

# ALAC Rules of Procedure

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# Section A: Introduction, Structure and Definitions

## 1. Introduction

- 1.1 The At-Large Advisory Committee (ALAC) is the primary organizational home for individual Internet users within the Internet Corporation for Assigned Names and Numbers (ICANN). The role of the ALAC is to consider and provide advice on the activities of ICANN, insofar as they relate to the interests of individual Internet users. The At-Large Community within ICANN is made up of accredited organizations referred to as At-Large Structures (ALSes) representing the interests of individual Internet users as well as individual users unaffiliated with an ALS<sup>1</sup>. There are five Regional At-Large Organizations (RALOs), one corresponding to each of the five geographic regions defined by ICANN. An ALS, once accredited by the ALAC is a member of its region's RALO. Similarly, unaffiliated individual members, once accepted by a RALO in accordance with its own rules, is a member of that RALO. Each of the Regions is represented on the ALAC with three members of whom two are appointed by the RALO and one by the ICANN Nominating Committee.
- 1.2 The ALAC operates under the Rules of Procedure (RoP) as described in this present document and further elaborated in Paragraph 10.
- 1.3 Administrative and other support is provided to the ALAC and At-Large by designated ICANN staff members (Staff).

## 2. Defined Terms

These Rules of Procedure contain specific defined terms and acronyms that are collected here to facilitate easy reading. The capitalized words have specific meanings as specified by their definitions.

<b>Term / Acronym</b>	<b>Definition</b>	<b>Where Defined</b>
Adjunct Document	Document providing additional information and/or operational processes associated with specific aspects of the Rules of Procedure.	10.2
AGM	Annual General Meeting: The ICANN Meeting which is usually held in the third Quarter between October and December of each year to coincide with the Annual Meeting of the ICANN Board as defined in Section 7.13 of the ICANN Bylaws.	5.2
AAGM	ALAC Annual General Meeting, the ALAC meeting held in conjunction with the ICANN AGM.	11.2.2

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<sup>1</sup> The RALO in the European region has chosen to group its individual members together in an ALS (EURALO Individuals' Association) but, for the purposes of these Rules of Procedure, these individual members are deemed to be unaffiliated.

<b>Term / Acronym</b>	<b>Definition</b>	<b>Where Defined</b>
ALAC	At-Large Advisory Committee: The fifteen member body within ICANN representing the interests of Internet users.	1.1
ALAC Member	One of the fifteen persons appointed to the At-Large Advisory Committee. The expression “sitting ALAC Members” is used when the reference is explicitly referring to all current members of the ALAC, whether present at the moment or not.	3.1
ALS	At-Large Structure: The ALAC accredited grass-roots organizations which form the basis for the At-Large Community and within each ICANN region are organized into the five RALOs.	1.1
ALT	ALAC Leadership Team: The leadership team of the ALAC comprised of five ALAC Members each representing different ICANN regions and includes the ALAC Chair and one or two Vice-Chairs.	3.5
ALT Member	Any of the ALT members.	3.5
Appointee	An individual appointed by the ALAC to other groups inside or outside of ICANN to either represent the ALAC or to serve on behalf of the ALAC and the At-Large Community. Some Appointees may bear the title Liaison based on the rules of the group to which they are appointed.	7
Approved Distribution Lists	Mailing lists or other mechanisms that are specified in the ALAC E-mail Guide and are used to distribute information as specified in these RoP.	14.2.3
Chair	The ALAC Member elected to lead the ALAC.	3.4
Consensus	An opinion or position reached by the ALAC as a whole. It is generally reached by no less than 80% of the sitting ALAC Members.	12.1.1
Empowered Community (EC)	The construct within ICANN which is the Sole Designator allowing certain Advisory Committees and Supporting Organizations as specified in the ICANN Bylaws to participate in critical ICANN decision making processes.	24.1
ICANN	Internet Corporation for Assigned Names and Numbers.	1.1
Motion	The mechanism by which the ALAC makes formal decisions	11.6
Proxy	The right to cast a vote or participate in a Consensus decision on behalf of another ALAC Member.	12.3

<b>Term / Acronym</b>	<b>Definition</b>	<b>Where Defined</b>
RALO	Regional At-Large Organization: An ICANN regional organization, which is geographically defined, comprising accredited At-Large Structures. There are RALOs for five ICANN regions: Africa; Asia, Pacific & Australasia; Europe; Latin America & the Caribbean; and North America.	1.1
RoP	Rules of Procedure: The document governing the operation of the ALAC – this document.	1.2
Selection Call	An e-mail sent to specific ALAC and/or At-Large mailing lists asking for nominations for a position to be filled.	17.1.3
Selection Summary	A report sent to specific ALAC and/or At-Large mailing lists giving the results of a Selection Call	17.1.6
SoI	Statement of Interest: A document which includes basic professional information about the individual and which is required for anyone participating in ALAC-related activities (generally through a Wiki-based tool).	4.3
Super-majority	Most decisions of the ALAC require a simple majority of votes (>50%) in favour of a motion for that motion to pass. In some cases, however, at least two-thirds of the votes must be in favour, and this is referred to as a Super-majority.	12.2.1
Staff	ICANN staff designated to support ALAC and At-Large.	1.3
TG	Target Group: An organization accepting an ALAC Liaison or other appointee.	7.1
WT	Work Team: A generic description for any ALAC group charged with a specific task. The WT may bear the description Work Group, Committee, Subcommittee, Drafting Team and other similar designations.	14.3

The ICANN Glossary (<https://www.icann.org/resources/pages/glossary-2014-02-03-en>) is a useful reference covering most of the acronyms and terms used throughout ICANN.

### **3. At-Large Advisory Committee**

3.1 The ALAC is a fifteen member Advisory Committee which serves as the primary organisational home within ICANN for individual Internet users. It consists of:

- 3.1.1 ten ALAC Members (two per ICANN Region) selected by each of the Regional At-Large Organizations (RALOs); and

- 3.1.2 five ALAC Members (one per ICANN Region) selected by the ICANN Nominating Committee as defined in the ICANN Bylaws  
<https://www.icann.org/resources/pages/governance/bylaws-en#XI-2.4>
- 3.2 ICANN, as a private sector, non-profit corporation with technical management responsibilities for the Internet's domain name and address system, relies on the ALAC and the broader At-Large Community to represent in ICANN a wide-ranging set of individual Internet user interests. The ALAC is thus responsible for considering and providing advice on the activities of ICANN as they relate to the interests of the At-Large Community.
- 3.3 Under ICANN Bylaws, the ALAC's roles are to:
  - 3.3.1 consider and provide advice on the activities of ICANN, insofar as they relate to the interests of individual Internet users. This includes policies created through ICANN's Supporting Organizations, as well as the many other issues for which community input and advice is appropriate.
  - 3.3.2 play an important role in ICANN's accountability mechanisms;
  - 3.3.3 coordinate some of ICANN's outreach to individual Internet users;
  - 3.3.4 work in conjunction with the RALOs to:
    - 3.3.4.1 keep the community of individual Internet users informed about significant news from ICANN;
    - 3.3.4.2 distribute news about ICANN, and information about items in the ICANN policy-development process;
    - 3.3.4.3 promote outreach activities in the community of individual Internet users;
    - 3.3.4.4 develop and maintain on-going information and education programs, regarding ICANN and its work;
    - 3.3.4.5 establish an outreach strategy about ICANN issues in each RALO's Region;
    - 3.3.4.6 participate in the ICANN policy development processes and provide input and advice that accurately reflect the views and needs of individual Internet users;
    - 3.3.4.7 make public, and analyze, ICANN's proposed policies and its decisions and their (potential) regional impact and (potential) effect on individuals in the region;
    - 3.3.4.8 offer Internet-based mechanisms that enable discussions among members of At-Large structures;
    - 3.3.4.9 establish mechanisms and processes that enable two-way communication between members of At-Large Structures and those involved in ICANN decision-making, so interested

individuals can share their views on pending ICANN issues;  
and

3.3.4.10 make a selection by the At-Large Community to fill one seat of the ICANN Board.

3.4 The ALAC is led by a Chair elected by the ALAC.

3.5 The ALAC Leadership Team (ALT) is a regionally balanced group normally comprised of five ALAC Members, one per ICANN region:

3.5.1 ALAC Chair;

3.5.2 one or two Vice-Chairs, the number to be set at the discretion of the Chair designate who will be presiding over the ALT;

3.5.3 two or three non-titled ALAC Members;

3.5.4 the ALAC Liaisons to ICANN Supporting Organizations and Advisory Committees act as advisors to the ALT;

3.5.5 other people may be invited by the Chair to participate as advisors to the ALT;

3.5.6 although advisors are invited to participate in ALT meetings, they are not formally part of the ALT. Decisions of the ALT are taken solely by the five regional representatives.

