CLAUDIA RUIZ: This is Claudia Ruiz speaking. Good morning, good afternoon, and good evening, everyone. Welcome to the LACRALO Governance Working Group call on Monday, April 6, 2020, at 23:00 UTC.

On the meeting today, we have Sergio Salinas Porto, Harold Arcos, Vanda Scartezini, Humberto Carrasco, and Lilian Ivette De Luque.

We have apologies from Jacqueline Morris.

From staff, we have Heidi Ullrich, Silvia Vivanco, David Plumb, and myself, Claudia Ruiz. I will be managing the call today.

Before starting, I would like to ask you to mention your name when taking the floor, not only for the transcript but also for the interpretation.

Our interpreters today are Veronica and David.

Thank you. With that, I give the you the floor, Sergio.

SERGIO SALINAS PORTO: Hello, everyone. Good morning, good afternoon, and good evening, everyone. David, as we have already expressed in our previous meeting, will be in charge of the delivering the presentation. He will be leading this call/chairing this call. The idea is to come to an agreement with the [friend] point of view and to move forward in our task of developing the rules of procedures as soon as possible.

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.

I would like to say that David has made a collection of the different options that have been presented and that it will be discussed today. We have an agenda for today and we have documentation available. So I suggest you having everything handy so that we can review the documents.

David, now I give you the floor. Please go ahead.

DAVID PLUMB: Thank you, Sergio. This is David Plumb from CBI. Greetings to everyone. As you mentioned before, Silvia circulated to your e-mail a set of documents. Claudia, thank you for uploading these documents. One of the documents that has circulated is a summary of our last meeting.

There is another document, and this is the one Claudia is showing us on the screen. These are the pending topics or pending items that we should address today.

There is another document. One of them is a new draft of the rules of procedure adding some comments. I was adding the comments from the previous meeting, and I also collected some written documents from the Caribbean from Carlton. So the version that is now being circulated has the adjustment, the modifications, being made. On the screen, you can see all the comments being added with a change control feature activated.

There is a fourth document. This is a brief description made by Jacqueline regarding the transition towards a virtual ALS with its own

independence, with its own rules, etc. So this is the document Claudia is now showing.

So these four documents have been circulated today via e-mail. Silvia sent that e-mail today, probably a bit late for you because you didn't have the time to review them all. I propose using the items on the PPT on the pending items just for you to start discussing the topics. I will be referring to the document because this is translated into the text.

I'm going to stop here and see if Claudia can upload the slide deck. Thank you. These are the pending items. We have five items. These are the most important items, I would say, regarding the changes that had been made on our last call. These are just for you to take into account because we need to confirm in the document if we are going to mention three processes in LACRALO: the meetings, the assemblies—they can be extraordinary or ordinary assemblies—and then the election or electoral processes. And we need to look at the document when talking about this discussion.

Another thing we would like to confirm is [inaudible] for the virtual ALS. We will have to also see that initial configuration of the virtual ALS and how we will transition to something more of an independent nature. Then we had to address the issue of simple majority and quorum, and then we will have to address the procedure when a leader resigns, particularly in the case of a vice-president or vice-secretary, which, as you already know, we need to address.

This is very important—this last item—because it is relevant for our case and for the steps to come. So it would be good for the Governance

Working Group to have a full view regardless of the fact that the rules of procedures have not been approved yet. You, as the Governance Working Group, could suggest to use these steps, these logics, for the forthcoming election.

I'm going to stop here and ask you if, in addition to these five points or items, there's any other item that you would like to add to this list that would like to discuss during this meeting. Is there any other item that you would like to address?

SILVIA VIVANCO: David, if I may, I would like to emphasize that, from [the past], the topic that is pending for us would be the topic related to the elections. This is the more urgent one because the calls for nominations, the calls for elections, will be done on April 17th. So we would like to have your consensus and approval so as to begin with a call for elections for LACRALO vice-chair. Carlos Leal resigned, as you already know, and Article 19 of the document addresses this particular situation. So you will have to decide upon this election and say if this election will be carried out by April. If that is the case, we need to approve that particular article so that we can proceed accordingly. This is just to have a guideline. Thank you.

DAVID PLUMB: Thank you, Silvia. Great. So nowadays we have to work with that particular item.

Is there any other topic which is not included within these five items that you see on the screen that would be urgent for us to address?

SERGIO SALINAS PORTO: I don't think there is any other one. I think these are the most important ones. We can close the pending items here and start working on them.

DAVID PLUMB: Okay, great. So let's do this. Let's go item by item. If that is the case, if you agree with that, we will start with the first one. This is to confirm the three processes in LACRALO. In order to have this conversation, I would like to agree upon something. In our last meeting, there were certain confusions regarding the processes. We didn't know if processes were assemblies/meeting. So we wanted to define deeply and in a more complete way these processes.

Claudia, could you please upload the document where we see the description of the new draft? Please, I would kindly ask you to move forward to Title #2. This is the Article 10. Sorry. This is Title 2, Section or Article 10. Okay. What you will see on the screen is this. There are some amendment being made by me to this document. The idea was to distinguish these three categories as we organized them. Claudia, we're—okay. There we go. Thank you. So you will see Tittle #2, Section 10. I put this. There are three forms that we recognize as forms of participation. These forms of participation are different member meetings and the different alternatives. There we have a monthly meetings, working group meetings, etc.

Secondly, general assemblies. This could be ordinary or extraordinary assemblies. There you see a whole title explaining the functioning of these meeting. Then we have election processes or voting processes. There is another title fully devoted to explaining these processes. Then Title #2 keeps on talking about meetings. So this distinction, I believe, translates the meaning of our conversation last week. You will see in Title #3 that there is plenty of information on the extraordinary and ordinary general assemblies.

Under Title #4, we have plenty of information about the election processes.

