
YESIM SAGLAM:

Good morning, good afternoon, and good evening to everyone. Welcome to the AP Rules of Procedures Review Working Group call taking place on Thursday, 14 December 2023 at 5:00 UTC.

On our call today we have Justine Chew, Gopal Tadepalli, Amrita Choudhury, Ali AlMeshal, and Satish Babu. We have received apologies from Priyatosh Jana Shreedeeep Rayamajhi and from Cheryl Langdon-Orr. And from staff, I will be doing call management.

And before we get started, just a kind reminder to please state your names before speaking for the transcription purposes.

With this, I would like to leave the floor back over to you, Justine. Thank you very much.

JUSTINE CHEW:

Thank you, Yesim. So welcome everyone. Thank you for giving up your Thursday, whatever time it is, where you are. We're just going to start the call by going through some of the action items from last week, and in respect of that, I sent an email to the mail list. So I hope that folks have had a chance to kind of at least read it. If not, then we're going to go through it today anyway, so not too much of concern. But if you have read it, then all the better. Then we might have a shorter discussion on things.

And to be fair, not all the action items have been taken care of from last week only probably about three has been completed. But that's fine. We'll get there soon enough.

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.

Okay, so as far as I noted from last week ... I'm going to speak to three action items per the email that I sent out ... when was it? I don't remember. A few days ago. At least one day ago. Sorry. Okay, never mind. So the three action items that I would like to try and settle on a bit more would be in regards to, number one, the quorum for APRALO meetings, number two, whether there's a need for a balance in the composition of the quorum for any of the meetings and, three, the presence of proxies in terms of how we would handle proxies because proxies is already provided for in the RoP anyway in Section 22. But I think some nuances needs to be added in in terms of, is there any limitations in terms of proxies for which meetings? Again, it's standard form that we talked about to validate proxies.

Satish, I can't help you with that. I don't know whether Yesim is able to help you with that. If you could just look at the email in your inbox, maybe that might help. But I will, I will try and run through it anyway in detail.

Okay, so coming to the first action item last week we were discussing about quorum for APRALO meetings, and I reported the fact that there are five types of meetings currently provided for in the RoPs, including the new addition of the general assembly. So the five types of meetings, for the benefit of people who can't see the screen very well because of the font, are, number one, regular meetings, which is typically the monthly meetings. Second one is the AGM, third one is urgent meetings, fourth one is special meetings, and the fifth one, as I said, is the introduction of the general assembly. Okay.

Now then, the action item was in regards to the quorum for each of these meetings, and I think we landed on some kind of conclusion to say that if it's a regular meeting, then perhaps it should demand a certain quorum, a certain threshold for quorum. And if it's an irregular meeting, then it would require a different threshold for quorum. And it's bearing in mind that, technically speaking, the meeting only needs to be quorate if there's any major decision being taken. But as we mentioned last week, it's always good practice to establish quorum in case that you need to make a decision. Then you don't have to scramble to get quorum.

So in terms of the regular meeting ... So we'll go through, one by one. The regular meeting and the AGM. I have now classified them as being regular because, as I said earlier, the regular one is typically the monthly meeting, and the AGM is obviously an annual. So it's regular in that respect. So if I group them together as being regular meetings, then the proposition now is that for these to be quorate, we would require at least four leadership team members and more than one third or eight, whichever is greater, of all the other accredited and accepted members who must be present face to face, telephonically, or by other means explicitly approved by the APRALO.

So the reference to present face-to- face, telephonically and other means, blah, blah, blah, is already in the RoP. So I don't propose to change that. It is more the threshold for the quorum that we're now looking at.

And in terms of the existing RoP, it says that the AGM needs to have at least four leadership team members and ... No, hang on. Sorry, let me

rewind. So what the current RoP says is for AGM, it needs to have more than one third or eight, whichever is greater of APRALO members present. And for the regular meeting to be quorate, it needs at least four leadership team members. So I'm sort of combining the two in order to have a more reasonable quorum for regular meetings, because that's typically where people are most expected to attend. And again, last week, we talked about classifying regular meetings and irregular meetings as having two different types of quorum.

So I would like input in terms of the proposal for the quorum now, bearing in mind that there is a provision currently in RoP which we propose to retain, which is the fact that quorum requirement may be waived by the APRALO chair to begin, but as you know, the meeting must be quorate for any decision taking to be valid.

And the AGM itself. How it differentiates between the regular meetings is that the AGM has a specific purpose that is convened to accept annual reports of the APRALO for APRALO, such as those of the leadership team, the liaisons, appointees, and also for reviewing APRALO periodic operating plans and similar business. So there is a specific reason why we would convene an AGM. It's not limited to this, but it should be inclusive of this, whereas your regular meeting is your regular meeting. The agenda is kind of standard, and it doesn't actually deal with any reports, per se.

Okay, so let's deal with the regular meetings first. So can I have comments on what is being proposed for both the regular meetings and the AGM? It would be helpful if people can sort of verbalize their comments.

AMRITA CHOUDHURY: Yeah. I had just put in these points in the chat [inaudible] whatever you had mentioned.

JUSTINE CHEW: Okay.

AMRITA CHOUDHURY: If I look through your mail, it says that for a regular monthly meeting, the quorum should have four APRALO leadership or one third or eight of the accredited ALS members. Personally, I think that is fine. And you also have the option that if required, the quorum requirements may be waived off. So I guess from my point of view, what you had shared in the mail seems okay.

On a separate note, while we are not changing it, we are saying that to accept a quorum ... You're saying meeting physically or telephonically or otherwise. Obviously, most of our meetings now are otherwise because we are online. Do you want to add the word "online," or do you want to keep it in the same way?

JUSTINE CHEW: [inaudible]

AMRITA CHOUDHURY: [inaudible] unless and until someone is taken in a bridge.

JUSTINE CHEW: Okay, understood. I think we can pull from the definition of meetings. I think it refers to ... Let me pull it up. I think it refers to what you—

AMRITA CHOUDHURY: You have mentioned other means also, so that is covered. But I was generally saying in today's parlance.

JUSTINE CHEW: Yeah, I think there was something mentioned, and I'm trying to find it. Yeah. So in the definition of APRALO meetings, the definition section. Section two, it says that APRALO meetings ... This is the definition in [this] section, Section 2. These may be conducted face-to-face at ICANN and other meetings, but are predominantly by teleconference, zoom or similar conferencing tool or email.

AMRITA CHOUDHURY: So I think it's covered. So we can leave it in.

JUSTINE CHEW: Yeah, correct. So we shouldn't duplicate text [inaudible [also]]. I believe it's covered. So it would be covered under what is agreed to by APRALO.

So anyone else? Satish, go ahead please.

SATISH BABU: Yeah, so as it is stated, this is not difficult to achieve. So I don't think we have a problem with the actual numbers specified. But I was wondering. "Of all the other accredited and accredited" presumably means the ALS representatives plus the individual members. Is that right?

JUSTINE CHEW: Yes, at the moment, because APRALO members refers to both ALS reps and IMs.

SATISH BABU: Now there is a bit of, what should I say? Something that is loosely defined. What is ALS representative? Because the official representative and ALS is members. That is one thing.