3.6 The ALT has no ongoing explicit powers other than those resting with the Chair and delegated as he/she deems appropriate or assigned by the ALAC as fully described in Paragraphs 6.1 to 6.3.

3.7 The ALT Members:

3.7.1 work with the ALAC Chair to ensure that the ALAC can focus on the most appropriate issues with the minimum of administrative overhead;

3.7.2 support the ALAC Chair in the overall management of the ALAC; and

3.7.3 help ensure that any decisions made on behalf of the ALAC are made with due consideration of regional issues.

3.8 The work of the ALAC is carried out through:

3.8.1 meetings of the entire ALAC, both at ICANN meetings and via teleconferences throughout the year;

3.8.2 a variety of Work Teams (WTs) comprised of ALAC Members, RALO Leadership, and At-Large Community members; and

3.8.3 electronic communications including but not limited to e-mail, wikis and telephonic discussions.

## Section B: ALAC and ALAC-Associated Responsibilities

### 4. ALAC Member Requirements and Responsibilities

- 4.1 Agree to abide by these RoP and other requirements as may be agreed to by the ALAC from time to time.
- 4.2 Serve on behalf of the ALAC and the At-Large Community by acting for the good of the entire Community.
- 4.3 Submit a Statement of Interest (SoI) including basic professional information, in a format agreed to by the ALAC, and keep that SoI up to date.
- 4.4 Attend all ALAC meetings, and to the extent that such participation from time to time may not be possible, provide advance notice of the planned absence where practical.
- 4.5 Prepare for and actively participate in all ALAC discussions, including face-to-face meetings, teleconferences, e-mail lists, wikis and other means of interaction as agreed to by the ALAC.
- 4.6 Take part in all ALAC consensus decisions and votes except for those requiring attendance at a meeting where the ALAC Member is not present.
- 4.7 Play a leadership role in representing the interests of Internet users within ICANN.
- 4.8 Actively participate in ALAC WTs, and preferably in WTs sponsored by other ICANN bodies as well. Unless otherwise specified, such participation is as an individual and not formally representing the ALAC. Preferably, the ALAC Member will also take a leadership position within one or more of the WTs in which they participate.
- 4.9 Should a situation arise where a person can no longer reasonably (currently and ongoing) carry out the obligations of a role, be obliged to either resign or otherwise ensure that the ALAC and At-Large are well-served.
- 4.10 Abide by other responsibilities more fully discussed in the Adjunct Document *Position Description for ALAC Members and Appointees*.

### 5. ALAC Chair Requirements and Responsibilities

- 5.1 The Chair must be an ALAC Member.
- 5.2 A person nominated to be Chair does not need to be an ALAC Member at the time of nomination but must have an expectation of being an ALAC Member after the next ALAC Annual General Meeting (AAGM), the ALAC meeting held in conjunction with the ICANN Annual General Meeting (AGM).
- 5.3 Should the person elected Chair not be an ALAC Member after the AAGM, a new election must be conducted.
- 5.4 The Chair is elected for a one year term. At the end of that term, the appointment may be renewed for one additional year subject to the provisions of Paragraph 8.2.

The first priority for the ALAC is to select the best person to be Chair regardless of their ability to serve for a second term.

- 5.5 All actions attributed to the Chair in these RoP may be delegated by the Chair to any other ALAC Member unless such delegation is explicitly not allowed.
- 5.6 When the Chair delegates the running of a meeting to another ALAC Member, all rights and responsibilities with respect to managing the meeting are vested in the acting meeting chair with the exception of those rights and responsibilities explicitly given to the “ALAC Chair”.
- 5.7 It is expected that a Chair will delegate specific responsibilities (sometimes referred to as “portfolios”) to other ALT Members, other ALAC Members and/or Liaisons based on skills, interests and workload.
- 5.8 All such delegations are subject to the agreement of the delegate and should be a matter of public record.
- 5.9 The duties of Chair include:
  - 5.9.1 presiding over ALAC meetings;
  - 5.9.2 determining the procedures to be followed where standard operating procedures do not cover a specific situation;
  - 5.9.3 upholding the RoP, Bylaws and other norms applicable to the ALAC;
  - 5.9.4 determining meeting agendas in advance in conjunction with the ALT Members and Staff;
  - 5.9.5 being the prime liaison with Staff;
  - 5.9.6 representing the ALAC and At-Large in meetings and in written communication. This responsibility notwithstanding, the Chair is obliged to consult with the ALAC Members, the ALT and the ALAC and/or other segments of At-Large as appropriate;
  - 5.9.7 ensuring that timelines and deadlines for the work of the ALAC are set and met; and
  - 5.9.8 facilitating and encouraging participation of all ALAC Members in At-Large Community activities and taking appropriate actions when the participation and contributions of ALAC Members and appointees, as specified in Paragraphs 4, 6 and 7, are unsatisfactory or do not meet expectations.
  - 5.9.9 Subject to the provisions of Paragraphs 23 and 24, act as the ALAC representative to the ICANN Empowered Community Administration.
  - 5.9.10 Responsibilities explicitly given to the ALAC Chair under the ICANN Bylaws or through action of the ICANN Board, other than those directly associated with the ALAC and the At-Large Community. An example of such a responsibility is the selection of Specific Review Team members as specified in the ICANN Bylaws sections 4.6(a)(i) and 4.6(a)(i)(C).

- 5.9.11 Preparing, for ALAC approval prior to the conclusion of the AAGM, a brief report in compliance with the Cross-Community Working Group on Accountability Work Stream 2 Recommendation 6.1.5 identifying what the ALAC had done during the prior year to improve accountability, transparency, and participation, including goals that may have fallen short, and any plans for future improvements.
  - 5.9.11.1 Staff will maintain records related to Recommendation 6.1.5 and in conjunction with the Chair, will draft the annual report.
- 5.10 As a member of the ALT, the Chair is subject to the same obligations as all ALT Members.
- 5.11 The ALAC Chair may make substantive decisions on behalf of the ALAC if the matter is of such urgency that the ALAC cannot practically be consulted. To the extent possible, this must be done in consultation with the ALT. Any such decision must be reported to the ALAC without undue delay and must be ratified by the ALAC as soon as practical.
- 5.12 The ALAC Chair is empowered, at his/her sole discretion, to:
  - 5.12.1 recommend to ICANN the suspension or restriction of a person's right to post to any At-Large electronic communications platform provided by ICANN, including but not limited to e-mail and wikis, if the Chair determines that the person has violated the ALAC Code of Conduct (Paragraph 14.4). If such action is necessary, and unless subject to legal constraints, the Chair will consult with the ALT prior to taking action if feasible, and/or after the fact, advise the ALT of the violation and seek ALT validation for the action(s) taken. The Chair is required to take into account whether the overall nature of the actions of the individual is an aberration or represents a pattern of abuse when determining the duration of the suspension or other action;
  - 5.12.2 recommend to ICANN that electronic postings to ICANN managed communications platforms be deleted if their presence harms or prejudices any person or organization or if they are unrelated to ICANN activities;
  - 5.12.3 take direct actions equivalent to those specified in paragraphs 5.12.1 and 5.12.2 for electronic communications platforms not operated under the aegis of ICANN.
  - 5.12.4 exclude for a specified period of time, an individual from any ALAC-related and At-Large-related activities if that person's actions violate the Code of Conduct (Paragraph 14.4) or are deemed to be disruptive.
- 5.13 Any member of the ICANN community may voice problems, concerns, or complaints about ICANN to the Ombudsman (See Paragraph 9.8).
- 5.14 Should the Chair be incapable of carrying out the duties and obligations of the office, including that of delegating responsibilities to another ALAC Member, another

ALAC Member will be deemed to be the Chair until such time as the original Chair can resume his/her duties or the ALAC can select a replacement. The replacement chair will be, in order of precedence:

- 5.14.1 The Vice Chair, if there is only one and he/she is willing to serve as Chair.
- 5.14.2 One of the Vice-Chairs by mutual agreement of the Vice-Chairs in consultation with other ALT or ALAC Members, or barring such agreement, by random selection of those willing to serve as Chair with the random selection carried out by Staff.
- 5.14.3 Any other ALT Member by mutual agreement of the ALT Members, or barring such agreement, by random selection of those willing to serve with the random selection carried out by Staff.
- 5.14.4 Any other ALAC Member by mutual agreement of the ALAC Members. Barring such agreement, Staff shall identify one ALAC Member by random selection from among all remaining ALAC Members who are both willing to serve and have the explicit support of at least one other ALAC Member.