So this is how everything has been translated into the document. I would like to see if you agree with that. You can type in the chat your ideas. You can raise your hand in the chat. You can say if you agree or not.

Sergio, please go ahead.

SERGIO SALINAS PORTO: It would be really good if we could make reference to the operating principles because the operating principles were clear on that the definition of an assembly, a monthly meeting, and an election. So it would be good for us to emphasize that, to say that these two documents are related to that particular document. Perhaps we should add something like, "Pursuant to Section #X of RALO operating principles." With that, we are referring to that very first definition in the rules of procedures that is there. I believe that we could close this idea

in order to avoid any confusion because there are three different stages or possible scenarios or participation means. Thank you.

DAVID PLUMB: That's great. Super. Thank you. Is there anything you'd like to add, or should we go to our next item?

SERGIO SALINAS PORTO: Let's go to the next item.

DAVID PLUMB: Okay. The weighing of the vote for the virtual ALS. Last time, we all agreed that it's to be an average of all the other ALSes that [use] all LACRALO. This [inaudible] is present, or what you wanted is you wanted it to be in Section 4. So Article 4 then contends this statement on the [being].

There are other things in Article 4 that we can refer to. If you have time to upload, Claudia, the documents that you're sharing—or actually crawl up—you will see that it refers to the ALS virtual [vote] which is exercised by the representatives. It will have the [weigh-in] of the average of the ALSes. So it is there.

I also see two hands up. Vanda first.

VANDA SCARTEZINI: Thank you. I just would like to ask, have you conducted any exercises? Because I do know that we defined or we agreed that it is a good idea

for a region together or another. But my question is, have you conducted any exercise to know if there are any issues with this average [inaudible] the other ALSes? Now, I don't know. This is just a question.

I agree that it has to be long, but I'm not sure if those exercises were actually made to show precisely that they are important, but there is balance, etc.

DAVID PLUMB: As a quick answer, I haven't really seen the exercise and I haven't seen the average, so I haven't really seen the calculation. I haven't really imagined any possible problem. This doesn't mean there shouldn't be any. Maybe Sergio could help with that. If there is any challenge, we need to be aware of that.

SERGIO SALINAS PORTO: I think this is something I haven't really thought of: to make some kind of simulation of what these would be like. What I had in my head is not really the average of all them but actually to take one country that has the lowest possible division within that LACRALO and another country with the highest possible division. Let's say it's Mexico and Argentina. This division would provide us with an average of the value of the vote of that virtual ALS. That is, these give us an average of all these. I'm not really sure whether it should take them all and then define them or actually to take the country that has the least possible division within the country and another one that has highest possible division and then have an average of all that. I think we're eleven in Argentina, and there are one or two, if I'm not mistaken, in Mexico. So this gives us a

number. This number has to be divided by two. This would give us the weight of that ALS, the incidence of that ALS, whenever there is an election or when there is a vote. That's my way of saying it.

Maybe this changes when we take all of the ALSes and divide them. That's why I suggest we should make a simulation to see if we have this possibility or another. Perhaps the most fair is not to have the weight of Argentina. I think actually it has be less than the weight of Argentina, and it should not have more possibilities that another country that has one organization either. It should be an average of these two scenarios. But I'm not clear there on this, and I think I should note a simulation should be made.

DAVE PLUMB: Thank you, Vanda and Sergio. So let's do this. We will have a simulation. There are mathematical calculations to make an average. There are different kinds of calculations. We can do them all and just show what this result looks when compared with other regions. So, if you agree with me, maybe you can do this and then some other decisions.

SERGIO SALINAS PORTO: I put up my hand just to say one thing. Can staff help us with this? I am very dumb, really, with numbers. Maybe someone from staff can help us with this by having a look at [the numbers] and maybe making some simulations. They always count the votes, so I'm sure that they are more clear in this. Maybe they can give a hand. Silvia can pick the [inaudible], maybe. She can say something.

SILIVIA VIVANCO: Yes, of course. What we can do is we have the list of observers. They are the future individual members, and therefore they are the future members of this virtual ALS. So we can work with Sergio and David to make a simulation. We can coordinate that to use a platform for the simulation.

SERGIO SALINAS PORTO: Just to make it clear, at this stage we shouldn't really be counting the users, the [onboardees], to an ALS. What we should do is we should have a vote simulation because what we want is to see what is the value of that ALS. That is the [base] question. Is it the same as Argentina? Because that is nothing because they have eleven ALSes. That is, we vote and it's the eleventh part of it. Mexico votes, and it has a full vote. I'm not really sure. Mexico maybe has two organizations. The count … We are having these two extremes. What will be the weight of the vote for these ALSes? It has to be an average. If you ask me, I would say it should be the same weigh as the votes in Argentina.

DAVID PLUMB: It's not an ALS in Argentina because it's the same vote, actually.

SERGIO SALINAS PORTO: It's actually divided by twelve, so it's not worth anything. I don't want to be selfish. That's why I said let's make an average between the ALSes that have a higher weight and an ALS that has a lower weight [inaudible] [average of that]. But then we need to have one scheme.

The other scheme is to take all the ALSes, have a look at the weight of the value of all those ALSes, and make an average. When need to see [that] the results are the same.

DAVID PLUMB: We need to make sure that we are making the correct simulations. Mean, average, mode—this is the way to look at the average/the middle point.

Vanda, would you like to say anything else?

VANDA SCARTEZINI: Thank you, David. I just want to say that, if we make a good simulation, if it was properly made, we can even propose that all the ALSes can have a value of 1.2 [for] the virtual one so that we can have a proper measure because today there is no justice, de facto. Sometimes an ALS's worth is 100%, and others are worth 10%. So perhaps, if we do this properly and we are clear, we can have an equalizer for all of them, a good divider for all of them, and we can have a virtual ALS as an X point when compared to the others that have the same weight. I think this is a lot fairer because here we have already seen for about 20 years that this is not about countries. There are twelve in Argentina that won't vote against the other many times. So I don't think that making this by country is fair. I think each ALS needs to have its own capacity and weight when they vote. But this is something maybe for later.

