

RoP-Section-C1-Draft-v19

Section C: Meetings and Administration

1. ALAC Meetings

- 1.1. ALAC meetings may be face-to-face or teleconferences. Most face-to-face meetings also have teleconference capabilities for those who cannot attend in person.
- 1.2. Classification of ALAC meeting
 - 1.2.1. Regular Meetings
 - 1.2.1.1. Scheduled at times as agreed upon by the ALAC.
 - 1.2.1.2. Requires advance notice of at least one (1) week.
 - 1.2.1.3. By explicit action of the ALAC, notice may be waived.
 - 1.2.1.4. Requires Quorum to begin. The requirement for Quorum may be waived by the Chair. Such decision does not alter the requirement for a meeting to be quorate at the time any formal decision is taken.
 - 1.2.1.5. For face-to-face meetings (typically held in conjunction with ICANN meetings), a meeting can be temporarily halted and reconvened at a later time by agreement of the ALAC. Upon reconvening, Quorum is once again required to begin.
 - 1.2.2. Annual General Meeting (AGM)
 - 1.2.2.1. A Regular meeting held in conjunction with the ICANN Annual General Meeting
 - 1.2.3. Urgent Meetings
 - 1.2.3.1. May be called by the ALAC Chair at any time, possibly on short notice.
 - 1.2.3.2. Requires Quorum to begin.
 - 1.2.3.3. The only Motion that an Urgent Meeting can approve is to give the Urgent Meeting the same rights as a Regular Meeting. If such a decision by Consensus is not unanimous, a formal vote must be taken.
 - 1.2.4. Special Meetings
 - 1.2.4.1. May be called at the request of any four (4) ALAC Members.
 - 1.2.4.2. Requires a minimum notice of one (1) week.
 - 1.2.4.3. Requires Quorum to begin.
 - 1.2.4.4. Once convened, has the same status as a Regular meeting.
- 1.3. Meeting Rules

- 1.3.1. ALAC meetings are run based on the following authorities in decreasing priority
 - 1.3.1.1. ICANN Bylaws
 - 1.3.1.2. These ALAC Rules of Procedure
 - 1.3.1.3. Decisions of the ALAC including Rules of Procedure Adjunct Documents (see section 1.3.2).
 - 1.3.1.4. Rulings of the Chair
 - 1.3.1.5. Robert`s Rules of Order, 11th Edition.
 - 1.3.1.6. Should there be conflicts within any single category above which are not explicitly addressed within that category, the Chair shall rule on which takes precedence.
- 1.3.2. Adjunct Documents referenced by these Rules of Procedure.
 - 1.3.2.1. RoP-Adjunct-01 - Position Description for ALAC Members, Liaisons and Appointees
 - 1.3.2.2. RoP-Adjunct-02 - Metrics and Remedial Actions for ALAC Members, Liaisons and Appointees
 - 1.3.2.3. RoP-Adjunct-03 - At-Large Board Member Selection Implementation
- 1.4. Agenda
 - 1.4.1. 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.
 - 1.4.2. A meeting may have a “Consent Agenda” which will include Motions which are deemed to not require further discussion and will be adopted by consensus or vote as a single item.
 - 1.4.2.1. 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.
 - 1.4.2.2. Any ALAC Member may request that a specific item from the Consent Agenda be removed and dealt with independently.
- 1.5. Quorum
 - 1.5.1. For a meeting to be quorate, more than 50% of the currently sitting ALAC Members must be present, face-to-face, telephonically, or by other means explicitly approved by the ALAC.
 - 1.5.2. For votes taken electronically over a period of time, all ALAC Members are deemed to have been present.