## **6. ALAC Leadership Team Requirements and Responsibilities**

- 6.1 Members of the ALT support and collaborate with the Chair in the overall administration and management of the ALAC.
- 6.2 The ALT shall have no other explicit responsibilities and is not empowered to make substantive decisions on the part of the ALAC unless urgency or confidentiality precludes consulting the ALAC. In such a case, the decision needs to be ratified with the ALAC as soon as practical.
- 6.3 Paragraph 6.2 notwithstanding, the ALAC may, from time to time, assign specific responsibilities or tasks to the ALT.
- 6.4 All ALT Members must be ALAC Members.
- 6.5 A person nominated for an ALT position does not need to be in the ALAC at the time of nomination but must have an expectation of being an ALAC Member after the next AAGM.
- 6.6 Should a person selected as an ALT Member not be an ALAC Member after the upcoming AAGM, a new selection must be conducted.
- 6.7 ALT Members are expected to participate in all ALT meetings, both face-to-face and teleconferences, and to the extent that such participation from time to time may not be possible, provide advance notice of the planned absence where practical.
- 6.8 An ALAC Member occupying the role of Vice-Chair agrees to take on a heavier workload than the untitled ALT Members.

## **7. ALAC Appointee Requirements and Responsibilities**

- 7.1 The ALAC may from time to time appoint individuals to represent the interests of the ALAC and the At-Large Community, to act on behalf of the ALAC or to meet

other specific obligations, to various bodies within or outside of ICANN. Such individuals will be referred to in these RoP as Appointees, and the body to which they represent the ALAC referred to as the Target Group (TG).

- 7.2 Based on the arrangement with the TG, some Appointees may bear the title Liaison.
- 7.3 Liaisons need not be ALAC Members, but they will normally be current or past ALAC Members, or otherwise familiar with the ALAC and At-Large and the TG to whom they will liaise.
- 7.4 Appointees not bearing the title of Liaison generally do not need to be ALAC Members but must have sufficient knowledge of the ALAC and At-Large and any other group or subject related to their appointment so as to be able to properly represent the ALAC/At-Large
- 7.5 Appointees are responsible for communicating ALAC positions to the TG, and for reporting on TG activities, meetings and actions that may be of interest to the ALAC, to the extent that the confidentiality rules of the TG allow.
- 7.6 Appointees shall generally have the same responsibilities as ALAC Members, with the following exceptions.
  - 7.6.1 Appointees do not participate in ALAC consensus decisions or votes unless they are ALAC Members.
  - 7.6.2 Appointees may be relieved of the responsibility to attend all ALAC meetings by decision of the ALAC.
  - 7.6.3 Appointees have no requirements to participate in the ALAC and other WGs other than those related to the TG unless they are ALAC Members. That notwithstanding, Liaisons are encouraged and expected to be active participants in the activities of the TG.
- 7.7 Appointees have an obligation to ensure that it is clear whether they are speaking on behalf of themselves, the ALAC or any other organization that they are affiliated with. Moreover, Liaisons must fairly represent positions of the ALAC where they exist.
- 7.8 When representing the ALAC, Appointees have an obligation to solicit ALAC and At-Large views on the matter where practical and possible. Appointees should be selected knowing that in many instances such consultation may not be possible or practical and thus the ALAC needs to select people who understand the philosophies or guiding values and principles of the ALAC and At-Large.
- 7.9 Appointees shall accept, while acting in their capacity on behalf of the ALAC, to put the collective views of the ALAC ahead of their own, to the extent that such views are known.
  - 7.9.1 When the personal views are in conflict with ALAC views, the Appointee must make clear which position is which.
  - 7.9.2 To the extent that such ALAC views are not known, personal views should not be misrepresented as ALAC views.

- 7.10 Liaisons may serve in this capacity to only one TG at a time.
- 7.11 Appointee appointments are from the period of the end of one AAGM to the end of the following AAGM unless otherwise specified by the ALAC at the time of the appointment.
- 7.12 Any appointment where the TG has internal participation qualifications is conditional upon acceptance by the TG.
- 7.13 The TG should make their requirements known ahead of time to the extent possible and practical.

## **8. Terms**

- 8.1 All appointments begin at the conclusion of one AAGM and continue until the conclusion of the following AAGM, unless the ALAC specifically identifies a different timeframe.
- 8.2 If the Chair is still a member of the ALAC in the year following his or her selection, is willing to continue in that role and subject to the eligibility rules in Paragraph 5, the Chair's term is deemed to be automatically renewed for a second year without any explicit action of the ALAC.
- 8.3 Should the Chair not be eligible to serve the automatically renewable second year, or chooses not to do so, the ALAC will select a new Chair as per the normal Chair selection process.
- 8.4 If any person leaves an appointed position prior to the normal end of their term, the person appointed as a replacement will serve only for the remainder of the incumbent's term. This interim appointment should not negatively impact the individual's eligibility to be appointed to this position on a regular basis at a later stage.

## **9. Performance, Metrics and Remediation**

The ability of the ALAC to represent the interest of Internet users depends on strong participation from all ICANN regions. Furthermore, the ALAC can function effectively only if all ALAC Members and Appointees meet the obligations of their positions. Satisfactory performance is a complex concept including both objective and subjective issues and must factor the very significant personal contributions made by At-Large volunteers. Moreover, the ALAC and At-Large receive significant funding from ICANN, both for travel and other activities, and the ALAC must be able to justify such expense.

- 9.1 All ALAC Members must make regular and significant contributions to the ALAC, At-Large and ICANN.
- 9.2 A variety of metrics will be maintained related to quantifiable performance aspects to ensure that all ALAC Members and appointees are aware of their performance, and to support the Chair in the responsibility of monitoring such performance. Such metrics will include, but are not limited to:

- 9.2.1 Meeting attendance, which includes sending prior notice if attendance is not possible. Attendance will be based on individual ALAC sessions for meetings held during an ICANN meeting.
- 9.2.2 Participation in the decisions and votes of the ALAC.
- 9.2.3 Participation and roles played in ALAC working groups as well as those of other bodies within ICANN.
- 9.3 Subject to privacy and confidentiality requirements, the metrics for all Members and Appointees will be publicly available.
- 9.4 The ALAC is empowered to set thresholds which the Chair or RALOs could use to monitor performance.
- 9.5 The ALAC has the right to withdraw the appointment of ALAC appointees.
- 9.6 The Chair is empowered to initiate or take action as agreed to by the ALAC with regard to performance and remediation. Any such actions must be done with due sensitivity and consideration to cultural differences throughout the globally diverse At-Large Community to the extent possible.
- 9.7 Such actions may include but not be limited to:
  - 9.7.1 Discussion of issue with the ALAC Member or Appointee.
  - 9.7.2 Use of an impartial third-party for mediation.
  - 9.7.3 Discussion with the RALO leadership if the ALAC Member is a RALO appointee.
  - 9.7.4 Recommend to ICANN the withdrawal of travel funding.
  - 9.7.5 Although resignations are far preferable to the ALAC taking formal action, should the situation warrant it, the ALAC may vote to remove an ALAC Member following the procedures described in Paragraph 21.
  - 9.7.6 Actions specified in Paragraph 9.7 do not need to be done in sequence and none of those listed above are mandatory unless specified as so by the ALAC.
- 9.8 The ICANN Ombudsman provides an independent internal evaluation of complaints by members of the ICANN community who believe that the ICANN staff, Board or an ICANN constituent body has treated them unfairly.
- 9.9 The ALAC is empowered to publish an Adjunct Document: *Metrics and Remedial Actions for ALAC Members and Appointees* to describe in fuller detail the metrics referenced in Paragraphs 9.2 – 9.4, and actions referenced in Paragraphs 9.7.

## Section C: Meetings, Decision-Making and Work Methods

### 10. Rules of the ALAC

- 10.1 ALAC meetings and activities are run based on the following rule sets in decreasing priority
  - 10.1.1 ICANN Bylaws.
  - 10.1.2 These ALAC Rules of Procedure.
  - 10.1.3 Decisions of the ALAC including Rules of Procedure Adjunct Documents (Paragraph 10.2).
  - 10.1.4 Rulings of the Chair.
  - 10.1.5 Robert`s Rules of Order, 11<sup>th</sup> Edition.
  - 10.1.6 Within a single rule set (each of 10.1.1 to 10.1.5), there is no implicit precedence of rules based on the order within the rule set. The Chair shall decide on which specific rules take precedence if there are conflicts within any rule set.
  - 10.1.7 If a situation occurs which is not explicitly addressed by the total set of rules, the Chair shall decide on how to address the situation.
- 10.2 Adjunct Documents referenced by these Rules of Procedure.
  - 10.2.1 RoP-Adjunct-01 – Position Description for ALAC Members, Liaisons and Appointees.
  - 10.2.2 RoP-Adjunct-02 – Metrics and Remedial Actions for ALAC Members and Appointees.
  - 10.2.3 RoP-Adjunct-03 – At-Large Board Member Selection Implementation.
  - 10.2.4 RoP-Adjunct-04 –At-Large Structure Framework.