DAVID PLUMB: I want to be very clear. This process is not a process that will once again open this conversation on the weighted voting. This is being closed with the operating principles. Even though I hear this, Vanda, this process will not open that conversation again. That conversation will close with the approval of the operating principles. It will be later on that you will talk about this if you want to resume this conversation. But this conversation, for the time being, is closed. So I want to be very clear that we're not going to expectations of opening the debate on weighted voting.

VANDA SCARETIZINI: I agree. Now we need to close this, but it is important to have this calculation so that, later on, we can use is.

DAVID PLUMB: Okay. That's it. So that's done. Super. Because we are in Section4/Article 4, let's go to the next article, which is how to do we imagine that this new virtual ALS will be created—this ALS that is going to grow the individual users? Last time, we discussed the idea that the LACRALO Board will incubate that ALS until is has these characteristics. Also, last time, we referred to characteristics such as having their own roles, having a certain numbers of members, and having votes to elect their representatives/their leadership. What I attempted to do was to put this into the language of this document. Now let's see if the language works. T

There is a mention later on that, in Article 4, I talk about the commencement of that virtual ALS when the Board is going to supervise

the following processes: a call for individuals to send expressions of interest, a review of those requests for applications, and an internal voting procedure every year to appoint the leadership.

What's missing here is the process to have internal roles. It is written this way. If you scroll down a little bit more in Article 5, Claudia, I refer to the handover. That is, the LACRALO Board will continue to be responsible for the internal processes until they have their own rules of procedures and until there is a change in members. I didn't really go into depth into that and also that there is an elected leadership.

What is not included in Article 5 is what this ALS is going to look like later on. Is it going to be an association, or will it have some kind of legal figure? You didn't really want that in the last conversation. Jacqueline, in whatever she sent today, said that it is not important to include this ALS in a country as EURALO did it, but perhaps it is an association that has its own rules, it doesn't really have to be an incorporated organization, and it has to somehow depend on LACRALO.

I'm going to stop now. Now Harold has made some comments, but I can't really see here. So first Sergio and then Harold.

SERGIO SALINAS PORTO: I have some issues I wanted to refer to. First, I think this ALS needs to have a minimal basis of ten people, just for it to be a real entity. We are all the time saying how some organization simply crumble, and then there are just a few people who are fighting for power with others who are in other organizations. I don't think LACRALO has to be a battlefield for those things that happen somewhere else. I also see this in how

ISOC in some regions has taken these users' organizations and [they have to come cover] ISOC. I think ten people—we already have more than ten people, I think, who enrolled who are observers—can automatically become individual users, and we can add them to this ALS.

I agree with Jacqueline, on the other hand, that we don't really need to incorporate them in any country but perhaps I think it is necessary that they have their own rules and they need to have the rules just like any other ALS. We can help from the Board, but the individual users are the one who need to have their own working groups. The Board [can't] support them in this process if they have no experience because most of us are coming from Civil Society. So we can support them and explain to them how to work. As it's properly written there, once the ALS is working, we can just [make] it work as an ALS within LACRALO. Its existence, its life, will continue until they are incorporated and they become regular ALSes. But, until that happens, the existence of that ALS will be an actual existence within LACRALO and outside of it.

DAVID PLUMB: Now Harold has the floor.

HAROLD ARCOS: I hope you can hear me. I just wanted to share a few ideas on this virtual ALS. First, I need to call your attention on the fact that we need to avoid contradictions. We are saying that an ALS can have its own rules of procedures and [still we] impose them to have elections once a year. This will be included within LACRALO in the region.

So there is an issue that it is difficult to handle because it's not the first time we're having this kind of ALSes. That [inaudible] two things. There is support from the Board and, at the same time, we don't want an impact and influence, so to call it, on the ALS.

My proposal is that we can think of two specific columns to refer to these contradictions. We are referring to a virtual ALS that is an ALS of individual LACRALO members. So I propose that we make them an ALS of individual LACRALO members. We know that virtual is something that can be, but it is not. It doesn't necessary refer to digital, to remote, to online, or to the Internet. It is an ALS whose differentiating element is that it has individual members. Then there is the issue of how it works within LACRALO. We are seeing challenges when you have to weight that. We ask for this to be virtual ALS with legal standing and with rules, but we understand that it should not be incorporated to any country because we would [loathe] the country.

So my proposal is to be a structure, an organization, as described in Article 4, 5, and 6. It has to be a structure that is good for the reason to incorporate participation and commitment of individual members, which is what we want to use it for, and not to complicate a group of people who want to partner individually so that they do what they do not want to do collectively—that is, elections, legal formalizations, who is going to be the chair and who is not going to be. There is a challenge in elections, but I think this is our only challenge if we do not [involve] so much bureaucracy or bureaucratic roles.

EN

I think these are the three key issues, and I don't think it's [inaudible] that we maybe in conflict or even in contradiction, as we can see now. Thank you, David.

DAVID PLUMB: Thank you, Harold. If we take into account what Harold says, there are many concrete ideas that we can take—for example, the name. Instead of calling it a virtual ALS, we can call it an ALS of individual members or individual-member ALS.

What do you think about this? You perhaps may agree upon this change in the name. What do you think?

SERGIO SALINAS PORTO: I agree with that, David.

DAVID PLUMB: Okay. Let's start with that. Then—sorry. I see someone is wanting to take the floor. Humberto, please go ahead.