Secondly, we have a very large number of people in our list who are neither individual members nor ALS representatives. They're just part of the list. Now obviously we don't need to put on that, but I think we have ignored that group completely in most of what we are stating here. I'm not sure how to kind of integrate them, but I think the largest number would be people who are neither of these two categories. But just a part of the list.

AMRITA CHOUDHURY: [inaudible] Sorry, Justine, I think you will clarify it because I think we have that criteria, right?

JUSTINE CHEW: Yeah. So my question to you is anyone who's not classified as an ALS member, ALS rep or an IM, should they be counted as part of quorum?

SATISH BABU: They are part of a community and we have been going by the community. I mean ALS on paper ... Of course the strict definition is ALS representative, but we have an intermediary category of ALS members who are not official representatives who also may join these meetings. Then we have a large number of people who are neither of these two categories.

JUSTINE CHEW: Yes, but they can attend the meeting. There's nothing stopping them from attending the meeting. My question is, should they be counted for quorum?

SATISH BABU: No, they don't have to be counted for quorum, but then they have to be counted somewhere as a part of the community.

AMRITA CHOUDHURY: Yeah, Satish. So when you look at the definitions which has been worked out, at this point, for example, you have ALS representatives, then you have ALS members also who are joining the call. You have individual members.

I think Justine, he's referring to the different categories of people in APRALO. I think we have a provision that apart from the primary ALS, the other members of the ALS can also be part of our meetings, et cetera. So they are accounted somewhere.

They are not given the value to vote or et cetera, Satish. But I think it's accounted in the different kind of people who are there.

Justine, correct me if wrong.

JUSTINE CHEW:

Well, currently the definition of APRALO member is one of the accredited ALSs in the AP region or an individual deemed to have met the criteria established for individual membership. So those are the ones would be counted for quorum because those are the ones that have some kind of privilege to vote as opposed to a pure observer.

AMRITA CHOUDHURY:

No, no, he's not referring to quorum now, Justine. He's referring to the people, say from ALSs, et cetera, who are there, but are we accounting for them at the entire RoP? That is his question, not what you are asking. It's not related to your specific question.

JUSTINE CHEW:

Okay, so then I don't know what the question is exactly.

SATISH BABU:

So two observations. One is that we have this definition of APRALO is a community-driven organization, and a community is strictly not just the ... For voting purpose, yes. If somebody has to approve bylaws, then definitely it's only the accredited people who can vote. But the community is slightly more fuzzy. It is larger. And I'm not sure what are the numbers that are presently on our list. There's a lot of deadwood, but there's also a bunch of people who are not a part of any of these organizations, and people from other parts of the ICANN community as well, from NCUC and from other different parts. There are a bunch of people ... I'm not saying we should take them account for official purposes, but I'm not sure whether we should ignore them totally either.

Secondly, on the issue of the quota, I think this is fine. What we stated is absolutely fine. But one question that comes up is the official list of members is that a bit of a problem because people don't update it, whereas an ALS member (I mean, one of the members, not an official contact) might join the meeting. So if you're really going to count these things, then you have to probably give some leeway for an ALS member who's not an official representative who's just joining the meeting to learn more.

JUSTINE CHEW:

That's fine. The question on the table now is, who is meant to be counted as quorum? I don't have a problem with people joining. They can observe, they can whatever, but they may not be counted for quorum and they may not have the ability to vote if they are not an APRALO member.

And in terms of the way that ... We always do things by consensus anyway. So consensus is anybody can say or can contribute their opinion on the consensus, and we can take it that way. It only matters when we're dealing with quorum and when there is a vote.

SATISH BABU: Well, for the special purposes like elections and AGMs, the voting is [inaudible].

JUSTINE CHEW: [inaudible]

SATISH BABU: [inaudible]

JUSTINE CHEW: So voting is taken offline so they don't vote anyway. If you're not a member, you don't vote. So that's my point. I mean, the privileges is tied to being an APRALO member. And if you are an APRALO member, then you should be counted for quorum and you should have some kind of right in terms of exercising a vote. And if you're not an APRALO member, then you can join as an observer, but you don't have those privileges.

SATISH BABU: Yeah, I think what I'm probably responding to is the fact that we are conflating voting with our regular monthly meetings. Our regular

monthly meetings usually do not have any voting. And if there's a vote, it is announced early, much earlier, so that people can really rally and come on.

But, okay. I think we can then leave it as it is. And at some point in future, if you can think of our ICANN APRALO community, basically slightly differently from a purely legalistic definition, that would be good, but leave it for later. Thanks.

AMRITA CHOUDHURY:

There is also an option that the quorum can be waived off in the meetings by the chair. So that flexibility for the moment is there just in case for a monthly meeting, for example, where we don't have quorum of the eight ALSes If you're talking about eight members, it would be the ALS representatives. I understand where you're coming from, that we have many, even from the ALSs who are more active than the ALS member. But I think that's okay. We can live with it at this.

JUSTINE CHEW:

Yeah. We are not opening up individual members. So if the rep doesn't turn up, the individual member can still be kind of countered. And as I said, if things are done by way of consensus, there is no vote, and then everyone gets to participate. For argument's sake, you say, for some reason, a particular meeting had more of these kind of observers, non-APRALO members, turning up, and something is then asked to be decided upon. The chair, I suppose, could take discretion and say we move it to a formal vote, in which case then all the observers would not

have the ability to make the decision. It would go back to the APRALO member. So it's a balanced thing.

But in terms of governance purposes, we need to have some kind of provision for quorum and to see who is actually counted in part of the quorum because if it's going to be anyone and everyone, then there's no point having any rules at all. Just anything goes.

AMRITA CHOUDHURY:

Yeah. And Satish, if you recall, since we have many people in the mailing list, et cetera, which you have also raised, we do not know who they are. If we allow everyone to be considered as quorum, it may be also a concern because sometimes bulk people may come in. But if we know who are the people who actually are going to vote who form the quorum, I think we still have some balance. So both sides are there.

SATISH BABU:

Yeah. These numbers are not difficult. And I agree that in order to prevent gaming on the system, we need strong rules when it pertains to things like voting. That's absolutely essential.

JUSTINE CHEW:

Yeah. In terms of quorum, you need to be able to have an indication of what number you're trying to reach. If any Tom, Dick and Harry just comes to the meeting and they counterpart of quorum, that it's difficult to establish quorum to begin with. So quorum is always based on an indicative number of people or reps that you are counting. Can't be really open-ended.

SATISH BABU: Yeah—

JUSTINE CHEW: In terms of the mail list, I think that's another area that we need to work on in terms of cleaning up the mail list. And I think that would be in terms of that we pass these rules, these amendments, and then we start to actually do a refresh call for the members, making sure that all our ALSs are actually active and not just there by name only, and open up the membership for individual members. And then that's the part of the cleaning up process. So for anyone who doesn't respond, we have a reason, we have a valid justification, to take them off. That kind of thing. If we have to, potentially we could set up another new mailing list and start from fresh, make that [inaudible]. And this is up for discussion, really. You could have one mailing list that's entirely open for discussing whatever you want to discuss, and then the other mailing list, which is purely just APRALO members.

So those are the things that would be the mail list by which you would filter or send official business of APRALO because they are the ones that supposed to be determining decisions or making directions for the RALO anyway.