### 11. ALAC Meetings

- 11.1 ALAC meetings may be conducted face-to-face or via teleconferences. Most face-to-face meetings may also have teleconference capabilities for those who cannot attend in person.
- 11.2 Classification of ALAC meetings
  - 11.2.1 Regular Meetings
    - 11.2.1.1 Scheduled at times as agreed upon by the ALAC.
    - 11.2.1.2 Requires advance notice of at least one week.
    - 11.2.1.3 Notice may be waived by explicit action of the ALAC.
    - 11.2.1.4 Requires Quorum to begin. The requirement for Quorum may be waived by the Chair. Such a decision does not alter the

requirement for a meeting to be quorate at the time any formal decision is taken.

11.2.1.5 Face-to-face meetings (typically held in conjunction with ICANN meetings) can be temporarily halted and reconvened at a later time by agreement of the ALAC. Quorum is once again required to reconvene as per Paragraph 11.2.1.4.

#### 11.2.2 ALAC Annual General Meeting (AAGM)

11.2.2.1 A Regular meeting held in conjunction with the ICANN Annual General Meeting (AGM).

#### 11.2.3 Urgent Meetings

11.2.3.1 May be called by the ALAC Chair at any time, possibly on short notice.

11.2.3.2 Requires Quorum to begin.

11.2.3.3 The only Motion that an Urgent Meeting can approve is to transform the Urgent Meeting into a Regular Meeting.

#### 11.2.4 Special Meetings

11.2.4.1 May be called at the request of any four ALAC Members.

11.2.4.2 Requires a minimum notice of one week.

11.2.4.3 Requires Quorum to begin.

11.2.4.4 Has the same status as a Regular Meeting once convened.

### 11.3 Agenda

11.3.1 All meetings should have an agenda, preferably published ahead of time identifying the topics to be covered in the meeting as well as the projected time to be allowed for each item.

11.3.2 A meeting may have a “Consent Agenda” that will include Motions which are deemed to not require further discussion and may be adopted by Consensus or vote as a single item.

11.3.2.1 Items within the consent agenda will be deemed to have been moved by the Chair and seconded by a Vice-Chair as identified in the Consent Agenda.

11.3.2.2 Any ALAC Member may request that a specific item from the Consent Agenda be removed and dealt with independently.

### 11.4 Quorum

11.4.1 For a meeting to be quorate, more than 50% of the sitting ALAC Members must be present, face-to-face, telephonically, or by other means explicitly approved by the ALAC.

- 11.4.2 For votes taken electronically or over a period of time, all ALAC Members are deemed to have been present. To be considered a valid decision, more than 50% of sitting ALAC members must record a vote (including abstain if available).
  - 11.4.3 For a Consensus decision during a meeting to be considered valid the meeting must be quorate and ALAC Members from all ICANN Regions currently represented on the ALAC must have been present in person, telephonically, or by other means explicitly approved by the ALAC.
  - 11.4.4 For a Vote during a meeting to be considered valid, the meeting must be quorate at the time of the vote and ALAC Members from all ICANN Regions currently represented on the ALAC must have been present in person, telephonically, or by other means explicitly approved by the ALAC unless the issue is so urgent as to not allow prolonging the vote as per Paragraph 12.1.13. Absent such urgency, the vote must be prolonged to allow all regions an opportunity to participate.
  - 11.4.5 For Consensus decisions made via e-mail, all ALAC Members are deemed to be present and the lack of consensus is determined based on disagreement expressed in accordance with Paragraph 12.1.3.
- 11.5 Open Meetings, Speaking Rights and Speaking Order
- 11.5.1 All ALAC meetings are open unless otherwise decided by the ALAC to address a specific sensitive issue. Sound recordings will be available in a timely manner where technically possible. Transcripts will be available in a timely manner where technically possible and cost-effective. Live access will be provided where practical.
  - 11.5.2 Speaking priority is given to ALAC Members, Liaisons and Appointees, but time permitting, others may be granted speaking rights at the discretion of the Chair.
  - 11.5.3 Participants who wish to speak should indicate their intention using whatever method is appropriate given the meeting details.
  - 11.5.4 The Chair shall have sole control over the speaking order and may time-limit interventions.
- 11.6 Motions
- 11.6.1 Any formal action of the ALAC will be in the form of a Motion. Such formal action may be initiated at an ALAC meeting or electronically.
  - 11.6.2 Motions may be made by any ALAC Member.
  - 11.6.3 Motions need not be seconded, but any ALAC Member can request that a motion be seconded prior to proceeding. This request may be made at any time prior to a decision being reached. It takes precedence over other actions. If there is a second, the process continues where it was halted. If there is no second, the motion is deemed to have been withdrawn.

- 11.6.4 Motions to be decided at a meeting of the ALAC should be made and circulated well in advance of the meeting to the extent possible and practical, and should be included in the meeting agenda.
- 11.6.5 The Chair shall allow sufficient time for discussion, which may take place at a meeting or electronically, prior to the ALAC taking a decision.
- 11.6.6 Prior to reaching a decision, an amendment to the Motion may be suggested by any ALAC Member.
  - 11.6.6.1 If the ALAC Members who put (and seconded, if applicable) the original Motion deem the amendment to be “friendly”, it will immediately become part of the Motion being considered.
  - 11.6.6.2 If a motion is not considered to be friendly, a decision of the ALAC is required as to whether the amendment is incorporated or rejected.
  - 11.6.6.3 The decision on a non-friendly amendment must be taken prior to proceeding with the primary motion.

#### 11.7 Points of Order

- 11.7.1 A Point of Order is an interruption of a meeting which must be addressed before the meeting may proceed. There are three general types of Points of Order with respect to ALAC meetings.
  - 11.7.1.1 A situation where an ALAC Member believes that the ICANN Bylaws or the ALAC Rules of Procedure are not being followed.
  - 11.7.1.2 A situation where continuation of the meeting is impractical due to a technical or other problem. Examples of such problems include the lack of technical infrastructure and the failure of audio-visual aids.
  - 11.7.1.3 A situation where an ALAC Member requires a clarification related to the issue being discussed, such as the definition of a term or which of a multi-part issue is being discussed.
- 11.7.2 The Chair shall rule if anything needs to be done to correct the situation.

#### 11.8 Procedural Motions

- 11.8.1 A procedural motion is a motion to do the following (in order of precedence):
  - 11.8.1.1 adjourn the meeting;
  - 11.8.1.2 suspend the meeting; and
  - 11.8.1.3 close debate on an issue and initiate the decision process (Consensus or vote).

- 11.8.2 A procedural motion may be made by any ALAC Member and does not need to be seconded.
  - 11.8.3 The Chair may disallow a motion to close debate if he/she feels that the question has not been fully explored.
  - 11.8.4 Once a procedural motion is made and allowed by the Chair as per Paragraph 11.8.3, it must immediately be decided by either Consensus or vote.
  - 11.8.5 Multiple procedural motions will normally be addressed in the order specified in Paragraph 11.8.1, but the Chair may alter that order of precedence.
- 11.9 Records of ALAC Meetings
- 11.9.1 Records of ALAC meetings, whether in the form of formal “minutes” or less formal notes or meeting summaries, will at a minimum include:
    - 11.9.1.1 type of meeting, date, location (if face-to-face) and start and stop times;
    - 11.9.1.2 attendance including how a person joined (for instance in person or via teleconference);
    - 11.9.1.3 agenda, as amended during the meeting if applicable;
    - 11.9.1.4 decisions taken including method (vote or Consensus), record of how ALAC Members voted if a vote, and records of any abstentions or other remarks requested by ALAC Members;
    - 11.9.1.5 links to any media associated with the meeting (such as recordings, presentations); and
    - 11.9.1.6 any of the above may be omitted by decision of the ALAC if inclusion would violate confidentiality in any particular case.
  - 11.9.2 Records of meeting must be made available to ALAC Members by the earlier of: a) 30 days from the date of the meeting (or last date if the meeting spanned more than one day); or b) the posting of the final agenda for the following meeting.
  - 11.9.3 Records of meetings are deemed to be accepted 14 days after they are first distributed, or 14 days after the last correction is requested by an ALAC Member.
- 11.10 ALT Meetings
- 11.10.1 All ALT meetings are open unless otherwise decided by the ALT to address a specific sensitive issue. Sound recordings will be available in a timely manner where technically possible. Transcripts will be available in a timely manner where technically possible and cost-effective. Live access will be provided where practical.