HUMBERTO CARRASCO: Thank you very much, David. It's a pleasure to greet you all. This is a topic that I don't feel comfortable with because, particularly when we speak about the vote of an individual ALS or an individual member ALS … I am not against this. I am in favor of the virtual ALS or individual member ALS, but I believe that we may have the case of a weight similar to the one of Argentina. Argentina has a certain amount of ALSes. I

believe it is the country with more ALSes. So even if we have the same weight, the individual members of ALS would have more weight or would have the same weight as a group of ALSes in one country.

DAVID PLUMB: Sorry for interrupting you, Humberto, but this is not the case. That is not correct. In your weighting vote system, Argentina has the same value as Chile. In this case, we have one ALS, and one ALS is a tenth of a country.

HUMBERTO CARRASCO: Okay. I was referring to that because, if we think about this, if we think that the Board of an individual users ALS will equal the vote of an ALS in Argentina, that would be one-tenth, that would be the case and we would be assigning it less value or less weight. The weight would be different from the ALS having the members. I am not against that because I believe that the members of a virtual ALS have a disadvantage, and this is that they don't have the same rights as someone belonging to an ALS of a country. There would be the compensation.

Having said this, I don't think the solution would be unfair. That's my comment.

DAVID PLUMB: Okay, great. Based on Harold's comment, we have a change in the name. We also need to see how to minimize democracy for these individual user ALS or virtual ALS.

Sergio, please go ahead. Please let me know any thoughts.

SERGIO SALINAS PORTO:　　　Yes. I'm going to work on Harold's comment. Harold suggests that we are creating rules for something that will then have rules. So this is somehow an overlapping path because we're working with our rules of procedures, trying to regulate the individual user ALSes.

I propose that these should be temporary roles up until—of course, they should be in the rules of procedure … Because we are creating something that does not exist yet. The only ALS that exists is this virtual ALS. This is because LACRALO does exist. As far as the other ALSes, we do exist, regardless of LACRALO and regardless of ICANN. We are existing before ICANN and before LACRALO. So we could create a temporary regulation, and temporary provision, for this virtual ALS to comply with certain requirements—for example, members rotation—because otherwise there might be a capture by one of the users. So I see the same faces that I could for quite a long time now, and I also see the same faces for these virtual ALSes because, since they were not considered in one way, they could now appear in another way. They appear in a different continents by using this image or these logics of a virtual. So we need to create rotations for leadership positions to rotate. We need to be very careful with this because, otherwise, there is a risk of being captured.

We should consider this set of possibilities and address certain issues, perhaps statutory issues or regulation issues, because our region is

giving this ALS the possibility. So we need to give them or give these users the basic rules for nobody to take advantage of this ALS.

DAVID PLUMB: Thank you, Sergio. I believe, as far as I understand, it would be good to make a difference between what Article 4 and 5 [inaudible] that are things that are permanent characteristics that we would like to demand from this virtual ALS and from this end user ALS. There are other provisions that are temporary provisions for the existence of this ALS, so we can make a distinction between these two things. We could say that we are requesting things from an ALS that will depend on LACRALO. In order to create that ALS, we will provide some temporary provision. I don't see much difficulty in this: making a difference between these two concepts.

After hearing you, I would like to suggest something else. This is that perhaps we need to specify that that individual user ALS, once this ALS has a certain amount of members and has its own rules, it will elect its own authorities. It has to be a self-independent ALS in the sense that it will reply to requests, it will elect its own members, etc.

But it depends on LACRALO. It has to, on a yearly basis, provide a sort of report for LACRALO. I'm thinking aloud, but, at the end of the day, you need to put it under the umbrella of LACRALO. I want to confirm that this is something good, something positive, for you. I want to make clear on these [rules] that this new ALS for individual members is going to be part of LACRALO. Therefore, on a yearly basis, it will have to provide a report for the LACRALO board.

Do you think this is okay? Do you agree with this idea? What do you think?

DAVID PLUMB: Welcome, Jacqueline. I see Vanda's hand up. Vanda, please go ahead.

VANDA SCARTEZINI: Well, I believe we should keep what is requested for other ALSes. This has to be done once they are out of the LACRALO oversight. I believe they have a one-year period to perform their activities, to create their regulations or bylaws, too. We can create a sort of initial bylaw or provision. Once the ALS is created, the members should review that bylaw, and they should say if they agree or not. But there are some items that should be a turning point. They cannot be removed because they should abide by the LACRALO requisites. But demanding or requesting something [of them] should be after or once they are not under the oversight. So I don't think that would be correct. It would be correct to ask everything that needs to be requested or demanded of other ALSes.

The other thing that I would like to add is that the number of members that Sergio suggested I believe is quite a large number, and I don't think we will have ten members or something of the kind. We have ALSes that have, perhaps, two members. So I don't really know. I'm not sure about this. Perhaps we should discuss, and we should set an average on a minimum number, taking into account the ALSes. There are ALSes that have a lot of members, but some other ALSes are quite small ALSes. Some of them have ten.

SERGIO SALINAS PORTO: Vanda, we have 19 members right now. That's why I say we are okay with that number: we have 19 now.

VANDA SCARETIZINI: Yeah, I agree.

DAVID PLUMB: Vanda, Sergio is saying there are 19 observers that would turn into members of this virtual ALS. Is that [the correct number]?

SERGIO SALINAS PORTO: Yes, David, because they started to participate in order to be considered as individual users and to be part of the organization. We were inviting them with that final goal: for them to be able to be part of a sort of ALS and to be able to actively participate in the region. So, so far, we have 19 people.

VANDA SCARTEZINI: I believe they are eleven.

SERGIO SALINAS PORTO: Okay. There are eleven. But in any case …

DAVID PLUMB: Okay, Vanda, please continue.