So that's just a thought. It's up for discussion.

SATISH BABU: Just to say that some other parts of ICANN are also doing this cleaning-up process and converting from open list to an SOI-based lists so that

we avoid these anonymized email IDs like Protonmail. When voting is open, then all these issues are there.

The other thing is also that our meetings are a hybrid between a regular business meeting and webinar. There's a lot of awareness building in our meetings, some reporting, but hardly much of decision-making.

So that is where I'm coming from, basically, because we have been kind of open on these meetings so far. But, okay, we can go ahead with this.

JUSTINE CHEW:

Yeah. Okay. But you don't take decisions on webinars, so they don't really count as meetings. I don't consider webinars as meetings. It's more events than anything.

SATISH BABU:

Yes. And we were somewhere in the middle. That's all.

JUSTINE CHEW:

Yeah. Okay. I mean, the fact that it says present face-to-face, telephone ... So it can be a combination of both face-to-face people in the room, plus whoever's online, if they count for quorum. That's normally what happens anyway, right? So it's not to say that if the person is just attending online, if they are an APRALO member, then they should be counted as part of quorum, which is why we need to have a definitive list of who we are looking at in terms of who our actual members are, ALS versus IM. Otherwise, it's like free-for-all, and then it's going to be hard to monitor and manage.

Okay, so if there's no objections to what's being proposed for quorum for regular meetings, we can then jump to the next type of meeting, which is the urgent meeting. Now, for urgent meetings I'm proposing that it be irregular meeting because it doesn't actually happen all the time. It's an urgent meeting for the purpose of discussing urgent matters.

And I will point out at this point in time, because I think Amrita asked me the question as well offline, what's the difference between an urgent meeting and a special meeting. So, as you say, as you will see, the urgent meeting is normally a meeting that's called by the APRALO chair, and it's typically to deal with urgent business, probably at the leadership level kind of thing. And the special meeting is a meeting that can be called by the members as opposed to the APRALO chair. Okay, so that's the kind of high-level difference between an urgent meeting and a special meeting.

So going back to urgent meetings, we're suggesting that for these to be quorate, at least four APRALO members must be present—again, whether online or physically doesn't matter. And the urgent meeting is called by the chair and it needs a quorum to begin. And an urgent meeting is proposed to have no restrictions on the matter being discussed—motions put. But any formal decisions must then be ratified by the April membership as soon as feasible.

Okay, so is that clear? Does anyone have questions regarding what's being proposed?

SATISH BABU: The second bullet. An urgent meeting is called by the privilege here, and quorum is needed to begin. That quorum is needed to begin. What is the significance of that?

JUSTINE CHEW: Means that you can't start the meeting without quorum.

SATISH BABU: Can the quorum be waived? You're saying it's not possible. You have to have a quorum.

JUSTINE CHEW: I think for urgent meetings, it's better to have a quorum to begin with.

AMRITA CHOUDHURY: Yes, I think that is important. If we want an urgent meeting, I think we should have some kind of quorum, or else anyone will just pick it up. They think "urgent" and they will start it.

JUSTINE CHEW: Because the quorum is so small that you wouldn't want to start anything without quorum anyway.

SATISH BABU: Okay.

JUSTINE CHEW: Okay. Now, moving on, if no one else has any problems with that, category number four: special meetings. Again, this is a category of irregular meetings. For that to be quorate, then you have the same or similar to what we had in the regular meeting, but it is at least four leadership team members and more than one third or eight, whichever is fewer, as opposed to whichever is greater.

And I didn't put it in the email itself, but there are also notice periods required for these kind of meetings. An urgent meeting doesn't have the notice period. The special meeting, I believe, has a notice period. The regular meeting, AGM, and the GA all have notice periods, which is typically at least one week.

SATISH BABU: So here in the second bullet, we say the request of any four APL members. And now this includes both individual members and ALSs. Is that right?

JUSTINE CHEW: Yes, but the provision is that they must not represent or be affiliated to the same ALS. That is the—

SATISH BABU: [inaudible] one ALS to one individual member, basically.

JUSTINE CHEW: Correct. So it has to be from either four different ALSs or a combination of ALSs and IMs who are not related to those ALSs.

SATISH BABU: Okay. So I don't know if you had any prior discussion on this kind of an equation. I don't have any problems with it, but I'm wondering if you have thought it through, if you equate, because then if they are given the same weight (I'm talking about an individual member and ALS, which is a collection of members), will that cause any problems down the line in the sense later on, they shouldn't say that they should have more privileges and comparisons, et cetera? But I don't see any other way of handling this. We can't have only the representative feature in this. Yeah, just flagging it. If you have discussed it earlier, then we can go on, go ahead.

JUSTINE CHEW: I think it might be related to action item number two, which is the composition of quorum, a balance in the composition of quorum. But what you're asking is in terms of just requesting a meeting. So the threshold for requesting a meeting is way lower than quorum required for initiating a meeting or making decisions at a meeting. This is just to initiate a meeting. And we're just saying that you need at least four APRALO members to call for a special meeting. And as long as those four members don't represent the same ALS ...

SATISH BABU: Yeah. I'm wondering—

JUSTINE CHEW: One ALS can't gang up and make up the four to call for a special meeting.

SATISH BABU: Yeah, but we can bypass the chair and the leadership team. I mean, the chair can be in principle, because we are only asking for four leadership team members for quorum.

JUSTINE CHEW: But there is also the other added precaution—that is, there must be pre- identified business to be discussed and also notice[d]. And again, this is just calling of the meeting, not attendance. Attendance is the quorum, which is at least four, plus at least four of the [LT] members, plus the one third or eight, whichever is fewer. Don't mix up quorum and calling for a meeting. They're two different things.

SATISH BABU: The point is that the first two categories have a role for the chair. The third has nothing for the chair. Basically, the chair is kind of not mentioned at all. I'm wondering if that's a good thing or a not so good thing.

JUSTINE CHEW: It doesn't always have to be the chair that calls for a meeting. Members have a right to call for a meeting as well, but they have to be able to call

it under certain circumstances. So there must be protections against them hijacking anything.

SATISH BABU: Yeah, I mean, I see the need for special meeting, definitely, for the members to come together and kind of. But in the meeting, if the chair has no role, I'm wondering how the meeting will conduct itself.

JUSTINE CHEW: All meetings are chaired by the chair, so nothing changes in terms of running the meeting. The only change that I'm talking about is calling for the meeting, asking for the meeting to be organized. That is the difference.

SATISH BABU: Okay.

JUSTINE CHEW: Okay. Is that clear?

SATISH BABU: Yeah.

JUSTINE CHEW: All right. Because normally what happens is it's the leadership team or the chair in conjunction with staff that always calls for the meeting because we are the ones that send out the invites and the notices and

fix the agenda. So there must be an avenue for members to tell us they want a meeting for whatever reason. Then they have to specify what is the business to be conducted at this meeting. But in terms of conducting the meeting itself, it would still be like any other meeting where the chair is the chair.

SATISH BABU: And who calls the meeting? What is the process? If four people come together, do they send an email to staff saying that we want a meeting?

JUSTINE CHEW: Yeah, kind of. I mean, we can talk about how the process is, but typically it would be the four people, or at least four people, would put their names to a call for a meeting or a request for a meeting, if you want.