- 11.10.2 Speaking priority is given to ALT Members and ALT Advisors, but time permitting, others may be granted speaking rights at the discretion of the Chair.
- 11.10.3 Participants who wish to speak should indicate their intention using whatever method is appropriate given the meeting details.
- 11.10.4 The Chair shall have sole control over the speaking order and may time-limit interventions.

## **12. Decisions of the ALAC**

### **12.1 Consensus and Voting**

- 12.1.1 All face-to-face and teleconference decisions of the ALAC should preferably be made by Consensus, subject to several exceptions noted in these RoP. A Consensus decision is one supported by an overwhelming percentage of the ALAC, but need not be unanimous.
- 12.1.2 When attempting to judge Consensus, the Chair will normally ask if there are any objections to the Motion or amendment being adopted. If the call for objections is made electronically, sufficient time should be allowed for ALAC Members to voice their objection.
- 12.1.3 The Chair shall rule as to whether or not a Consensus has been reached.
  - 12.1.3.1 As a “rule of thumb”, Consensus is no less than 80% of the sitting ALAC Members.
- 12.1.4 All ALAC decisions will allow for abstentions, unless explicitly not allowed by a provision in these Rules of Procedure or by explicit decision of the ALAC.
- 12.1.5 Any ALAC Member may request that a formal vote be taken instead of the Chair judging whether Consensus has been reached. If such a vote is requested, the Chair may decide whether to hold the vote immediately or after additional discussion.
- 12.1.6 Any ALAC Member may request that a Consensus decision be verified by a formal vote and the outcome of such vote will replace the Consensus decision.
- 12.1.7 An ALAC Member who cannot be present for a vote, either cast in person or electronically, may arrange to have his/her vote cast by another ALAC Member according to rules governing Proxies in Paragraph 12.3.
- 12.1.8 An ALAC Member, who cannot be present for a decision made by Consensus, may arrange for another ALAC Member to represent him/her according to rules governing Proxies in Paragraph 12.3.
- 12.1.9 Except as noted in Paragraph 24.2, any vote related to named individuals, whether in an election, appointment, recall or disciplinary action, will be held by secret ballot and the details of individual ALAC Member ballots must not be revealed.

- 12.1.10 How each ALAC Member votes must be recorded in the records of the ALAC unless the vote is held by secret ballot or unless the ALAC decides that a particular vote must be treated as confidential.
- 12.1.11 All ALAC Members will be given an opportunity to request that the meeting record indicate the rationale for their vote. ALAC Members who abstain shall explicitly be asked if they wish such a record to be made.
- 12.1.12 Any ALAC Member who does not support a Consensus position may request that their disagreement be noted in the records of the meeting.
- 12.1.13 For votes taken where the outcome is not needed immediately for a time-sensitive reason, the Chair may decide to prolong the vote by keeping it open for no more than three days to allow for votes of those not at the meeting to be registered.
- 12.1.14 Votes held outside of formal meetings may be carried out using any method approved by the ALAC which may include:
  - 12.1.14.1 specialized web-based voting systems;
  - 12.1.14.2 e-mail, via Approved Distribution Lists; and
  - 12.1.14.3 telephone with ICANN Staff, the ALAC Chair or as otherwise specified by the ALAC Chair.
- 12.1.15 Votes must be used in lieu of Consensus for:
  - 12.1.15.1 Election of the ALAC Chair.
  - 12.1.15.2 Approval or removal of an ALS.
  - 12.1.15.3 Any vote that must be held by secret ballot.
- 12.2 Evaluation of Vote Outcomes
  - 12.2.1 Subject to the terms of Paragraph 11.4 requiring Quorum for all normal ALAC decisions, a vote is deemed to be successful if at least five ALAC Members cast a non-abstaining vote, and if the number of votes in favour is higher than the number of votes against. For a vote that explicitly requires a Super-majority, the number of votes cast in favour must be at least twice the number of votes cast against.
  - 12.2.2 Specific situations requiring a vote may use different evaluation processes which are explicitly included in the Paragraph specific to each situation. Examples of such situations are the election of the Chair, the recall of an ALT Member, and the removal of an ALAC Member.
  - 12.2.3 The ALAC may decide that, for a specific vote, a different threshold be required for a vote to be successful, but in no case shall the threshold be lower than the normal threshold specified in Paragraph 12.2.1.
  - 12.2.4 If a vote is taken which results in a tie, the Chair, by sole decision, may take any of the following actions:

- 12.2.4.1 Call for additional discussion and then a new vote of the ALAC.
- 12.2.4.2 Immediately call for a new vote of the ALAC.
- 12.2.4.3 If the vote was part of a nomination and selection process, re-open the entire process.
- 12.2.4.4 Cast an additional ballot to eliminate the tie. This option may be exercised only by the ALAC Chair.

### 12.3 Proxies

- 12.3.1 If an ALAC Member is unable to participate in a decision of the ALAC, another ALAC Member (Proxy Holder) may hold a proxy to cast that vote on behalf of the first ALAC Member (Proxy Giver).
- 12.3.2 If the details of a decision are known ahead of time, the Proxy Giver may instruct the Proxy Holder how to vote and the Proxy Holder is honour bound to follow those instructions. Such a Proxy is known as a Directed Proxy. The Proxy Holder may vote as he/she wishes if no specific instructions are given (an Undirected Proxy).
- 12.3.3 An Undirected Proxy may be given to cover some or all votes to be held in a given meeting.
- 12.3.4 An ALAC Member may receive Proxies from no more than two other ALAC Members.
- 12.3.5 If a Proxy Holder is not at the specified meeting, the Proxy will be given to the Chair of the meeting who may hold an unlimited number of such “2<sup>nd</sup> order” Proxies.
  - 12.3.5.1 A Proxy Giver may specify that the Proxy not go to the meeting Chair in the case of absence of the Proxy Holder.
- 12.3.6 Proxies, whether Directed or Undirected, do not alter the rules surrounding disclosure of how an ALAC Member votes. A Proxy Holder is honour bound not to publicly reveal the contents of the cast Proxy vote in the case of a secret ballot.
- 12.3.7 The ALAC will from time-to-time publish the details of how a Proxy is to be issued.
- 12.3.8 An ALAC Member who has a personal conflict of interest related to any decision may give an undirected proxy to another ALAC Member to allow the former ALAC Member’s region to be fully present in the decision while not personally influencing the outcome.
- 12.3.9 The existence of any Proxy does not impact the rules for a meeting being quorate. A Proxy given by an ALAC Member does, however, cause that member to have been deemed present for the purposes of evaluating whether the decision honoured regional representation as specified in Paragraph 11.4.4.

- 12.3.10 All references to votes in Paragraph 12.3 shall also apply to Consensus decisions.

### **13. Amendment of the Rules of Procedure**

- 13.1.1 A Motion to amend the Rules of Procedure must be made at least twenty-one calendar days prior to a meeting at which the RoP are to be amended, or twenty-one calendar days prior to the date at which an electronic vote is to commence.
- 13.1.2 The text of the changes must be provided at the time the Motion is made.
- 13.1.3 Amendments are allowed, but any suggested amendments should preferably be made well in advance of the meeting or the planned vote commencement.
- 13.1.4 Approval of the modified Rules of Procedure requires a Super-majority vote of the ALAC.

### **14. ALAC Work Methods**

- 14.1 The ALAC will use a variety of work methods to accomplish its goals. These will include:
  - 14.1.1 Face-to-face meetings;
  - 14.1.2 Teleconferences;
  - 14.1.3 E-mail;
  - 14.1.4 Wikis;
  - 14.1.5 Other methods that are deemed by the ALAC to be appropriate and generally accessible to its ALAC Members, Appointees, and members of the At-Large Community.
- 14.2 E-mail
  - 14.2.1 E-mail is a prime communication technology used by the ALAC.
  - 14.2.2 The ALAC and At-Large will have a variety of e-mail mailing lists to allow easy communications amongst ALAC Members, Appointees, WT members, RALOs, and members of At-Large.
  - 14.2.3 The ALAC will from time-to-time publish the ALAC E-mail Guide to ensure that these lists are used properly and have the correct membership. The Guide also specifies what e-mail lists or other mechanisms, known as Approved Distribution Lists are used in relation to communications required in these RoP.
  - 14.2.4 Most At-Large mailing lists are archived and viewable by the public. The ALAC E-mail Guide will identify which lists are public and which are not.
  - 14.2.5 Communication by electronic mail will be considered equivalent to any communication otherwise required to be in writing. The ALAC shall take

such steps as it deems appropriate under the circumstances to assure itself that communications by electronic mail are authentic.

