Yes, you're right. There is no reference to that particular piece of information, and perhaps you're suggesting just adding metrics like for example having a certain amount of participants or something of the kind so that that virtual ALS may decide the time in which they start working by themselves without the [separation] of the LACRALO board.

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The document indicates that the virtual ALS is going to elect its own representative and that representative will be in charge of representing the virtual ALS in the processes of LACRALO. But the document does not state the point in time in which a virtual ALS is going to be independent when the ALS is going to start receiving the application of the members, etc.

So I don't know if anyone has any suggestion or any comment to define the time in which the ALS should be independent. So perhaps we could add that information to the footnote. I see Sergio, so please go ahead.

SERGIO SALINAS PORTO:

I welcome Jacqueline's comment, because she's paving the way for us to keep on working. At the very beginning, I thought that the board should be in charge of starting or kicking off this process, but it was not clear to me how the process was going to continue after that initial kickoff. So we had a virtual ALS, so perhaps we need to define the minimum amount of users to create that virtual ALS. Then we need to decide upon the processes that these ALS should have to create its own internal rules. Then we need to see what happens if the ALS does not meet the metrics. Then we should decide upon that. But I believe that it should follow with the same rules for ALSes not complying with the LACRALO rules.

But what happens if that ALS has no members? For example, we have nowadays many individual users, but they're not participating, they're not engaging. So, what are we going to do? So we need to decide upon that and we need someone to draft something about that. This is just

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the starting point, but these are my comments and my doubts. So Jacqueline, perhaps you have any idea and you would like to start discussing the idea. We can take your idea as a starting point and perhaps we can start working on that, and perhaps any other participant could contribute to this as well.

DAVID PLUMB:

Thank you, Sergio. And as you were talking, Jacqueline wrote something on the chat room. She's describing an option. And Vanda, you now have the floor.

VANDA SCARTEZINI:

I first think that the board needs to have sort of a baseline for these ALS. These ALS follow these bylaws or this baseline from the time they have three or more people. If they have less than three people, they cannot have access to this virtual ALS. This is my opinion.

The same happens with the voting process. [We just] need to have a simple paragraph stating that all the rest of the conditions after the fact that they say that they have been accepted by ALAC or LACRALO, this ALS needs to follow all the metrics and procedures that the other ALSes have to follow as well.

I don't see why it would be difficult to organize around this person in the region.

DAVID PLUMB:

Thank you, Vanda. Silvia Vivanco.

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SILVIA VIVANCO: I just want to share that, as you know, in Europe, EURALO has an ALS that brings together all the individuals. They have their own bylaws, and that ALS is the one that reviews all the applications and decides to approve or not approve any individuals having access to the organization.

I think they have more than 30, if I'm not mistaken, and the ALS has to meet the same metrics as any other ALS within EURALO. In a few minutes, I'm going to show you their bylaws so that you can have a look at them, and I also wanted to say that in the case of EURALO, this is an organization that has been legally incorporated under the laws of Switzerland and maybe you can be thinking of doing something similar. It would be then an organization incorporated legally in a Latin American or Caribbean jurisdiction.

DAVID PLUMB: Thank you, Silvia. This is a dilemma for you if this is the way you want to go. Sergio, do you want to answer?

SERGIO SALINAS PORTO: There's just one thing I want to add. I'm not sure if we need to do this. We need to think that these people are alienated people who cannot participate in any other organization in their country, who cannot get integrated. It's these kinds of individuals. They cannot be part of any organization, they don't get [well] with anybody, and they have no [breadth] to sort of include them in a physical organization.

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These people are alienated and they're alone, and they are detached from the rest of the organizations. So the best thing is for them to work in a virtual organization, and I'm not sure whether we can do this. There is money that needs to be paid also to develop all these. It's not just that then. In my case, our organization pays a lot of money every year in order to have their balance sheets to call the assemblies. I think we don't necessarily need to spend all that money.