SATISH BABU: And the request is made to staff or to the chair?

JUSTINE CHEW: Usually it would be to the chair and copied to staff.

SATISH BABU: Does that need to be mentioned? Because I would see a role for the chair in calling the meeting itself. I mean, if you're saying somewhere else that all meetings will be convened by the chair, then I'm fine, if somewhere else it is mentioned like that.

JUSTINE CHEW: Okay. So, again, don't confuse request for a meeting and calling for a meeting or conducting the meeting. So normally, what happens is, say you and I and two other people want to call for a meeting, and it's something that's outside leadership, for example. So all we need to do is really write a note with four names to the chair and copy to the staff asking for a meeting to be convened and providing the reason and the business to be discussed. Again, as I said, these kind of special meetings require a notice period.

So what then happens is the chair will issue the invite for a meeting.

SATISH BABU: [inaudible]. I'm completely fine with that.

JUSTINE CHEW: So don't conflate calling for a meeting and convening the meeting.

SATISH BABU: Yeah. Calling for the meeting [inaudible]—

JUSTINE CHEW: [inaudible] the meeting and convening the meeting.

SATISH BABU: Yeah.

JUSTINE CHEW: Okay. So any meeting that is convened will typically be chaired by the chair or whoever. If the chair is not available, then somebody will be designated as the chair.

SATISH BABU: [inaudible] if the chair must in the quorum.

JUSTINE CHEW: Which meeting?

SATISH BABU: He's asking—

JUSTINE CHEW: The general meeting?

SATISH BABU: [Yeah, I suppose it is].

JUSTINE CHEW: If it's a special meeting, then they would typically feature in at least four leadership team member because how many leadership team members are there?

SATISH BABU: Yeah. So I'm not sure how the leadership team has been defined. The core leadership team is the chair and the two vice-chairs. That is three people.

JUSTINE CHEW: No, the leadership team is the chair, the two vice chairs, the three ALAC members, plus the provision of the individual members' rep if the chair desires that person to be also part of the leadership team.

SATISH BABU: That's how many? That is three plus three. Six plus one. Seven.

AMRITA CHOUDHURY: Seven.

JUSTINE CHEW Yeah.

AMRITA CHOUDHURY: [inaudible]

JUSTINE CHEW: At least six.

SATISH BABU: Right. Yeah. So there is no requirement that the quorum must have the chair in that group present?

JUSTINE CHEW: No.

SATISH BABU: Okay.

JUSTINE CHEW: It just says four AP leadership members. Leadership team members.

SATISH BABU: Yes. Okay. I mean, in the sense, I can see times when the chair is not available and one of the vice chairs step up and chair the meeting. That's all fine.

JUSTINE CHEW: Correct. Ideally the chair would always be in the picture. So I don't think we need to go to the extent to say that the chair must be present. If the chair is not available, then what do we do? We're all stuck.

SATISH BABU: Yeah. In exceptional situations, like when the chair steps down, like early on, some years back when Siranush stepped down. So there was a transition process. So I can imagine things that can happen. But if there is a norm that the chair convenes all meetings, then there is no

problem. The chair in the loop. And even if the chair is not physically present, they are in the loop.

JUSTINE CHEW: Yeah.

SATISH BABU: Okay.

JUSTINE CHEW: Okay. So any other, any other questions?

SATISH BABU: Gopal is asking in chat, who can request the staff to convene a meeting for the meeting to be deemed fully official and all on record?

JUSTINE CHEW: For special meetings, again, as I said, it would be at least four APRALO members.

SATISH BABU: Gopal, one slight modification. Is that who can request the staff? So what Justine has said is the four people can request the chair be copied to staff.

JUSTINE CHEW: Yeah.

SATISH BABU: Therefore the chair is in the loop.

JUSTINE CHEW: Correct. I mean, I consider the chair and the staff as one group anyway.

SATISH BABU: Yeah. Okay. I think we can go ahead.

JUSTINE CHEW: Okay. Alright. So moving on. We really like to get off with other things. The last category meeting is GA. And GA is kind of regular, but it's not regular in terms of being like annual or monthly. We do have periodic Gas, but they're typically years apart. That's what I understand anyway. And then I'm suggesting that the quorum requirement will depend on the business that is conducted at the GA.

So, for example, if you were to make the GA just a regular meeting, then the regular meeting quorum would apply. If then we move to an AGM, then the AGM quorum will apply, which is the same as a regular meeting. And if it's a special meeting, then the special meeting quorum will apply, like how we did in Istanbul in the 2023 GA. We had a GA, and then we had some part of it being the AGM. And then we moved back to a GA. So it just depends on the business that's being conducted at the moment.

SATISH BABU: Yeah, I can see the reason need for flexibility here. But we must also realize that the face-to-face GAs are a category apart because it's enormously costly to ICANN. And if you have a four as a quorum, it is underwhelming to a certain extent. I'm talking only about face-to-face GAs. There could be other online GAs and all that where these rules definitely applies, but maybe we don't want to make an exception. And I was just flagging it.

JUSTINE CHEW: Yeah. Okay. I mean, we can take out special meetings so that the GA cannot conduct a special meeting, if you're worried about that. But as I said, again, for the special meeting, the four is to call for it. It's not to conduct. So once at least four people call for a special meeting to be conducted at the GA, it is still going to be an invitation to the GA. And the quorum for a special meeting is still at least four leadership team members and one third or eight. Again, don't conflate requesting for a meeting and conducting the meeting.

SATISH BABU: As far as the GA is concerned, there is no way that anybody can call for a GA. The GA is imposed from top. It is not a regular meeting of that kind which the members can invite. It is probably the leadership team plus staff plus ICANN who decide on the GA. It is certainly not bottom up. It is top down.

JUSTINE CHEW: Yes. All the invitations to a meeting is conducted by the leadership team via the chair and the staff. So conducting of the meeting is always us, not the members. Calling for the meeting is always us, not the members. The thing about where the members can request for a meeting is for the special meeting, and that's the only time when we talk about at least four members requesting for a meeting. So they don't conduct it. They just request for it to be done. It will still be leadership and the staff that call for the meeting.

SATISH BABU: Right. But the GA, to me, is a completely different kind of a meeting. In fact, the fact that we have multiple choices here for the GA, to me, is a little bit of a problem, because a GA is not like any other meeting. A GA is a GA on its own. And I was under the impression that we have some special category called GA, which is clearly defined as a meeting organized by APRALO, face to face. I mean, I understand that GA can also perhaps be not face-to-face, virtual, but that's very unusual. We haven't had that anytime in the past.

JUSTINE CHEW: The mode is not the issue. Satish. The mode is not the issue. It is the business that is conducted in the meeting that is the issue.

SATISH BABU: Yeah, but—

JUSTINE CHEW: And as I said, in Istanbul, there was a GA and there was an AGM conducted in the same premises.

SATISH BABU: Yeah. An AGM is one part of it, but so far, if you look at the one ATLAS, and three GAs that we have convened in the past, these have been like special vehicles. They are not comparable to anything else.

Anyway, this is my personal thing, so I'll leave it here.

JUSTINE CHEW: If you want to propose some change to what I've indicated in the email, then by all means, because otherwise, we're just going to be talking in circles. I'm maybe not sure what you're getting at. So if you want to post an alternative, then I think we'll be happy to consider it.