#### 14.3 Work Teams

14.3.1 Much of the work of the ALAC will be carried out through Work Teams (WT). Examples of WTs include but are not limited to:

14.3.1.1 ALAC Sub-committees, standing or ad hoc;

14.3.1.2 Drafting Teams;

14.3.1.3 Working Groups.

14.3.2 When the ALAC establishes a WT it must set out the following:

14.3.2.1 terms of reference or charter;

14.3.2.2 expected outcomes if applicable;

14.3.2.3 method of selection of membership, including whether the membership is confined to ALAC Members, is to include balanced RALO or regional representation, or is generally open;

14.3.2.4 identification of the WT chair or how the chair is to be selected; and

14.3.2.5 whether the WT is ongoing or established only until completion of its terms of reference.

#### 14.4 Code of Conduct

14.4.1 All ALAC Members, Appointees and At-Large participants shall adhere to the ICANN Expected Standards of Behavior (<https://www.icann.org/resources/pages/expected-standards-2016-06-28-en> or as subsequently updated) in all of their ICANN-related activities.

14.4.2 ALAC Members, Appointees and At-Large participants must always behave in a professional manner and treat all ICANN participants and ICANN staff with respect, whether in person, on teleconferences, via e-mail, or through other electronic work methods. Examples of inappropriate behaviour include but are not limited to postings or other actions: a) used to abuse, harass, stalk, or threaten others; or b) that are libellous, knowingly false, ad hominem, or misrepresent another person.

14.4.3 ALAC and At-Large meetings and electronic communications are largely in support of ALAC activities.

14.4.4 Most ALAC and At-Large meetings and electronic communications are open, archived and viewable by the public. Care must be taken so as to not violate any obligations of confidentiality or violate the privacy of others.

14.5 All ALAC meetings are conducted in English and most documents associated with the ALAC and ICANN are produced solely in English. As such, all ALAC Members must have a suitable level of spoken and written English proficiency. Simultaneous

interpretation and translation from and into other languages may be provided to the extent possible and practical, where there is sufficient demand and subject to ICANN policy and funding. WT meetings are generally conducted only in English, but consideration may be given to interpretation subject to the same guidelines as for ALAC meetings.

## **15. At-Large Structures**

- 15.1 The ALAC shall, subject to review by the RALOs and the ICANN Board, set procedures to certify and decertify At-Large Structures.
- 15.2 Detailed procedures are set forth in the Adjunct document “At-Large Structure Framework”.
- 15.3 The “At-Large Structure Framework” shall be deemed to be an integral part of these Rules of Procedure.

## **Section D. Selections, Elections and Appointments**

### **16. General Provisions**

- 16.1 According to the ICANN Bylaws, the ALAC Chair has to be formally elected. Other selections and appointments can be made by Consensus, but failing that, elections can always be used as a last resort.
- 16.2 Elections and selections can take place by electronic mail, online ballot, written ballot, or any other convenient and accurate means that are deemed to provide appropriate degree of confidentiality.
- 16.3 If, following the close of the acceptance period or after all nominations have been accepted, there is only one candidate for a given position, or if as the process continues one or more candidates withdraw leaving only one remaining candidate, the sole candidate will be declared the winner by acclamation without the need for a decision of the ALAC.

### **17. Procedures for the Election of Chair and Selection of the ALAC Leadership Team**

- 17.1 Ordinary Chair Elections
  - 17.1.1 Ordinary elections of the ALAC Chair shall be held so as to have the new Chair selected prior to the start of the AAGM. The selection should preferably be completed at least three weeks prior to the start of the AAGM to allow for the orderly selection of the rest of the ALAC Leadership Team.
  - 17.1.2 The time schedule of the election process must take into account a possible run-off election.
  - 17.1.3 The Chair/Staff shall send via Approved Distribution Lists a Selection Call for the ALAC Chair, giving the schedule and modalities of the election process and requesting nominations (including self-nominations) by ALAC Members. The Selection Call will allow at least fourteen days for nominations.
  - 17.1.4 The requirements to be met by nominees for Chair are listed in Paragraph 5.
  - 17.1.5 A nominee must send a message of acceptance to the same list on which nominations were solicited within seven days of the close of nominations. The acceptance should be sent via Staff if the nominee does not have sending privileges to that list. An ALAC SoI must be completed prior to the close of the acceptance period if the nominee does not already have one.
  - 17.1.6 The Chair/Staff shall post to the Approved Distribution Lists a Selection Summary of all valid nominations for Chair, announcing the detailed

election process after the deadline for nomination acceptance has passed or once all nominations have been accepted/declined, whichever occurs first.

- 17.1.7 Nominations will then be discussed on the Approved Distribution Lists, conference calls or other electronic or face-to-face meetings as appropriate.

## 17.2 Determination of winner

The following steps must be carried out in the specified order until a winner is declared or the election process is restarted with a new vote or Selection Call:

- 17.2.1 The winning candidate must receive votes from a majority of the sitting ALAC Members. For avoidance of doubt, once this is achieved, regardless of the number of candidates, the winner is declared.
- 17.2.2 If the number of abstentions constitutes the majority of the sitting ALAC Members, the entire election process must be re-started with a Selection Call.
- 17.2.3 If the number of votes minus the number of abstentions does not constitute majority of the sitting ALAC Members, the vote must be re-run with the same slate of candidates. This may be done only once per Selection Call. If the situation occurs more than once, the entire election process must be re-started with a Selection Call.
- 17.2.4 In situations where there are more than two candidates:
  - 17.2.4.1 If all candidates receive the same number of votes, the vote must be re-run with the same slate of candidates. This may be done only once for a given set of candidates per Selection Call. If the situation occurs more than once, the entire election process must be re-started with a Selection Call.
  - 17.2.4.2 Drop the candidate placing last. If there is a tie, drop all candidates with the lowest number of votes. Re-run the vote with the remaining candidates. If the drop will result in just one candidate left, the next vote will include just that candidate and Abstain. If the candidate does not receive sufficient votes to be declared winner, the entire election process must be re-started with a Selection Call.
- 17.2.5 If there are two candidates and both receive an equal number of votes, re-run the vote with the same slate of candidates. This may be done only once per Selection Call. If the situation occurs more than once, the entire election process must be re-started with a Selection Call.

## 17.3 Ordinary ALAC Leadership Team selections

- 17.3.1 Ordinary selections of the ALT Members will be held in connection with the AAGM.
- 17.3.2 The incoming Chair must be selected prior to the initiation of the selection process for the other ALT Members.

- 17.3.3 The Chair/Staff shall send via Approved Distribution Lists, a Selection Call for the ALT Members identifying the positions to be filled, giving the schedule and modalities of the selection process and requesting nominations (including self-nominations) by ALAC Members. The Selection Call will allow at least seven days for nominations.
  - 17.3.4 The requirements to be met by Leadership Team nominees are listed in Paragraph 6.
  - 17.3.5 A nominee must send a message of acceptance to the same list on which nominations were solicited within seven days of the close of nominations. The acceptance should be sent via Staff if the nominee does not have sending privileges to that list. An ALAC SoI must be completed prior to the close of the acceptance period if the nominee does not have one.
  - 17.3.6 The selection of the ALT Members (excluding the Chair) shall be carried out prior to or during the AAGM using the standard ALAC process of Consensus if possible, and barring that, by secret ballot. If a vote is required for any position, the winner requires a majority of votes as per standard ALAC voting methodology. A voting method incorporating instant runoff may be used if deemed necessary. There must be no more than one person selected from each of the regions not represented by the Chair.
- 17.4 Extraordinary selections, elections and appointments
- 17.4.1 Extraordinary selections may be held, at the discretion of the ALAC, if for any reason a vacancy arises outside the normal election cycle, and an ALT position (including the Chair) becomes available.
  - 17.4.2 When such an extraordinary selection is to occur, the Chair/Staff shall send via Approved Distribution Lists, a Selection Call for filling the open position for the remainder of the ordinary term, asking for nominations by a fourteen day deadline or sooner if warranted by special circumstances. Nominations may only be made by sitting ALAC Members. The Selection Call should allow for nominations to be accepted within seven days of the nomination.
  - 17.4.3 If the position of Chair is the vacancy being filled, nominations may be for ALAC Members from any region.
  - 17.4.4 If the position of one of the other Members of the Leadership Team is being filled, nominations may only be for an ALAC Member from the region represented by the previous incumbent.
  - 17.4.5 Only sitting ALAC Members are eligible and entitled to vote.
  - 17.4.6 Within seven days of the nominations deadline, the Chair/Staff shall post to the Approved Distribution Lists a Selection Summary” of all valid nominations, announcing the date, time and modalities of the selection and specifying the term of the appointment.