VANDA SCARTEZINI: I believe that, if there are two of them who are not interested, we cannot proceed. So I believe that we should start with a small number, perhaps five or six people. I would say half or 50% of the observers. If we have more, that's good, but the requirement should be reduced because, otherwise, these might stop us from starting working.

DAVID PLUMB: Thank you, Vanda. I see Harold and Jacqueline. First Harold. Please go ahead.

HAROLD ARCOS: Thank you, David. I wish to give the floor to Jacqueline because she has just joined the call. Then I will continue. Please.

DAVID PLUMB: Okay. Jacqueline, please go ahead. You have the floor.

JACQUELINE MORRIS: Great. Thank you. Hello, everyone. Sorry I'm late. I had a class. I know I was supposed to do a draft criteria thing. Carlton and I did have a conversation about it. Even though he suggested that the actual minimum should be two, we came to an agreement on size because, if it's too few, then one or two people drop out and then it's like 1% in the virtual ALS. But, if we have five, then it's a decent number to start. It's not too high as a minimum. So it's not too high a number to say, if

people drop out, it'll be useless. But, if we have eleven potentials already, I think five would be great because, if they say, if we put it at ten and we currently eleven, down from 19, or so it seems, then two or three drop out and we're below the minimum again already. But, if we have five, we have room for people to come in and go out without dropping below the minimum because what happens if we say that there's a minimum and the virtual ALS is removed from oversight and it drops below the minimum? What happens then? Because then they'll be not fulfilling the criteria that we set. So that would be my concern. So I think five. Thank you.

DAVID PLUMB: Thank you, Jacqueline. I believe that saying it's five is okay. So that's good news. So we can agree on #5, on the amount of five people, just to move forward. So I believe that five is a number we can all live with so far.

What I could say is, Harold, please continue, and then I will close this item.

HAROLD ARCOS: Thank you, David. I agree with the criteria of the number. I should think that we should have a [inaudible] ALSes to promote participation, but the challenge we have ahead is, what happens if we only have one member? Because the ALS is composed by people. In the region, we see how ALSes are changing from 50 to 80 members, then from ten to two members. So this might happen, might be then case, of any ALS, including the virtual ALS or the individual user ALS.

We also need to take into account the support that we have to provide. This is a necessary support for the ALSes to start working. Then the ALS would have its own natural dynamics. But the most important thing is that it has to be a participants within ICANN. To see an ALS as a fully independent ALS, I think we have to make clear that this has to be an ALS that will be within the umbrella of the region because this is something necessary. It's a mechanism for participation. Thank you.

DAVID PLUMB: Before giving you the floor, Sergio, let me see if you can help me close this. What follows is what I've heard. First, a minimal basis to be independent: five people. Second, it doesn't necessarily need to be incorporated into any country. It has to be independent, but it is certainly under the LACRALO umbrella. We need to require information, as the other ALSes do. We need to make a distinction in these articles. We need to show the difference between the characteristics that we as LACRALO are asking for. First is the temporary article on how LACRALO will commence this. So let's separate this because this hasn't been properly separated. We're also going to change the name for ALSes of individual members. These are then the issues that I have.

Sergio, can you help me close this?

SERGIO SALINAS PORTO: I think what you have written down is okay, but I have a question from Harold. What happens when there is only one person? Well, in that case, this ALS will be inactive until more people join. I don't think this is going to happen. I think there will always be a new member joining

maybe not coming from an ALS. This is very likely to happen. Five, I think, is a small number. At the same time, it allows five people to sit down and discuss something. Otherwise, we would just say any person can become an ALS. This should not really be so. So the minimum requirement should be written, I think. This needs to be shown somehow: that we say that the ALS will exist after the existence of five members. This could be perhaps the starting point to make it a serious ALS.

I think, for the rest, I agree with everything you say. You just wrote down each of the issues.

DAVID PLUMB: Thank you. So we will need to express this in a different way. Allow me to review this and refine this. I think we agree, all, with the content. If you agree, then we're going to go to the next item.

The next item is simple majorities and quorums. There is some confusion on whether abstentions count or do not count. Let me check. Which page is that, Claudia? So we can scroll it down. This is listed twice, once under Assemblies. This is probably Article 11.2 Then it will be again under Elections. But it is first in 11.2 when we talk about the assemblies.

The last version of this document simply mentions simple majority. I added a definition taken from Wikipedia [inaudible] but it's online. This definition allows us to define what is a simple majority. What do we mean when we say "simple majority"? That is as it is written there: A simple majority happens when a candidate obtains more votes than the

rest, and this does not require 50% of the votes. So it is also mentioned in 11.3. Again, there's a mention of simple majority, and I've added between brackets "as any other vote during then assembly." So the assembly makes reference to this simple majority.

An assembly makes reference to quorum in 11.6. We're talking about assemblies only. The electoral processes are mentioned later on. Assembly has this mention of quorum, and the change I made as the request of Jacqueline and Carlton. We have to define quorum. We need to give 20 minutes after the opening time. So this is a mention of quorum there in 11.6.

I see some hands up, but I'm going to scroll down a little bit more so that you can see the other sections, and then we'll go to your hands. Let's now scroll down to Article 12—this is Article 4—and then Article 16. Here we are talking about votes. So we first refer to the quorum for a vote—a virtual vote. At least 50% of the ALSes need to participate in order to have a quorum. The word that isn't mentioned there is "active." I also added a definition for a simple majority. Article 15 mentions abstention. That is considered part of the quorum.

I'm going to stop now. It is mentioned twice in the same document then—when we talk about assemblies and when we talk about elections and votes. In both, simple majority is defined—quorum is also mentioned—as at least 50% of the ALSes that need to participate.

Let's go the questions. Vanda has her hand up.

EN

VANDA SCARTEZINI: Thank you. Can you please go back to 11.2?