JUSTINE CHEW: The fact that we have left it open with multiple options ... It could be this, it could be that or that. So, in a bylaw, I would have preferred more clarity on what exactly it is, but that's my personal thing. Okay, I'll look at what I can cause as a kind of other language.

JUSTINE CHEW: Yeah. Please come back with a suggestion on what you think it should be. Okay?

SATISH BABU: Yeah, let's go ahead.

JUSTINE CHEW: So the second action item was the question of whether we still want to maintain a balance in the composition of quorum or do we want to drop it altogether. Okay, so I have at the moment, in 15.4.4 ... The highlighted in yellow bit is that: the composition of APRALO members present for the purposes of establishing quorum must be such that the percentage of individual members does not exceed ALSs.

Okay, so, again, this was discussed last week, and some people felt uncomfortable with this. They were worried whether we could actually achieve quorum if we had this kind of limitation. And the conclusion was that we were going to come back and talk about this again and decide whether we want to keep it or we want to drop it.

So I am open to comments.

SATISH BABU: Well, I was not there last week, so I don't know what you have discussed, but to me, this makes it harder to achieve quorum, because it is possible that individual members are more active and they participate more. And for the ALS representatives, especially if you're counting only the official representatives, then chances are that there are not so many in number, so it makes it slightly harder to ...

And also, the overall orientation from the last At-Large review was that the future of At-Large is more in individual members than in ALSs. Although we have not said we are going to wind down, but the

impression that we got from the last review was that we have to invest more in individual members because they are more agile, more flexible, and more happy to work or more active.

So I don't know. This is my personal opinion.

JUSTINE CHEW:

Okay. That was part of the discussion. I just said some people are uncomfortable having this kind of limitation because they were worried whether we could really achieve quorum. So it's along the lines of what you just said, Satish. And I'm saying that we were requested to bring this back today for discussion and to kind of decide whether to drop it or to keep it. So I'm hearing you saying basically to drop it.

SATISH BABUL

Yeah. My personal opinion. Now, the other part is that the decision making power is vested with the voting. So are we saying that if there's a vote, then individual members will get whatever numbers they are present, and the ALS representatives, only the official representatives, are counted. So, for example, our elections. The election system is based on ALSs and one single representative [inaudible]

JUSTINE CHEW:

Yes.

SATISH BABU: Now here are we saying that here it is different and every individual member gets a full vote, and the ALS—

JUSTINE CHEW: No. Again, as I said, most of the meetings will be conducted by consensus. And the only real voting we have is if someone puts up a motion or selection—as you say, elections. But elections are conducted separately. They're not conducted at the meeting. So I don't believe elections is going to be problematic. And the way we handle elections is always by the rep and the IM rep. Nobody else gets to vote. I'm not too concerned about—

SATISH BABU: [inaudible]. In the future, suppose we're developing a statement on some regional issue and we want to vote. How will it work? Will it be like the election vote, or will it be some other system?

JUSTINE CHEW: That would be up to the chair. Or someone could say, "I would like to move this to a formal vote." So again, as I said, most of the time we would try to conduct the business by way of consensus. So unless someone has a major objection, it would be like that. So if we're discussing a statement, and the chair, for example, asks, "Does anyone have any objections?" if there are people who are opposing, and it's proportionate to the people who are supporting, then the chair has the discretion to say, "Okay, we'll take it to a vote, and the leadership team will vote," or, "We'll put it to a vote and will do a formal vote through

the APRALO membership list,” in which case it's only the people who can vote that will vote.

AMRITA CHOUDHURY: There are some official things in which you are voting, like for election, et cetera. But if there is a statement, et cetera, it could be a rough consensus also, as in majority if they agree or need. So I think we could have that flexibility as to how many people are there in the room and they are saying, okay, rather than going in for specific ALSs, individual members, et cetera. So I think the RoP gives us that flexibility to do those parts.

SATISH BABU: Right.

AMRITA CHOUDHURY: And we normally don't look at all that stuff. It's not an earth-shattering decision which we are taking when are going in for some statement coming up.

SATISH BABUL I mean, the vast majority—

JUSTINE CHEW: We always try to do things by consensus.

SATISH BABU: Yeah, I'm completely fine with this, but I'm trying to visualize if there's any situation where the interests of individual members and ALSs are not aligned. And then what will happen?

JUSTINE CHEW: Then someone can ask for it to be put to a formal vote and then it will go through a voting process like elections. And it doesn't necessarily have to be electronic ballot. You can call for a formal vote by hand. So then what happens is staff will call individually the people on the APRALO membership list. So for example, your ALSs will be called, and then someone from your ALSs will say yay or nay. And it will go through all the ALSs, whoever is present. And the individual member rep will be asked to say yay or nay. So you're counting only the people who are entitled to vote.

SATISH BABU: Yeah. Basically what you're saying is when push comes to shove, finally, it's only the election-style voting which will prevail ultimately.

JUSTINE CHEW: Correct.

SATISH BABU: Okay.

JUSTINE CHEW: If we are forced to take that step.

SATISH BABU: Yeah, I agree. So I'm fine with this. Like I said, I think it's okay.

JUSTINE CHEW: Okay, so then can I hear from other people whether we want to keep or drop 15.4.2? Yes, no, yes, no?

AMRITA CHOUDHURY: One second, Justine. Let me again read.

SATISH BABU: The motion is to remove this. This 4.2 is a limitation and we want to remove it.

JUSTINE CHEW: The suggestion is to remove it. The suggestion on the table is to remove it.

AMRITA CHOUDHURY: I can live with both, but I'll go with whatever the group decides. So the others in the call, perhaps you could share your view.

JUSTINE CHEW: Yes, group, please respond. Otherwise it's only one person's view at the moment.

Come on, folks.

AMRITA CHOUDHURY: Okay, I think, Justine, you have to tell the point again so that everyone can ...

JUSTINE CHEW: Okay, so we're discussing 15.4.2, which is whether to have a further limitation on quorum such that the composition of APRALO members for establishing quorum must be such that the percentage of individual members does not exceed that of ALSs.

AMRITA CHOUDHURY: This is the point which we are discussing. I've put it into the chat. So Satish has suggested that we do away with it. We remove it. So what are your views? Should we keep it or should we remove it?

SATISH BABU: One other variation in this could be that ... I mean, the concern that this limitation brings out is that the individual members kind of supersede the ALSs. I don't think that's a very realistic concern, but that is what this brings in. Maybe we can mention that both categories of membership should be represented or something like that, so that one group cannot completely be the only group that is there.

JUSTINE CHEW: Okay, so something along the lines of that there must be at least one or two in each category.

SATISH BABU: Yeah, something like that. Even the number doesn't have to be specified, but both categories should be there in the quorum.

JUSTINE CHEW: Okay, that's fine. What do people think about that as an alternative? So rather than have hard percentages, where one has to be not more than the other, just put a proviso that there must be at least one of each present for quorum.

Okay, so that seems to be agreeable to people on the call. So, I will make a note of that change. 15.4.2. [inaudible]. Okay, thank you for that.