DAVID PLUMB:

You sort of cut off a little bit, Sergio. I'm going to propose something now to see if we can live with something, and I feel where we are seeing this idea now in the region is that we would need a few years to put this up and to let it work without much bureaucracy for the time being. This means that the board and the LACRALO leadership will incubate this and will let this evolve with its own rules and procedures which can be very simple, as Vanda is stating. And any decision on a formal incorporation as an entity will come a lot later, because we need to see if this is going to take flight or not.

So my recommendation is to ask whether this is going to start from the board that has its own internal rules of procedure, and then once it crosses the barrier in the number of participants, it will no longer need supervision from the board. And then in two or three years' time, we will see if it requires to be incorporated.

What do you make of this? Do you have any issue with this?

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VANDA SCARTEZINI: I want to add another issue here. In Europe, they have Switzerland that has international rules and we all know that. Here in our region, I think the only way to accept an NGO or an organization, the only country that can do this is Uruguay perhaps, but not many others. It's not that simple to incorporate this just simply. It's not easy. I don't think this should be a demand for our region.

I think it needs to be simple, it needs to have its own bylaws, but after a certain time of having followed all these very simple metrics that simply state that they have to choose their own representatives, that this representative needs to follow all the rules that the other ALSes follow, and after some time, if you want to get organized differently, you can, but initially, there has to be some orientation for two or three individuals [throughout the] organizations getting together. We don't have so many here.

DAVID PLUMB: I think there is another comment. Jacqueline, please go ahead. You have the floor.

JACQUELINE MORRIS: Thank you. Okay, I wanted to hold back on some of my thinking because [inaudible] some more, but the general thinking that I have is creating a virtual ALS, [but this is an ALS.] And like all the other ALSes, it should organize itself. Now, it's a new group, therefore the board can assess and supervise it for a period of time, but it doesn't have to be time-based because depending on the individuals who join, how quickly they

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join and how quickly they organize themselves, it may not take three years. It could take one.

So I'm thinking that a criteria-based thing would be much better where we say, okay, when we've got a certain number of members, when we've got our rules of procedure, our documents that say how—our governance documents, whether they be rules of procedure, operating principles, bylaws, whatever that group of people will use, the individual users, whatever they get together in that virtual ALS and decide. They have governance documents that include how they will vote for their representative and so on and so forth, they determine how they're going to fund for whatever activities they decide to do as an ALS.

Once all of that is set up and they have election and they vote for their executive, because every ALS has an executive of some sort, so they vote for their executive, maybe [inaudible] themselves, the executive goes ahead and starts managing the organization, and we test [inaudible] against the metrics of every other ALS, and when they pass those metrics, let them go, whether it be six months, a year, 18 months, three years. Let's just make sure that they're organized, they're able to run themselves as an At-Large structure, and then they can decide if they want to raise funds and incorporate. That doesn't have anything to do with LACRALO board necessarily, because does the LACRALO board determine if every organization that has joined is incorporated officially or if it's just an association or what legal status it has?

There's no requirement for legal status on ALS. So every ALS decides how they're going to organize themselves. I don't see why the virtual ALS should not have that same opportunity. Thank you.

DAVID PLUMB: Thank you, Jacqueline. I see Carlos Raul's hand up.

CARLOS RAUL GUTIERREZ: Thank you. I think this is a very interesting conversation that we can't write anything on the fly. Perhaps we should take note of this, and we can ask Jacqueline to send a written note. And my other comment is people who are under the age of 18 are governed by their parents until they get to the age of 18.

So if we invent a new [artifact,] we need to be very careful that it will work properly and that they can just reach the same rights that the others have. This is my suggestion. Perhaps we can have this in writing, because we've been discussing this for one hour already.

DAVID PLUMB: Thank you, Carlos. Sergio, can you wait, or do you want to end this discussion with a short comment?

SERGIO SALINAS PORTO: I'm going to be very brief. There are some examples like the EURALO examples that really work very nicely. But we also need to understand that most of ISOC is in there, and so they're not individual users and they start being ISOC individuals who for several reasons, or because they didn't want to be in ISOC anymore, they find a way to justify their participation. So we need to consider this, because otherwise, we will get locked down on something that will be an ISOC ALS.