DAVID PLUMB: Of course. Claudia, please, if we can go back to 11.2

VANDA SCARTEZINI: What I think about what is written is it is not clear. It is definitely not clear. If a candidate has more votes present, then this is more important. It is more important because we need to count the votes of those present. You do not require more than 90% of the ALSes because these are two different things. Those present means those who are voting. We can consider that the majority is 50% plus one, but it is not clear here because it is the votes of those present? Or is it the votes the ALSes in general? This is not clear to me. Thank you.

DAVID PLUMB: Thank you, Vanda. Perhaps it would be even better to use cast votes—the voters having casted. This is what I was trying to say.

                      I see Jacqueline. Jacqueline, you have the floor. Please go ahead.

JACQUELINE MORRIS: Thanks. My issue—well, two issues. One, I really have no idea what the changes are because voting … Because I'm not from the English region, so I [inaudible]. However, when we talk about the number of ALSes present and the number of votes, what did we decide—or did we decide—to do about abstentions? Are they counted as not votes? For

example, if we're going with the simple majority, abstentions are thrown out. If [that] remains with five votes and somebody wins three to two, that would be the simple majority? Is that how it's suggested to work. Because abstentions were definitely concerns previously to Carlton and myself.

DAVID PLUMB: Thank you, Jacqueline. I apologize. I haven't done an English version. I just didn't really have time. I prefer to tell you about it now. About abstentions, this is still within Article 15, which say that abstentions are not considered a valid vote. However, they are considered part of the determining quorum. You use them to know if you have reached quorum. You can change this with a simple majority simply by not mentioning a vote that has been casted because, if there are more abstentions, then abstentions could win. So I think the idea there is that, when people vote for something, the something that received then highest amount of votes will be the ones that win. That would be my idea.

Is that an old hand, Vanda?

Okay. Sergio, you now have the floor.

SERGIO SALINAS PORTO: Yeah, I agree with you. I think having these [inaudible]-issued votes is a phrase that we need to take out. We just need to say that positive or negative votes are the ones that have to be counted. If there is three votes and one abstention, there may be some other options [than] the

abstention itself. So, in any of those cases, the simple majority vote, the abstention [inaudible]. So it is away from the act of voting and it's [inaudible] its intention not to vote because you're choosing not to vote, that this vote has been valid. You chose not to vote. So you need to count it, but you need to count it when you consider how many people participated in the [induction]. Then there are how many people who chose the proposals. Proposals [to] to two or three or four [are] always the written proposals, not the abstentions. That is, the proposals have manifested, so the simple majority wins.

I'm not sure if I'm clear. I don't agree with [inaudible]-issued votes because, when you cast a vote and you abstain, you participated in the election, but it is necessarily at the same time to indicate that you only consider positive or negative votes—that is, those who voted for one option or the other or who said yes or no.

DAVID PLUMB: Thank you, Sergio. Jacqueline, to be very concrete, in Article 15 what we are saying is we want to change what we have now, which goes with abstentions, or actually a vote that is not valid. We're saying, yes, abstention is voting. It is valid. A vote as been issues. At the end of the day, it counts for quorum. When we need to decide who won, we're going to consider the votes for the options that received the highest number of votes issues. Jacqueline, do you agree with this? Go ahead, please.

JACQUELINE MORRIS: Hi. Thanks. Well, not exactly because what happens is we just don't vote because you can actively abstain from voting as well as simply ignore the vote and don't vote. They're usually two different things because, with a lot of votes that I have done in my life in the Caribbean, you have a choice of yes, no, or abstain. Or you can simply ignore the vote and not vote at all. Those two are counted differently. If you don't vote at all, then that's nothing, but if you abstain, then it is counted as kind of a none-of-the-above option. I know that this is not something that people have seen or dealt with much, but it is one of the things that I have seen a lot. I don't know how that cultural difference could get balanced, but still I'm not happy with not making that difference clear between saying, "No, I don't want A or B," and, "But I want to say that I don't want either A or B."

Do you see what I mean? I'm not sure if you understand what I'm trying to say there.

DAVID PLUMB: Thank you, Jacqueline. Before giving Vanda the floor, let me propose something here. What I hear from Jacqueline is a different message: to put an abstention [in the chat] to note vote. This is two different [inaudible]. So perhaps this document can say that, when you count the votes and you report the votes, you will also report the number of abstentions. This number of abstentions will not impact on who will win or not, but it is an important message and it's an important piece of information.

EN

I think there is a difference with quorum. If people don't vote, then it's an abstain.

Vanda, would you like to help us close this issue?

VANDA SCARTEZINI: I agree with Jacqueline. Not wanting to vote is really different from abstaining for other reasons. My suggestion is that we need to make it clear that abstentions will only be counted for the purposes of quorum. And that's it.

DAVID PLUMB: Correct. I think we are coming to a good end here. I just need to check if there are some hands up.

Now I'm going to go back to Jacqueline, but before this, Jacqueline, I see that what arose here with respect to this issue is this: There is a difference between an abstention vote versus not voting. We will show this difference. Secondly, we need to change the language because the abstention vote is [inaudible]-issued and it is valid for quorum. Thirdly, we'd need to report abstentions together with who won the simple majority. These are my notes to make changes.

Jacqueline, if you agree with me, maybe we can close with this. Please go ahead.

JACQUELINE MORRIS: Yeah, I would say that, but one of the things, though, for quorum is that, once the meeting is started and quorum has been obtained, it doesn't really matter if you vote, yes, or abstention or just don't vote because the quorum has already been reached. So, unless you're thinking of calling quorum on every vote that occurs … If, for example, it's a bylaw change, and we have six, are we going to be looking for quorum on one, two, three, four, five, and the six to say that abstentions will count in the quorum? Because, in general, once you start the meetings and the 20 minutes, why would we need to check quorum on every vote? Because the meeting itself would be quorate. So I don't understand about using the votes for quorum. Usually you just count the number of ALS representatives in the room and, once it's enough, you say, "Right. The meeting is quorate. Let's start."