So moving on, proxies. All right, at the last call, last week's call, Cheryl brought up the need for a standard proxy form by which someone who has a vote can designate their vote to someone else if they can't turn up the meeting. So, as I mentioned earlier during the call, Section 22 proxies is already present in the RoP, but there is no provision for how the proxies are to be given, which is why Cheryl brought up this need for a standard proxy form.

Added to that is the question of whether proxies should be counted in quorum.

And the third part of it is when proxies may or may not be allowed for any particular meetings.

So let's take this one by one. So in terms of the provision for how a proxy is given, I have now added paragraph 22.3, which says (I'm not paraphrasing, per se, but I'm going by the intent of it) that the proxy for any APRALO meetings shall only be valid if it's submitted through the standard proxy form. And the proxy form is going to be included as an adjunct document. And this proxy form has to be submitted to the chair with copy to At-Large staff, and the proxy can be given any time before a meeting or during the meeting.

AMRITA CHOUDHURY:

So, Justine, for example, if there is a deadline within which you have to give ... Sometimes there is a deadline within which you have to submit the proxy also, right? Because depending upon the situation ...

JUSTINE CHEW:

Yeah, if you want to have that hard-and-fast rule, we can do it. I'm just thinking in terms of ... For example, a member with voting rights. For argument's sake, a leadership team member who has a voting right is in the meeting but has to step away for a while, and a vote is about to be called of some kind. So if they're not able to delegate, give a proxy to someone else, then their vote is lost. Actually, a leadership member is a bad example. We should say APRALO member who has voting rights.

So we may have the flexibility that, on the spot, they fill in the form and they send it to the chair, and the chair can acknowledge it, because the

thing is, when the formal vote is called, we have to go through the list anyway of people voting. So the staff would have a record of who is carrying the proxy for whom. If you set a time limit by which the proxy form has to be submitted, then in that situation, whoever needs to step away won't be able to give their proxy to someone else.

So I'm open to whichever way people want to go.

AMRITA CHOUDHURY:

I'm okay with this, Justine. The only thing is ... Say, for example, I'm in a meeting and I'm stepping back as an AP member and I submit the form, saying, "Justine will be proxying for me in this decision," but staff will also have to check to see whether I will be able to vote on it, can that be done at real-time basis? Because there is a limitation at the staff's end also. I'm thinking from that end.

Understood. For example, there's a meeting and they think, "Ok, we will vote on this issue," and I have to step away and I say, "Justine will do it," I fill out the form, submit, but staff also has to see it to validate it and allow me to vote.

JUSTINE CHEW:

Yeah, exactly.

JUSTINE CHEW:

That challenge is what I'm highlighting. Will we be able to achieve?

JUSTINE CHEW: That is something that I can't answer. I think the staff and the chair will have to answer to that, really.

So again, as I said, I'm open to whether folks want to go one way or the other, to, say, put a time limit by which proxies can be accepted. I'm leaving that open in terms of the flexibility for someone. Things crop up unexpectedly, for example, and it's not ... I'm thinking of the fact that the vote might be wasted if that happens. So I'm just drawing up the text based on that scenario. But again, as I said, if folks are more comfortable to give a timeline or time limit by which proxies are accepted, then I'm fine with that. I can redraft it to say that.

AMRITA CHOUDHURY: No, no, I understand your point and I buy it, but practically, will it be applicable[—]the idea of not letting a vote go. But if it is not validated, that person's vote may not count. So that will go. So I don't know.

Satish, you've been a chair. You've seen this. Or even Yesim from the staff perspective, how do you see it? Would it work? Would it not? Because we also need to have things which work.

SATISH BABU: Yeah. So I think there should be a cut-off time before which the proxy form has to be submitted. Otherwise, last minute, it may not work because there are multiple entities involved. There is the person who is giving the proxy. There is a person who's receiving the proxy. Then there is staff and the chair. So there should be a reasonable cut-offs in terms of the number of hours, maybe 24 hours or more. We can

perhaps look at other RALO models and see what they are prescribing, but I think it's highly desirable to have a cut-off.

JUSTINE CHEW: Okay. I'm seeing—

AMRITA CHOUDHURY: We can do [that, Justine] for this particular challenge, for which you're saying that I could always, well in advance, also submit that “Just in case I am not, this is the person who would be voting,” or something, so that in case in the meeting I'm stepping away, there is someone else who can do my proxy in advance.

JUSTINE CHEW: You can do that too, yeah. You can do that. The idea is we hope that people plan ahead for everything, right? I'm just allowing for the possibility that some emergency might come up. But that's fine. I mean, I'm okay with the majority here to put a time limit on—

SATISH BABU: [inaudible] so that staff can prepare for such a thing. And then maybe I'm physically able to be present, in which case I'll vote. But if I'm not able to be present, it will fall back on the proxy. I think that's what Amrita is proposing. I'm fine with that as well.

JUSTINE CHEW: Okay. Has anyone looked at the post-proxy form, which is the link—

SATISH BABU: I tried, but I don't have access. I've requested access.

JUSTINE CHEW: Oh, okay, never mind. What I'll do is I will factor this in in terms of the proxy acceptance time limit because I haven't provided for that in the form anyway. And then I will pull out a PDF copy of the form and circulate it on the mailing list. Okay, so noted on that. That would be another action item.

And the form would already provides for proxy eligibility and voting instructions. So in terms of the proxy eligibility, which is where we come to next (in the next portion of the thing anyway) voting instructions is what we were discussing earlier: if you want to give a proxy, and you want to give a proxy with certain limitations, like your proxy holder can only vote on this matter or vote yes or no on certain matters, that can be provided for in the form in terms of voting instructions. So we're going to try and make it as flexible as possible. So you can limit your proxy that way.

Now, coming to proxy eligibility, let's look at the next point, which is 22.4, which is a new provision. So I'm saying that proxy cannot be given for the taking of any decision, including selections (and selections meaning elections) undertaken by way of electronic ballot. And the reason for this is because if it's an electronic ballot, then it's going to be issued through the email. So it will be very complicated to establish who the email is supposed to go to if there's a proxy.

So in that event, I think it is better not to allow for proxies, bearing in mind that for the way we do electronic ballots, is always a time frame for you to cast your ballot. It's not instantaneous per se, so there is arguably reasonable time for a voter to put in their ballot, in which case you wouldn't need a proxy.

And then the proxy holder. How many proxies can one proxy holder hold? And at the moment it is suggested to be just one. I'm happy to entertain more than one, but I am kind of suggesting that the limit be one or not more than two. And the reason for that is the question of whether proxy holders would be counted for quorum. And we'll come to that a bit later. Just bear that in mind.

And 22.4.3. Do we want to have a limitation on who can be a proxy holder? Because do we really want someone who is having an ability to vote to delegate their proxy, their vote, to any Tom, Dick, and Harry? Or do we want to say that the proxy holder can only be a full member versus a member in good standing? And the reason why a member of good standing is highlighted in yellow is because if you go back to the definition of a difference between a full member, a full member is officially associated with APRALO. So they would be a member. But a member in good standing is anyone who doesn't necessarily have to be part of APRALO.

Okay, so the question is, do we want to put a limitation on who can be a proxy holder?

SATISH BABU:

Let me get this straight. The member in good standing is not a member?

JUSTINE CHEW: A member in good standing may not necessarily be an APRALO member.