- 17.4.7 If the Chair is being elected, and the incoming Chair is from different region than the Chair previously in office:
  - 17.4.7.1 the existing ALT Member from the region represented by the new Chair must step down; and
  - 17.4.7.2 a new ALT Member from the region represented by the former Chair must be selected.

## **18. Procedures for Other Appointments**

- 18.1 Appointments of At-Large Appointees to various bodies both inside and outside of ICANN will be made by the ALAC. Such appointments will normally be initiated by a call for volunteers, posted by the Chair/Staff to the Approved Distribution Lists, and on other lists if appropriate, allowing at least seven days for people to volunteer. The decision regarding appointments is typically made via Consensus. However, the Chair will initiate a secret ballot to determine which candidate is to be appointed if Consensus cannot be reached or if this is requested by any ALAC Member.
- 18.2 By the decision of the ALAC, a current Appointee who is willing to continue in that role may be reconfirmed instead of initiating a new selection process.
- 18.3 In the case of selections requiring complex or specific criteria evaluation, the ALAC may choose to form a sub-committee to carry out the analysis and to make recommendations to the ALAC based on that analysis.
- 18.4 For situations where the ALAC is not empowered to make appointments but rather to endorse one or more candidates, essentially the same process as described here for appointments should be used, but with the outcome being an endorsement.
- 18.5 ALAC Delegates to the ICANN Nominating Committee, one from each ICANN region, will be selected by the ALAC following consultation with the RALOs, each RALO making recommendation(s) in accordance with their own rules and procedures.

## **19. Procedures for Making the Selection to fill Seat 15 on the ICANN Board**

This section describes the process by which a Board member is selected by the At-Large Community to fill the Board seat referred to as Seat 15 within the ICANN Bylaws. The process is carried out by the ALAC in conjunction with the RALOs.

- 19.1 The timing of the process described in this section must meet the ICANN Bylaw Sections 7.8(a)(vi) and 7.8(d) requirement to provide written notice of the person selected to the Secretary of ICANN no later than six months before the conclusion of ICANN's annual meeting in 2014 and each ICANN annual meeting every third year after 2014.
- 19.2 The ALAC shall name a Board Member Selection Process Committee (BMSPC) which shall oversee the entire selection process including the election culminating the process but excluding those responsibilities specifically retained by the ALAC or given to the Board Candidate Evaluation Committee. The BMSPC shall be led by a chair selected by the ALAC and one Member from each region selected by the

RALO and ratified by the ALAC. For each region, one Alternate member will be selected by the RALO and ratified by the ALAC who can replace a Member from the same region who for whatever reason is not able to fully participate and such replacement will be at the sole discretion of the BMSPC Chair in accordance with BMSPC guidelines.

- 19.2.1 The BMSPC, among its other responsibility, will ensure that there is adequate opportunity for the electorate to interact with the candidates.
- 19.2.2 The BMSPC Chair will take best efforts to make decisions by consensus, but has sole discretion to decide decisions of the BMSPC in the absence of consensus or when time does not permit consultation.
- 19.3 The ALAC shall name a Board Candidate Evaluation Committee (BCEC) to compile an initial slate of candidates for election to Seat 15. A new BCEC consisting of two Members selected by each of the RALOs plus a chair selected by the ALAC will be convened for each Board seat selection process. Each RALO shall also select an Alternate who can replace a member from the same region who for whatever reason is not able to fully participate and such replacement will be at the sole discretion of the BCEC Chair in accordance with BCEC guidelines.
- 19.4 The task of the BCEC is to identify applicants who would each make an excellent Board Director.
  - 19.4.1 Applicant selected by the BCEC must meet the criteria specified in the ICANN Bylaws Section 7.3 ([https://www.icann.org/resources/pages/governance/bylaws-en#\\_Ref444606434](https://www.icann.org/resources/pages/governance/bylaws-en#_Ref444606434)). These criteria include but are not limited to being: a) accomplished persons of integrity, objectivity, and intelligence, with reputations for sound judgment and open minds, and a demonstrated capacity for thoughtful group decision-making; and b) persons with an understanding of ICANN's mission and the potential impact of ICANN decisions on the global Internet community, and committed to the success of ICANN. Moreover, the Director selected by the At-Large Community must understand the mission of At-Large and the needs of the global community of Internet end users.
  - 19.4.2 The BCEC shall clearly publish Director eligibility requirements and expectations.
  - 19.4.3 If the BCEC requests that candidates provide references, the eligibility rules for such references will be published.
  - 19.4.4 The BCEC will publish to what extent the candidate information it receives will be kept confidential and if applicable, what and how parts may be published or otherwise distributed outside of the BCEC.
  - 19.4.5 Paragraph 19.4.4 notwithstanding, sufficient applicant information must be published to allow RALOs to act with full knowledge in regard to Paragraph 19.9.1 and for the electorate to properly evaluate all candidates

on the final slate. Information on incomplete applications need not be published.

- 19.4.6 Paragraph 19.4.5 notwithstanding, the BCEC may ask applicants whether they wish any information in relation to their EoI to be published if they are not included in the BCEC slate of candidates. If they opt out of such publication, they will not be eligible for RALO petitions.
- 19.5 BMSPC/BCEC Membership
  - 19.5.1 No member of the electorate (Paragraph 19.10) may simultaneously serve as a Member of the BCEC.
  - 19.5.2 There is no prohibition with regard to a member of the electorate serving on the BMSPC in any capacity.
  - 19.5.3 No one may simultaneously serve on the BCEC and BMSPC as a Member or Alternate.
  - 19.5.4 If the BMSPC Chair is not a member of the electorate, he or she may be named as a non-voting Member of the BCEC as an advisor to the BCEC Chair.
- 19.6 The BCEC shall solicit Expressions of Interest (EoI) and only those submitting such EoIs may be considered by the BCEC. No person who is or was a member of the current BMSPC or BCEC may submit an EoI to that BCEC.
- 19.7 Further details related to BMSPC and BCEC operations and requirements can be found in the At-Large Board Member Selection Implementation Adjunct Document.
- 19.8 The BMSPC and the BCEC operating procedures and guidelines must be published and are subject to oversight and review by the ALAC.
- 19.9 Final Candidate List
  - 19.9.1 Following publication of the BCEC slate of candidates, RALOs have an opportunity to add candidates to that list.
    - 19.9.1.1 If a RALO believes that the BCEC erred in omitting an applicant from the BCEC slate of candidates, it may, through a formal vote in accordance with its rules and procedures, petition for an applicant to be added to the slate of candidates.
    - 19.9.1.2 The selection timetable should allow sufficient time for consultations within the RALO, and for the RALO to inform other RALOs of its intentions.
    - 19.9.1.3 Other RALOs may, using whatever methodology they choose, decide if they have a similar compelling interest in the applicant. A RALO has no obligation to act in relation to a petition within another RALO.
  - 19.9.2 RALOs may only suggest candidates who had previously submitted a full EoI to the BCEC during the current selection process.

- 19.9.3 Candidates will be added only if they receive support through a formal vote of at least three of the five RALOs, each RALO voting according to its respective rules.
- 19.10 The electorate for the final election will be the fifteen ALAC Members plus the five RALO chairs.
- 19.10.1 If a member of the electorate is a candidate, the RALO for his/her region will name a replacement for the purposes of the vote. This replacement must be approved by vote of the RALO according to its rules. If multiple electors must be replaced, the RALO shall identify which replacement serves in place of each replaced elector. Replacement electors retain that responsibility for the duration of the election.
- 19.10.2 If any ALAC seat is vacant at the time of the election, the RALO for the region represented by that seat will name a replacement for the purposes of the vote. This replacement must be approved by vote of the RALO according to its rules.
- 19.10.3 If a vote of a RALO Chair is to be directed by RALO membership, that decision and the nature of the direction require vote(s) of the RALO according to its rules.
- 19.10.4 ALAC Members, or any individual selected to replace an ALAC Member for the purposes of the vote, are encouraged to consult with the RALO from their region, but voting will however be undirected and votes must be confidentially cast in what the ALAC Member believes to be in the best interests of At-Large, the ALAC and ICANN.
- 19.10.5 If an elector for any reason knows that they will not be able to cast a vote through any of the approved methods, the elector may name someone to act as their proxy by informing the Chair of the BMSPC and At-Large Staff. That person may only cast a vote as explicitly directed by the elector.
- 19.11 Voting Process
- 19.11.1 All votes must be by secret ballot. Votes may be cast electronically, in person, telephonically or some combination thereof. For votes cast in person or telephonically, the services of a trusted third party will ensure the secrecy of the ballot.
- 19.11.2 If there is only one candidate on the Final Candidate List, that candidate will be acclaimed the winner.
- 19.11.3 If there are more than three candidates on the Final Candidate List, the first vote of the electorate will use a form of Single Transferable Vote (STV)<sup>2</sup>