DAVID PLUMB:

I have some notes of this conversation, and Jacqueline has also offered to put something in writing, and I think we've progressed, because we have good notes and there is a good way forward. So let's go to the next item, and this is an item on metrics.

I'm raising this point because this is something that was mentioned by Carlton and Jacqueline, and it has to do with how we understand the metrics and the application to the ALS, because the ALS is nothing more than a member. So I don't really have the document in front of me, but maybe somebody can clarify, how are we going to apply the metrics process to the ALSes to know whether they are or they are not active? Maybe somebody who worked on the drafting on this document.

SERGIO SALINAS PORTO:

I can raise my voice. We have a Metrics document that states very concisely—it has only two articles—when an ALS is active or inactive. It is very clear. Now, we would need to materialize this into the rules of procedure. What we wrote there is some work that the secretary and the secretary elect need to do where they need to provide a report in March, and by the end of March, they need to say which are the active and inactive ALSes.

And there are some very light parameters, such as the fact that they can be at least one time in a LACRALO meeting or they need to have participated in the group. These are just some examples of how the secretary, secretary elect, and vice chair need to include this. This is

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because in April, we start calling for elections, and we need to know which ALSes can and cannot vote, etc.

This ends when the ALS starts to participate. So the ALS removes this sanction once there is participation. It is very concise, and there aren't many questions, at least not from me.

This document that has already been voted defines these very specific things.

DAVID PLUMB:

And Sergio, before I give the floor to Jacqueline, I think the question here is any individual within that ALS will count for these metrics?

SERGIO SALINAS PORTO:

Yes, of course, because LACRALO needs to measure the participation of the ALS, not the individuals. If there is a person from Jacqueline's organization because she cannot come, and that person participates, then that organization has a voice and a vote.

The person does not need to be in person necessarily, but the organization needs to be present and the organization needs to participate. This is something that is essential. It's not the person, it is the ALS. Some people may say, "Well, we just want everybody to participate and this individual user is the main user or is the main member of the ALS." Maybe they cannot participate.

What's happening to me is I cannot be present in all of the [ALS] meetings because I'm working. But if there is someone from my

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organization that can participate there, there is no issue. This is my responsibility as a chair, that as a member of my ALS, if I cannot be there, then somebody else can be there. That's all.

DAVID PLUMB: Jacqueline, is it clear now for you? You have the floor. Please go ahead.

JACQUELINE MORRIS: Thank you. My main question would be, if for example the representative has fallen down on the job and has not showed up, do we send any sort of notification to the alas to say, "Hey, this person isn't attending the meeting," so that they know that this person isn't attending the meetings and they can put someone else and they don't get marked down as being an inactive ALS when they just assume that the person is attending and going about their business and the person, the individual has not done that? Thanks.

DAVID PLUMB: Thank you, Jacqueline. Sergio, please go ahead.

SERGIO SALINAS PORTO: We need to have our obligation as LACRALO members. All ALSes should be participating. It is not our obligation to participate [inaudible], but we need to engage with ALSes and ask them to participate. Perhaps the regular member does not participate but there is an alternate. And if otherwise we need to send an e-mail to the organization for the organization to ask the member to participate or to change the member

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or replace that member for other member to be able to participate. We need to give opportunities to ALSes to participate.

But if despite all these, if they do not work and they do not participate, we need to do something because at the end of the day, that ALS comes and they vote and participate, and they have a say, a voice and influence on our activities. So we need to have two points of view. We need to embrace them all, we need to embrace the ALSes to find their way within LACRALO, but on the other hand, we need to be fair and just with all the other ALSes that actively participate who are actively involved, because then they need to share things others who are not participating. So we need to have that equal footing.

DAVID PLUMB:

I'm going to give the floor to Harold and then to Jacqueline. Harold, please go ahead.

HAROLD ARCOS:

Thank you, David. I would like to say that when we created these rules of procedure, the main objective is stated in the first paragraph, and this is to engage actively, to promote the active participation of ALSes. That's why everything is focused on or aimed at promoting ALSes, promoting their certification, contacting ALSes to keep in touch with the ALSes so as to continue with the regional activity.