SATISH BABU: Then in what sense do we call him a member of it?

AMRITA CHOUDHURY: Satish, they are the people who we have in the mailing list, et cetera, also—for example, say [Kapilgoel] (just taking a name). He is from the ISOC Delhi chapter, but he's not the primary member. But he's active in the list, et cetera. So say for example—

JUSTINE CHEW: And he has not signed up as an individual member.

AMRITA CHOUDHURY: Yeah, no, he's not. So say for example, [Jay Padyal], who is the primary rep for ISOC Delhi, cannot be in a meeting, and he says, "Okay, I'm giving proxy to couple to vote on [Kapil] to vote on my behalf." Something like that kind.

SATISH BABU: Okay, I get it.

JUSTINE CHEW: Okay. So do we want to say that the proxy holder must be a full member or do we want to say that either/or works?

AMRITA CHOUDHURY: I think either/or works.

SATISH BABU: Both are okay.

AMRITA CHOUDHURY: And your one is fine. As someone who can hold ... I think even in the chat most people are saying that one person can hold only one proxy. And there would be blocks sometimes voting together, which we sometimes see in APNIC and [all earlier] happening. The proxies are [designated] and there is a block which votes.

JUSTINE CHEW: Correct, exactly. Which is why I was kind of indicating that I wouldn't go for more than two anyway. But one works quite well.

Okay, so noted. 22.4.2 will be one and 22.4.3 is either/or. Okay. Very good.

Okay, so in relation to 22.4.3, where we were discussing members in good standing, and where we had a prior definition of member in good standing, when I thought about the possibility of a member in good standing being a proxy holder, I went back and looked at the definition of member in good standing to see whether there is a need to tweak it

further to what we had sort of concluded on last week, which is to say to expand the good standing towards fora outside of ICANN. So what I mean is when we were discussing members in good standing last week, we typically would look at the behavior and the history of that person in the ICANN fora, whether they have been, for example, blacklisted or taken off from an ICANN-related mail list, that sort of thing, or they've been complained against, had complaints lodged against them.

I'm asking now whether that kind of behavior or monitoring or checking for that kind of behavior should be extended outside of ICANN as well. So, for example, if a person, for argument's sake, "behaves" well in ICANN but behaves badly outside of ICANN in, say, IGF, is that person considered a member in good standing?

SATISH BABU: Really hard to say.

AMRITA CHOUDHURY: Yeah. A sometimes you will not even find them.

SATISH BABU: Yeah, you will not even know about them.

AMRITA CHOUDHURY: No, actually Satish, the member in good standing thing came up more was because Maureen and I raised that there should be some qualifications, some parameters, for applying for leadership roles. And I

think some of those also came here. That's also a point where Justine would want us to comment on how we want to shape that part because we've expressed our concerns.

JUSTINE CHEW:

Yeah, correct. So I mean, at the end of day, the community members that we want in our community should be members of good standing, right? So the question is, how would you kind of classify someone as a member in good standing? We can look inwards just towards their history and their behavior within ICANN, or we can extend that beyond ICANN to other fora, especially, for example ... Some of you all play in the spaces of IGF, so you would know if someone's behaving badly outside of ICANN. And so the question is, do we want them as part of the community in APRALO?

SATISH BABU:

The leadership team might have an opinion on this, but I'm not sure if there's a process that allows them to exercise their opinion in saying whether the person is a member in good standing or not.

Plus, that person, in my opinion, has to be reasonably active on the list, because you can't have a person who's been silent all along suddenly becoming a member in good standing, although theoretically it is possible. But it doesn't make much sense to me because in order to vote, even as a proxy for someone else, you have to understand the basics of what's happening in APRALO.

JUSTINE CHEW: Yeah, I mean, that is the ideal situation, right? I don't know whether the ideal situation is always a thing or not.

Okay, so if I go back and read out what member in good standing means, it's an individual who A) complies with/has not been sanctioned. As I said, currently its behavior: has not been sanctioned or under review for any sanction for behavior that is contrary to the ICANN expected standards of behavior, including removal from activities such as posting rights to any email list, including the At-Large or RALO-approved distribution list. That's A. B) potentially meets the membership criteria established via whether it's ALS or an IM. And C) (this is the bit that you're talking about, Satish) already demonstrates conformance of any listed minimum standards of engagement in the At-Large that is expected of the RALO member. So presumably a member in good standing would be somehow active.

SATISH BABU: Right. But when is the decision taken? When does the issue come up? Presumably you are reducing this member in good standing in other parts of the bylaw also, in addition to proxies.

JUSTINE CHEW: Yes, it is for election mostly. So a person who is not currently an APRALO member, because you have to have something that says that you're a member ... So, for example, somebody who is coming in and wanting to take up a leadership position, but is already exhibiting the right sort of leadership criteria or leadership skills and history from outside of ICANN, and take part in the leadership of APRALO, do we

prevent that person from coming in because they're not currently a member?

SATISH BABU:

Yes, but who decides this? We don't have a nominating committee who scrutinizes all the applications. Currently, what we're following is whenever somebody accepts the thing, it's straight away onto the slate. So if you want to put a filter on it, at what point and who does this check?

JUSTINE CHEW:

The filter, I would presume is the community. So the community would kind of say whether this person is a member of good standing or not. We're keeping that quite loose. In certain circumstances, you have to have certain flexibility. So if, say, someone comes in and tries to vie for a leadership role, but other people deem that person is not a member in good standing, then they can raise the fact that they don't think that this person is a member in good standing and therefore is not really eligible to run for a position.

SATISH BABU:

Yeah, but that can open all kinds of Pandora's boxes. Anybody can complain. Then it becomes the process of one complaint is enough or ten are required. If there is no whether objective cut-off, then we can use to use the community to do this process.

JUSTINE CHEW: This is already present in some other organizations. Like, I think AP Nick has referenced to member in good standing. This is something that is also mentioned in the, I believe, ALS Mobilization Working Party report. So there is a reference to member in good standing. So we're trying to introduce that into the RoPs now.

SATISH BABU: Yeah. [C]By default, all members in the APRALO list could be classified as a member in good standing until it is proven otherwise. [Like you say there is some problem displaying reaction, et cetera,] but in order to use it for something like elections, I'm not sure whether this is enough. This is required, necessary, but whether it's sufficient? So the process of deciding on who the . If you're saying by default, everybody is a member in good standing, then that problem is over. But then the other issue of somebody coming new and applying for some position?

JUSTINE CHEW: You don't need to apply to be a member in good standing, right? Member in good standing is just a general characteristic. You only apply to be an APRALO member.

SATISH BABU: Right.

JUSTINE CHEW: So we're trying not to limit people who are interested in taking up positions in APRALO from running. But we do want to have the ability

to filter some of these candidates if we think that they are not suitable. And this is where the member in good standing—

SATISH BABU:

Filtering is where it becomes troublesome in the sense ... Suppose a candidate is there, and some of us think he's not fit. And maybe one of us propose a mail in the list saying that this person is not a member in good standing because of such and such reason. Somebody else might say, no, that is not true, or something like that. It can be contested and then it becomes very messy, and then we don't have any mechanism to resolve that kind of a situation. That is really heavy weight [inaudible].