Do you see what I mean? So I don't know why we would be counting votes for quorum of a meeting.

DAVID PLUMB: Thank you, Jacqueline. I think the [condition] becomes because the quorum for an assembly is for [inaudible] in effect, and that quorum happens at the beginning of the assembly. This is in 11.6 that deals with the quorum for the assemblies. When we are dealing with the quorum for a vote, we are discussing the electoral processes—for example, annual electoral processes—where the quorum is defined once there are sufficient voting ALSes. So it is not face-to-face. There is an electoral process that is open. And there has be sufficient participation of the ALSes for the selection to be valid because it has sufficient quorum. That

is the definition, and I think that is the confusion you're having on this because it is—

JACQUELINE MORRIS:　　　Well, no.

DAVID PLUMB:　　　… one thing to have a face-to-face meeting and another thing to have a virtual electoral process as we're going to see now in May with the election of all the positions.

JACQUELINE MORRIS:　　　But no. In every virtual election, once the—

DAVID PLUMB:　　　[inaudible]. With this, we can maybe go on. We need to continue with the points I had mentioned.

Sergio, would you like to say something else.

SERGIO SALINAS PORTO:　　　I just wanted to say that we are nine minutes before the end and, since Jacqueline is here we have [an] abstention, we need to discuss the issue of the next electoral process and what rules are going to be mentioned. So I'd like to mention this so that we can leave with just an agreement to bring to the region.

DAVID PLUMB: Claudia, could you please move forward up into Section 19? In Section 19, we're referring to resignations. Section 19 clarifies the fact that, when someone resigns, the replacement process should be as follows. That person should be from the same region in order to avoid any confusion or problem with the rotation of a process in his or her region.

There are two changes that I have suggested. This is closely related to the process we are now moving forward. One this is, what happens in the case it is possible to find a candidate from the same subregion? This subregion may nominate an active member from any ALS. So this is the agreement that we had that was similar to the one we had with individual users. For example, if the Caribbean region should nominate the vice-president or vice-chair, one ALS of the Caribbean region might nominate an individual user from the Caribbean if there is a missing member in the end user ALS. So that's the idea. When there are no candidates in the region, the members of the subregion can nominate someone from another region.

The other thing to take into account is this. If a person is replacing someone who has resigned or there is a vacant position, the winning candidate will take office immediately after winning the election. This will not [be delayed] until November. They will take office immediately because there is an empty position. Nobody is exercising the function. So the elected person is going to take office just after the election because there is no transition there.

The other item we should take into account is that, since we have this figure of the vice-chair or vice-secretary or chair-elect and secretary-elect that will take office after the end of a period, the person that we

are going to elect as the chair-elect will end up with that period and automatically will become the chair, as it would have been done by the person resigning.

So this is what we have added and based on our conversations in our last meeting. The key here is just to check with you if you agree with this. If you do agree, I would ask you if there is something else that you would like to add for the period or for the next action in April and May.

I see Sergio's hand.

SERGIO SALINAS PORTO: Thank you, David. If you all agree, I believe that we can close here. This would be our Plan A for these coming elections. We should follow the provisions of Section 19. But, if this does not happen because we have not enough time to approve the rules up until May, what we should do is to come to an agreement in order to take this section or otherwise to move forward as agreed to on our agreement session for this particular election. The Vice-Chair resigned. We need to replace that person. I am really concerned about that. And we need to check if we can use this section, provided that the rules of procedures are approved. If rules of procedures are not approved, then we should take the previous rules of procedures and we should apply them.

I'm sorry for interrupting you. Sorry for taking the focus to another point of talking only about the rules of procedures, but I need to make the most of this opportunity because I see Jacqueline here and I would like to check with her on if this makes sense. I repeat: If we approve the rules of procedures, we should apply Section #19. If there are no

objections, of course, regarding this article, this section, we should apply this section in order to call for an election and see how we could proceed with the election itself. Otherwise, if this is not the case, we should take the old agreement that we have for previous calls to elections and apply that agreement to this election because this is a person who resigned and we need to replace that person in that new position. So I think that we should call for elections in the region, but we also need to take into account that, if there is no one in the region, we should opt for a second option. This would be to call for the following subregions. I believe that that is the order of the sections or what the sections set for. But I would like to check that we fully agree on how to proceed in order to put forth this to the region. Thank you.

DAVID PLUMB: I don't see any hands up. Jacqueline, I'm summarizing in English the content of Section 19 because this is what we need to decide right now, taking into account the resignation of the Vice-Chair. Let me just type that in the chat. People would like to hear from you.

Jacqueline, are you on the call?

JACQUELINE MORRIS: Yeah, I'm here. It's just there's a huge amount of stuff in Article 19 in blue and underlined, which I presume is now. I have no idea what it says, so I can't really yay or nay to it: I don't know what it says. So that's definitely something that I can't comment on at this time.

EN

DAVID PLUMB: Okay. Thank you, Jacqueline. I posted the text in the chat. This is a summary of Section 19.

I don't know if someone else would like to make a comment. Could we use what we have here as a way of working on this? Because the region has already started this rotation principle.

VANDA SCARETIZNI: I'm okay with it.

DAVID PLUMB: Thank you.

SILVIA VIVANCO: If I may very briefly, we are going to organize this election. So, if the rules of procedures are not approved as a whole, we are thinking that it would be appropriate to use Section #19 [at Org], based on this consensus that we will achieve in this meeting or in the next session. So perhaps we could specifically apply this particular session in relation to that position. So I'll make a point of clarification here.

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

JACQUELINE MORRIS: Hi. I just read what you posted in the chat. If that's what it means, then I'm okay with that.