So we need to remember and take into account that there is an ongoing discussion that dates back from the Dublin meeting, and we're now working on the metrics and now we have this issue of the ALS

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mobilization. So this is an initiative by LACRALO. We are looking to activate ALSes, and we're not trying to punish ALSes.

DAVID PLUMB: Thank you, Harold. Jacqueline, please go ahead.

JACQUELINE MORRIS: [inaudible].

DAVID PLUMB: Thank you, Jacqueline. Okay, so I think this is now clear, and we have this pending issue. We need to make a point of clarification or a note when there is a lack of participation or when the contact is not a good contact. This is not to punish but just to report.

So let's move forward to the next topic or item on our list. This has to do with the use of words or terms such as a majority, simple majority, and what we mean by abstention. There was a question by Carlton and a comment by Jacqueline in the draft document. and I want to make a point of clarification regarding these terms and perhaps Sergio will be helping me.

In the document, when we speak about voting, we're referring to simple majority. This term, Simple Majority, does imply the majority of vote. This does not mean for example having 50% plus one. So Sergio, can you pl help me in clarifying this? Whenever we mention votes in the document, we are using or taking into account the definition of simple majority.

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So this is on one hand. On the other hand, when it comes to abstentions, the document reads that the abstention is taking into account full quorum, if there are enough people for voting, but abstention is not taken into account as a vote. And that gave rise to some confusion in the comments. So Sergio, could you please help me in clarifying this idea of voting, the idea of simple majority and the definition of abstention?

SERGIO SALINAS PORTO:

Okay. I hope to be clear because this document was drafted—Humberto was working on the document. But let me explain something. Simple majorities are easier to count, and I think there is no issue with that. If we reach to a vote, it's because we're not able to come to an agreement before that vote. We need to get to the consensus stage. If there is no consensus, we go to a vote.

Now, what is the process like? If there is a vote, as I said before, there is going to be different points of view. Perhaps you have one, two or three different points of view. The only way of solving this is by voting, and the winner is the winner and you don't need a 50% plus one. You need a majority.

So in that particular case, we have to work on the consensus, because when we reach the voting stage, many people may think this is unfair, but those obtaining the majority of votes will be the winner. So I don't know if there is a conflict in understanding or an issue in understanding this, but I believe this should be the case. If we cannot reach to an agreement or a solution or a certain process, then we should go to a

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voting process, we raise our hand and that's the end of the situation. It's not that bad to lose an election or a vote in any particular case.

Now, when it comes to abstentions, I don't remember exactly the wording of the document. I don't have the document handy, but please bear with me, I'm trying to look for the paragraph. I think it was paragraph three.

Perhaps you can give the floor to Jacqueline first. I see her hand up, and then I will go back to the definition of abstention.

DAVID PLUMB:

Jacqueline, please go ahead. You have the floor.

JACQUELINE MORRIS:

Okay. The real thing is it depends on what you mean by who's the—if we count people who are abstaining from the vote for the quorum, that means that you're present. Whether you're voting—it depends on what you're voting on, because we have multiple motions, you vote on two, you really don't want either of the options for the third one, so you abstain. But does that affect the quorum? Does that affect the definition of the majority? Yes, it does, because you can say there's three options and there are many people who don't want any of those three, they want something else.

An abstention can give you a way to say I don't want any of these options. It's a "none of the above" kind of vote. Or it could be. So depending on how you look at abstentions in—I think it's how we look at abstentions overall with regards to we count the people who are

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present for the quorum, whether they vote yay, any, or abstain, or we can start changing our vote to say yes, no, and none of the above. Or if you're voting for an electoral position, you can vote none of the above because then that would separate out the people who just don't want any of the options from the people who just don't want to vote, because abstentions can mean two different things.

Now, once if we do that, then we have a different thing for our majority, because if we brought two options, yes or no, and then we have an option of neither, we want something else entirely or person one and person two and none of the above, then what could happen is that “none of the above” could win. With a majority or plurality, what happens in that case?