JUSTINE CHEW:

Okay, so keep that in mind. That is one of the purposes of member and good standing. Basically, we want good people in our community, which is why we have this first filter of member and good standing. We don't necessarily have to do a lot to establish member in good standing.

The second filter, when it comes to candidates for positions, which is what Amrita alluded to and which is what I need input on from people, is for positions in the APRALO leadership team, and for which positions would you want to establish a criteria for candidates? So that is the second level of filter.

So on the first filter, as I said, a person generally must be a member in good standing. If it's of bad character, we don't want them. Right?

SATISH BABU: Yeah, I agree. I agree to the two-step kind of filter. The second step requires thought because we want it to be seen as open and transparent, but at the same time it has got to have teeth, so that [inaudible].

JUSTINE CHEW: Correct. So that is something that we still need to work on, which I am still waiting for input from certain people because they are the ones who brought it up. So that won't be the scope of discussion today. And plus, we are coming into the ... We are already at 20 past the hour. So it's pretty much used up the call for just getting through the action items, which is unfortunate, but it is what it is. Okay.

SATISH BABU: Yeah. I think I'm the root cause of much of the pain—I mean, time loss, basically. Sorry for that.

JUSTINE CHEW: Okay. So just bear in mind what I said about the purpose of having this category of member in good standing.

The question now I'm asking is, do we want to just put the benchmark as behavior in the ICANN sphere, or do we want to extend it to beyond ICANN to say any particular fora, maybe within the Internet governance space, which could be so wide ... If we know that that person behaves badly there, but still behaves good well in ICANN, do we consider that person as a member in good standing?

SATISH BABU: I don't think we should. My personal opinion.

JUSTINE CHEW: Okay, so the question is, should we extend the space by which we judge a person beyond CANN?

SATISH BABU: Well, the Internet governance community is a good broad way to cover everything because it includes ICANN also. And also the other—

JUSTINE CHEW: We don't have to specify. So it is sort of understood that if a person plays in a particular area and we know, if there's some kind of background check or whatever (not feasible), if we know that person generally is a good character, then it shouldn't matter. But if we know that that person has created ruckus or caused some problems somewhere in our realm, then we know that potentially this person is not a member in good standing.

SATISH BABU: Yeah, I think if you come to know, then we should take action on it, meaning he's no longer a member in good standing. But it is possible, as Amrita pointed out, that we may not even know.

JUSTINE CHEW: Yeah, if we don't know, we don't know. That's fine. We can't act on what we don't know. Right? We can only act on what we know.

SATISH BABU: Yeah.

JUSTINE CHEW: Okay, so am I understanding that people are okay to extend that space of monitoring someone's behavior or deciding on someone's behavior to beyond ICANN?

SATISH BABU: Yes. I mean, this is a bit of moral policing, but I am in favor of taking action if we are clear about the fact that this person has misbehaved on some merits.

JUSTINE CHEW: Okay, so there's a yes for Satish, a yes for Amrita. Does anyone else have an objection to it?

Going once, going twice ...

Okay, done. All right, so I will add to the definition of member in good standing to include the fora outside of ICANN.

Okay, so just coming to the last point (we can just finish on this note): whether proxy should be counted in quorum. And someone was saying, ... I think it was Cheryl who was saying that proxy should be counted in quorum. And I thought that it was the other way around, that proxies shouldn't be counted in quorum. So then we kind of settled on maybe

that some meetings should have proxies counter at quorum, and some meetings shouldn't have proxies counter at quorum. And that sort of became a little bit complicated.

So I am just going to say here now that I'm proposing 15.4.1, which says that quorum, where required for any APRALO meeting, shall be established through attendance at the meeting in-person or by valid proxy. So I'm just going to [concede] that proxy [is not] counted in quorum.

SATISH BABU:

There will be situations that we can't get quorum in, although we have the proxies in hand. So we should avoid that situation. So if proxies are given, then it's given for everything, including [inaudible].

JUSTINE CHEW:

Okay, so basically what that means is that if a person comes, and they are a proxy holder, then they are counted twice as for corrupt themselves if they are a member, and the proxy will be counted for quorum as well. So it becomes twice.

SATIH BABU:

Yeah, only if they're a member.

JUSTINE CHEW:

Yes, correct. So the proxy holder would have to have his or her own right to be counted as quorum, aside from the proxy that he or she

holds. But if he or she is not part of quorum to begin with, then they will be counted once because they are holding the proxy because the one count goes to the proxy giver rather than the proxy holder, which is fine because you have already agreed to the fact that the proxy holder cannot hold more than one proxy giver.

So the reason why I was a bit concerned is if you allow a proxy holder to hold more than one proxy (say, for example, he holds four proxies), then he's counted four times, which is unreasonable.

SATISH BABU:

Yeah, but we are not going to have more than one, no?

JUSTINE CHEW:

Yeah, correct. So if everyone's agreed to it (and I believe that everyone's agreed to the fact that proxy holder can only hold one proxy), then I'm fine with proxy holders being proxies being counted for coral.

Okay, so no issue with 15.4.1, right?

And 15.4.2 is something that we discussed already earlier.

15.4.3. I don't think anyone had a problem, but—

SATISH BABU:

[inaudible] I'm not able to ...

JUSTINE CHEW: Yeah, I'll read it out. So 15.4.3 refers to the IM rep, and the suggestion is that the IM rep should be counted for quorum, but they would be counted for quorum either as a leadership team member, if the chair so designates that person as a leadership team member, or they can be counted as APRALO member, but not both. So they don't get counted twice. That's just a precaution.

SATISH BABU: Okay, [sounds good.]

JUSTINE CHEW: So I don't think there's any controversy around that, really.

All right. So I think we're at 25 past the hour, so I don't really want to start on something new, per se. So I will tidy up whatever we discussed today, and then if people can start ... Or maybe I'll initiate something on the mail list to start people thinking about criteria for candidates. As I said before, we have a slate of positions in the leadership team. Do we want to specify candidate criteria for all of them or for some of them? And if so, what is the criteria? So I'll get people to think about it, and then we will have to start populating a draft adjunct document to capture all those.

All right. And I will give the action item list to staff to record for today.

Okay. Thank you very much, folks, for coming onto the call. At least we managed to sort out some key things that were outstanding. So thank you for your time, and see you next—

YESIM SAGLAM: [inaudible]

JUSTINE CHEW: Yeah, next call.

YESIM SAGLAM: Yes. I was interrupting for that reason.

JUSTINE CHEW: Which is why I left a few minutes.

YESIM SAGLAM: For the next call, are we back to Tuesday?

JUSTINE CHEW: Yeah, I guess so. I think more people turn up on Tuesday. Right?

YESIM SAGLAM: [inaudible]

JUSTINE CHEW: Yeah. And plus next week we have the monthly call at 2:00. So we should have it on Tuesday.

YESIM SAGLAM: So we cannot actually do Thursday next week because we have the monthly call, so it will be Tuesday. Are we doing 60 minutes or another 90 minutes?

JUSTINE CHEW: Can we schedule it for 90 minutes? If we don't use up time, then we can just let people off early.

YESIM SAGLAM: Yes, sure.

JUSTINE CHEW: Okay. All right then. We can stop the recording. Thank you, everyone.

[END OF TRANSCRIPTION]