DAVID PLUMB: Thank you, Jacqueline.

SERGIO SALINAS PORTO: David, sorry for interrupting you. If you agree with this section, the other thing I would like to ask Jacqueline is how we can implement this upcoming process. If these rules of procedures are not being approved before the election, are you okay with using this [call] as we did before? We used the same temporary provision but we also need to have something else. If there is no candidate from the region, the following subregion should take the role because we have no other options. So that is my next question. Thank you.

JACQUELINE MORRIS: Looking around at this, is it likely that that's going to happen? Do any of the regions at this moment not finding a viable candidate for their particulate role?

SERGIO SALINAS PORTO: Jacqueline, yeah, it is possible that we have no candidate.

JACQUELINE MORRIS: In that case, since we will need it, yeah, I think that should be all right as a temporary measure until we finish fleshing out these rules of procedure properly because I doubt that they're going to be approved

on the 27th of April. So, yeah, I'm cool with using what we used last time. Thanks.

DAVID PLUMB: Being conscious of the time—we need to wrap up—let's stop here. I see that, if we as the Governance Working Group, do believe that this is a way of helping, of contributing, to the election, as we did on other occasions, similarly to what you did in the previous election—this is to use the rotation principle regardless of this principle being approved or implemented—I believe that we could propose that LACRALO use this new section that is going to be included in the rules for this upcoming election. If you propose it as the Governance Working Group, I believe that there will be no objections and you can start using that. If there are objections, then you can call for a consensus call or a voting process in the region so as to be able to take this approach.

I'll make a call right now. I know we don't have all the Governance Working Group members joining this, but I would like to ask you if you all agree with applying this section, 19, for the upcoming process in April. Based on what I have heard on this call, I believe that you agree on applying Section 19 for the upcoming elections.

Okay. Being mindful of the time, I would say that I have taken notes. I can do some changes to the document and circulate the document. I believe that we're reaching the end of the process and we need to be very clear on not prolonging the process. So I'm going to do this. I'm going to take these changes. I'm going to circulate the document in the Governance Working Group. I would kindly ask you to make your

comments but with a higher bar, a high standard, because we need deep comments because, otherwise, we are making minor changes. So I would like you to make comments on thing that you cannot live with, if there are things you cannot live with. Then we can make a sort of voting or we could also work with the Governance Working Group to take this to LACRALO. So these are the steps.

Sergio would like to say the closing remarks.

SERGIO SALINAS PORTO: Thank you, David. This was a very positive call. I don't know if there is anything else that you would like to add or discuss. I believe that we have covered all the sections of the rules of procedures. I believe that we are close to sending this to the Governance Working Group, to the main group, so we can take this to the region.

Do you believe there is any other item that we should take into account, that we should discuss? Is there anything else that you think we should discuss? Or we are done?

DAVID PLUMB: I think we are done. We are okay.

SERGIO SALINAS PORTO: Okay. If that's the case, let's just make a final review. Let's read the document carefully so that we can circulate that to the working group for all members to read the document in the working group, even though they are not joining the teleconferences. Once we are done with

that, we should do an internal vote. We could just put this for comments and then, once we finish with that, we can circulate that to the region.

DAVID PLUMB: I believe that we should close the final version that we are going to send. Silvia is proposing Thursday the 16th for our new call.

SERGIO SALINAS PORTO: David, if it is Thursday the 16th, that's okay for me. But, if on Thursday the 16th we have every closed, I believe that, on Monday the 20th, we should have the LACRALO monthly meeting. I would like to me—I don't know if we have enough time—send that to the Governance Working Group. But I don't know what to do really. Or perhaps we can just send this to the monthly meeting because this was a general call. Everyone was called upon to discuss the document. This is technically the Governance Working Group, so perhaps on the 20th we can make a presentation in the LACRALO monthly meeting and present this document. These are the rules of procedures. We can explain the changes there, and then we can just discuss with this region. Then we can go for the vote.

What do you think? What do the members think about this?

VANDA SCARTEZINI: I do agree because, otherwise, we're going to waste a lot of time. Or we need to do something at the end of this week or at the very beginning of next week, but not on Thursday. I think it's quite late in the week. I

EN

agree with you, Sergio. We have the participants. Those willing to participate are already here.

SERGIO SALINAS PORTO: Okay. Let's do this, David, if you agree, and then we will wrap up. On the 16th, we will meet to review the final version. If we agree, we congratulate each other, and then we will present this on Monday the 20th. We will put this for consideration of the region. I hope, David, you can join that meeting. Then, on Monday the 20th, we would present this to the region, and then we will set the timeframe for the period to discuss and vote on this because perhaps we can make it on time with the rules of procedures and we can apply this to the upcoming elections for the new positions. The new candidates will be elected based on these new rules of procedures.

SILVIA VIVANCO: Sergio, I'm looking at the schedule here. We could have on Monday the 13th or the 14th or 15th … We are free, so you can hold the meeting there. So Monday the 13th—is that early for you?

DAVID PLUMB   Yeah, I cannot. I'm not available.

SERGIO SALINAS PORTO: So you would be available on the 16th? Not before?

EN

DAVID PLUMB: I'd rather be on the 16th because it's my birthday and I am quite complicated.

SERGIO SALINAS PORTO: Okay. Mine is on Wednesday. If you agree, then on the 16th we will be holding our next meeting. On the 20th, we will have the LACRALO monthly meeting.

DAVID PLUMB: Okay. That's okay.

SERGIO SALINAS PORTO: With that, we finish this meeting. I would like to say happy birthday, Silvia. I know it was your birthday, so happy birthday to you.

SILVIA VIVANCO: Thank you very much, Sergio.

SERGIO SALINAS PORTO: Okay. With that said, this meeting is now adjourned. Thank you very much for your participation.

[END OF TRANSCRIPTION]