So we need to define everything very clearly. We need to say who counts the voting, who counts the quorum, but given that most of our voting has been happening in a virtual assembly in which everyone is assumed to be present once they have received their documents to say, “Hey, there's a virtual assembly starting and these are the things that you're voting on,” which means that by definition, a virtual assembly is [inaudible] whether people abstain or not.

But if they abstain because they don't like the choices, then there is no way, if you include those abstentions, that someone who does not have a majority of support will get a majority in the votes.

So I think we just have to think about it. it's not as simple as it's thought to be, because in fact, in the document, as I've read it, there are contradictions in how we deal with abstentions. So we need to think

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about it, go away, I think, think about it clearly, and then come back and make sure that we have consistency across the board so it makes sense. Thank you.

DAVID PLUMB: Thank you, Jacqueline. I fully agree with the definition, with the need to clearly define thing. Sergio, please go ahead.

SERGIO SALINAS PORTO: We never had this option of neither options, because in fact, we do not have that situation. When we're electing a candidate, we say A or B. We cannot say any of them. And if we do not like the candidates, we just abstain or we do not vote, but we never have that choice of neither of them. Living in Central Korea, it's not that way. We can live in North Korea or in South Korea, but not in Central Korea in this particular example.

So options have always been A, B, C, D, or abstention. And there is another option, which is no vote. This means that I'm not participating. And I should say that many organizations during a long time—we didn't vote as a way of protesting. We didn't vote. And that was the situation in LACRALO for many years.

So the option of saying that I do not agree with something is [that.] And the other option is to vote and choose some of the options that we have. And I'm not talking from an election point of view, not talking about candidates, I'm talking about issues that we need to discuss, policy-related issues in LACRALO.

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So I believe that things should be clearer. We do not have options for all of us, but we do have a certain set of options in the region. And when there are different points of view, all points of view are presented for participants to vote upon that.

I remember in the past Humberto was the chair and all the expressions and points of view were presented, all of them were presented. Now, if I am not participating at all and one day I see that there is an election and I want to vote, but I haven't participated at all in the process, that particular person or ALS should start getting used to participating in order to be able to impact on decisions and our reality. And I'm sure that the next time, that particular person who does not agree on a particular point now will be engaging in the future to be able to participate and to have an impact.

This is what we can do. You have the possibility to participate and to provide your point of view for you to be voted. And we also have the point of view of other people. We may have 59 different points of view, but then we need to see the winner. This cannot be 50% plus one. We have to be simple majority. If we have one participant with two votes and the rest have only one vote, that would be the winner because there is no other option.

The other option is to come to an agreement, but if we don't come to an agreement, we have to go to an election. So this is simple.

DAVID PLUMB:

There are definitions that are not clear in this document, so it deals with simple majorities, and if you go to a dictionary of simple majority, then

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these are the ones that will get the higher number of votes. So this can be more than 50% or less, but it would mean the one that has more votes. So we need to properly define this. Sergio will make the case for this to be so.

Now, as far as abstentions, this is not applicable here because it refers to the ones that have [no vote,] so I don't think this is necessary. To progress on this issue, I would say we should include the definition of a simple majority in the document, and then we will have a look at the document to make sure that it is consistent when referring to abstentions in this logic. Do you agree with this way forward? Any questions on how to progress? Sergio, please, be brief.

SERGIO SALINAS PORTO: Thank you. I just want to say, well, yeah, we can find a definition. The simple majority will always exist and it simply means the ones with the higher number of votes will win. But we will include this so that it is very clear. And then have a look at Article 15, which mentions abstentions. Is this what you were referring to? I'm not sure if when speaking about abstentions, you were referring to Article 15. This is actually my question.

DAVID PLUMB: Yes. That is one of them.

SERGIO SALINAS PORTO: I don't see it in number 12.

DAVID PLUMB: I think we first need to define the simple majority in the document. we need to see whether abstentions need to be treated as they are here, and maybe having a look at this, we will have a clear picture.