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<sup>2</sup> In this voting method, each elector orders the candidates and those less preferred are dropped, one by one until there are just three candidates left. If a candidate is dropped, the next preferred preference on each ballot is promoted. Thus if an elector chooses candidate C as their 1<sup>st</sup> preference, and candidate C is dropped, the elector's 2<sup>nd</sup> preference is used. In the case of ties to be dropped, the candidates overall vote preference is used to determine who drops, and failing that, random selection.

method that will allow the three most preferred candidates to be selected. If, in the process of this STV, one candidate receives more than 50% of the first preference votes cast, that candidate will be declared the winner. The detailed vote results, along with intermediate results if there were multiple eliminations in the STV must be announced once this round is completed. For avoidance of doubt, if a random selection is required at any stage to eliminate a candidate, the voting system internal random selection will be used.

- 19.11.4 When there are three candidates remaining, there will be a vote of the electorate. Should one candidate receive more than 50% of votes cast, that candidate will be declared the winner. If not, the candidate with the least votes will be removed. If there is a tie for last position, and if sufficient time remains, the BMSPC will have a run-off election among the tied candidates. This can be done just once in any given step of the process. Detailed vote results will be announced at the completion of the vote.
  - 19.11.5 When there are two candidates remaining, there will be a vote of the electorate. Should one candidate receive greater than 50% of votes cast, that candidate will be declared the winner. If there is a tie, and if sufficient time remains, the BMSPC will run the tied election over again in case voter positions have changed. Detailed vote results will be announced at the completion of every vote.
  - 19.11.6 If there is no time to have the run-off election in as called for in 19.11.4, to run the tied election over again as called for in 19.11.5 or if after the second vote there is still a tie, a random selection by a method determined in advance by the BMSPC will be used to identify the candidate to be removed. Such method will be one that does not rely on trusted agents but can be independently verified.
  - 19.11.7 If multiple voting rounds are necessary and if the schedule permits, time should be allowed for discussion and consultation between rounds.
- 19.12 The ALAC shall preserve documents of the ALAC and ALAC Board Selection Design Team giving the history of the creation of this selection process to ensure that the process history is not lost despite volunteer and staff turnover and the infrequency of At-Large Board Member selections. The operating procedures and other non-confidential documents of the BMSPC (and its predecessor committee) and the BCEC operating procedures should likewise be preserved.
- 19.13 Sections 19.2 to 19.12 notwithstanding, the ALAC may opt to reappoint the current incumbent occupying ICANN Board Seat 15 in accordance with the conditions and process described in the present Section 19.13.
- 19.13.1 This process may be followed only if the incumbent is not term-limited as specified in the ICANN Bylaws Section 7.8(e).
  - 19.13.2 The process may be initiated at any time during the last year of the term of the incumbent, but prior to publication of the BCEC slate of candidates.

For avoidance of doubt, the process may be initiated only after the end of the ICANN AGM that starts the incumbent's last year of term.

- 19.13.3 Any ALAC Member may make a motion to reappoint the sitting occupant of Seat 15 (the "incumbent"). This motion must be seconded by another ALAC Member.
- 19.13.4 A RALO Chair may request that one of the ALAC Members appointed by the RALO or the ALAC Chair make such a motion on their behalf. If such a request is honoured, it should be noted in the motion. The motion must still be seconded by another ALAC Member.
- 19.13.5 The ALAC Chair will privately confer with the incumbent and verify if he or she is willing to serve another term.
- 19.13.6 If the incumbent is not willing to serve another term, this process is terminated.
- 19.13.7 The ALAC Chair will provide sufficient time for discussion of the motion among the ALAC Members and RALO Chairs.
- 19.13.8 The ALAC plus the five RALO Chairs (20 voters in total) will vote by secret ballot.
- 19.13.9 For the incumbent to be reappointed, a super-majority (14) of all voters must support the motion.
- 19.13.10 The reappointment process described herein may be conducted with no public disclosure.
- 19.13.11 If the results of the secret ballot are sufficient to reappoint the incumbent, that result will be announced publicly.

## **20. Revocation of ALAC Appointment**

- 20.1 Any ALAC appointment may be withdrawn by a secret ballot of the ALAC.
- 20.2 Any ALAC endorsement may be withdrawn by a secret ballot of the ALAC, but it is a decision of the TG whether to act on this withdrawal.
- 20.3 Paragraphs 20.1 and 20.2 notwithstanding, the selection of the person to fill Seat 15 on the ICANN Board may be revoked only through the methodology detailed in the ICANN Bylaws related to the Empowered Community, Annex D, Sections 3.2 and 3.3.

## **21. Removal of an ALAC Member**

Should a situation arise that requires the removal of an ALAC Member:

- 21.1 The ALAC Member must be given an opportunity to explain to the ALAC why he/she should not be removed.
- 21.2 Should a vote be necessary, it will be carried out with a secret ballot of all sitting ALAC Members except the one in question.

- 21.3 For a vote of removal to be successful, at least 2/3 of the ALAC Members eligible to vote must vote for removal.

## **22. ALAC Leadership Team Member Recall**

- 22.1 A recall of an ALT Member may be initiated by either of:
- 22.1.1 The Chair, upon verification of the lack or loss of eligibility requirements, or failure to meet participation requirements set forth in these Rules of Procedure.
  - 22.1.2 A request submitted by an ALAC Member, specifying the ALT Member to be recalled and the reasons for such proposal, must be posted to the Approved Distribution Lists, and supported by at least five ALAC Members including the submitter.
- 22.2 The subject of the recall should be encouraged to resign before proceeding to the formal recall process.
- 22.3 In case a recall is initiated, the Chair (or another ALT Member if it is the Chair being recalled) shall communicate with the subject of the recall, providing the rationale for the recall and the process to be followed. The matter will be discussed by the ALAC, preferably face-to-face or via teleconference, and this discussion must provide an opportunity for the subject of the recall to provide counter-arguments. The process should be carried out as quickly as possible, but must provide at least 7 calendar days to allow for sufficient discussion and rebuttal.
- 22.4 A recall vote must be conducted by secret ballot as described in Paragraph 12.1.9 with all of the sitting ALAC Members except for the subject of the recall.
- 22.5 At least 2/3 of the ALAC Members eligible to vote must vote in favour of recall for a vote of recall to be successful.
- 22.6 The Chair/Staff shall promptly initiate the procedure defined to select a replacement if the recall vote is successful.
- 22.7 In the case of a successful Chair recall, the Chair succession rules listed in Paragraph 5.14 apply.

## **Section E: Empowered Community**

### **23. ALAC Participation in the ICANN Empowered Community**

- 23.1 Transition provision – no longer needed.
- 23.2 Transition provision – no longer needed..
- 23.3 The ALAC, through a motion adopted unanimously on 09 March 2016, confirmed that it would participate in the EC.

### **24. Exercise of ALAC Powers in the EC**

- 24.1 All decisions of the ALAC exercising its power within the EC must be decided by an affirmative vote of at least two-thirds of the sitting ALAC Members.
- 24.2 All such decisions including those related to Director removal shall be taken by a non-secret vote, unless extraordinary circumstances warrant a secret vote. The decision to use a secret ballot must be a formal decision of the ALAC in accordance with the processes in Paragraph 12.
- 24.3 The ALAC will be represented on the EC Administration by the Chair of the ALAC, or by a delegate of the Chair as agreed to by the ALAC with a Super-majority vote in accordance with the processes in Paragraph 12.
  - 24.3.1 Except as noted under section 24.3.2, all actions of the ALAC representative to the EC Administration in respect to this role shall be limited to those actions formally decided by the ALAC.
  - 24.3.2 Actions of the ALAC representative to the EC Administration with respect to the Designation of Directors in accordance with ICANN Bylaws Sections 7.2(a) and 7.2(e) or the removal of Directors by action of the Board in accordance with Sections 7.11(a)(i)(B) and 7.11(a)(ii) shall be carried out without the requirement for any ALAC action. The ALAC shall be notified of all such actions.
- 24.4 Transition provision – no longer needed.