SERGIO SALINAS PORTO: So I commit to do this. I will speak to Humberto. He was the one who helped us with this part of the work. I will try to define this. What we have to do, is it a footnote? I suppose I would send this definition or we would need to review the article. I'm not sure what this would be like. So I'd need to send this to the group to see whether they agree with the definition of a simple majority. I'm sure a dictionary would provide us with a definition of what a simple majority is and we will have this in Spanish and in English so that both languages can understand what we're referring to. And then David, tell us what we need to do because I got lost.

DAVID PLUMB: I think this will be clarified and we will have better definitions. I am confident that this issue will be resolved, will be very quickly clarified. And this was the last one. There are some clarifications that you made on the comments about the language. Right now, I would like to open this. That is, if there's any other issue that can be worked on right now, we have a few minutes more to read the documents if there is any other issue, or if there's anything that you think that requires an improvement. So I open this for you.

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Harold is offering to improve some concepts. I know that Jacqueline and Carlton have also offered some suggestions to improve the language. So this is my proposal: I think there are good suggestions in this call on how to progress, how to go ahead, and we need to work more or less quickly in putting up a new draft that would include what we have suggested today. And these issues are the following: the difference between elections, meetings and assemblies, improving or perhaps clarifying these on the document. we can also improve the instruction on the role of the board in incubating and growing the virtual ALS and also the criteria; when can an ALS be independent? Jacqueline agreed to send a few ideas, and she has even mentioned some ideas on the call regarding the number of members and having the operating documents ready. But Jacqueline, I'm sure you can help in some very specific things, such as, which are the criteria to let the virtual ALS fly?

With respect to the metrics, I think this is very clear in the metrics document, but we also need to add a clear instruction on how LACRALO and the board and the secretary will mention when it is that they are falling into inactivity, not as a sanction but as an incentive to participate. We need to make this clear.

And finally, what we just discussed, defining what a simple majority is and having a look at abstentions and making sure that they make sense in this context on majority voting.

All right. I will continue supporting you on this next version. This week, I will share these notes and I will suggest some changes based on these notes. Jacqueline has some homework, Sergio has some homework to

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speak to Humberto. Harold has offered suggesting some language to improve concepts.

And with this, I think we can set one week as a goal for us to have a new draft. At a certain point, we talked about the possibility of having a meeting on the week of the 6th of April, and this meeting has not been called yet, but my recommendation is that if we have a governance working group call to have a look at what we're going to call the final draft, and then one day on the week, we're going to have a call and we will confirm that we agree or which are the changes that we can make in real time. Do you have any other recommendation with respect to proceed?

SERGIO SALINAS PORTO: I have a question, David. We said that we would set April 6th for the next meeting, not before?

DAVID PLUMB: I would like to have a new version next week. I would like to be able to share that version and to have about a week to review it. That's why I mentioning the week on the 6th. It could be a Tuesday or Wednesday that week.

SERGIO SALINAS PORTO: Silvia, can we schedule this for April 6th at 23:00 UTC? I think that wouldn't be a problem. Not April 8th because that is my birthday. Even if I'm alone and if I'm quarantined, I will not give my birthday away for anything. I'm just kidding, of course.

DAVID PLUMB: Okay, that's excellent. I think it will have to be on the 6th because of Sergio's birthday, and then the following week, we will have a new draft to have a look at.

SERGIO SALINAS PORTO: I'm going to ask the staff to do two things. First, send the calendar invite as soon as possible, and secondly, send a recollection for everybody to work on this. I am going to talk to anyone in particular, but we need to have as many people as possible so this can have a higher volume before sending it on. We're going to need to have a range of countries and people present to be able to okay this.

SILVIA VIVANCO: We have [agreed then] for April 6th at 23:00 UTC. The [following step then] will be that the draft will be finalized next week, and we're going to send the schedule to everybody so that everybody knows that the meeting is on April 6th.

SERGIO SALINAS PORTO: Okay. So I think that's all.

DAVID PLUMB: Thank you very much. Take care. That's all.

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VANDA SCARTEZINI: Be safe, stay safe, Jacqueline, and wash your hands.

SERGIO SALINAS PORTO: Please, all of you, wash your hands. We want all of you alive and clean.  
Thank you all. This meeting is now adjourned.

**[END OF TRANSCRIPTION]**