- 1.5.3. For a Consensus decision 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.
- 1.5.4. For a Vote 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 unless the issue is so urgent as to not allow prolonging the vote as per Section C.1.10.10. In all other cases, the vote must be prolonged to allow all regions an opportunity to participate.
- 1.6. Open Meetings, Speaking Rights and Speaking Order
 - 1.6.1. Unless otherwise decided by the ALAC to address a specific sensitive issue, all ALAC meetings are open.
 - 1.6.2. 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.
 - 1.6.3. Participants who wish to speak should indicate their intention using whatever method is appropriate given the meeting details.
 - 1.6.4. The Chair shall have sole control over the speaking order and may time-limit interventions.
- 1.7. Motions
 - 1.7.1. 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.
 - 1.7.2. Motions may be made by any ALAC Member.
 - 1.7.3. 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.
 - 1.7.4. All Motions must be seconded by another ALAC Member.
 - 1.7.5. The Chair shall allow sufficient time for discussion, which may take place at a meeting or electronically, prior to the ALAC taking a decision.
 - 1.7.6. Prior to reaching a decision, an amendment to the Motion may be suggested by any ALAC Member.
 - 1.7.6.1. If the ALAC Members who put and seconded the original Motion deem the amendment to be “friendly”, it will immediately become part of the Motion being considered.
 - 1.7.6.2. 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.

- 1.7.6.3. The decision on a non-friendly amendment must be taken prior to proceeding with the primary motion.

1.8. Points of Order

- 1.8.1. 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.

- 1.8.1.1. A situation where an ALAC Member believes that the ICANN Bylaws or the ALAC Rules within these Rules of Procedure are not being followed and requests a ruling of the Chair.

- 1.8.1.2. A situation where continuation of the meeting is impractical due technical or other problem. Examples of such problems include the lack of technical infrastructure and the failure of audio-visual aides.

- 1.8.1.3. 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.

- 1.8.2. The Chair shall rule if anything needs to be done to correct the situation.

1.9. Procedural Motions

- 1.9.1. A procedural motion is a motion to do the following (in order of precedence):

- 1.9.1.1. Suspend the meeting;

- 1.9.1.2. Adjourn the meeting;

- 1.9.1.3. Close debate on an issue and initiate the decision process (consensus or vote)

- 1.9.2. A procedural motion may be made by any ALAC Member and does not need to be seconded.

- 1.9.3. The Chair may disallow a motion to close debate if he/she feels that the question has not been fully explored.

- 1.9.4. Once a procedural motion is made, it must immediately be decided by either consensus or vote.

- 1.9.5. If multiple procedural motions are made, they must be addressed in the order specified in this section.

1.10. Decisions of the ALAC

- 1.10.1. A decision of the ALAC can only be made subject to the quorum rules in section 1.5.

- 1.10.2. With several exceptions noted here, all face-to-face and teleconference decisions of the ALAC should preferably be made by Consensus.

- 1.10.3. When attempting to judge Consensus, the Chair will ask if there 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.

- 1.10.4. Whether Consensus has been reached is a ruling of the Chair.
 - 1.10.4.1. As a “rule of thumb”, Consensus is no less than 80% of the then sitting ALAC Members.
- 1.10.5. 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.
- 1.10.6. 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.
- 1.10.7. If an ALAC Member cannot be present for a vote, either cast in person or electronically, that vote may be cast by another ALAC Member according to rules governing Proxies.
- 1.10.8. If an ALAC Member cannot be present for a decision made by consensus, another ALAC Member may represent them according to rules governing Proxies.
- 1.10.9. Any vote related to named individuals, whether in an election, appointment, recall or disciplinary action shall be held by secret ballot and the details of individual ALAC Member ballots shall not be revealed.
- 1.10.10. For any vote not held by secret ballot, how each ALAC Member votes shall be recorded in the records of the meeting.
- 1.10.11. 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.
- 1.10.12. For decision made by Consensus, any ALAC Member who does not support the Consensus position may request that their disagreement be noted in the records of the meeting.
- 1.10.13. If a vote is taken where the outcome is not needed immediately for a time-sensitive reason, the Chair may decide to keep the vote open for no more than three days to allow votes of those not at the meeting to be registered.
- 1.10.14. Votes carried out outside of formal meetings may be carried out using any method approved by the ALAC which may include:
 - 1.10.14.1. Specialized web-based voting systems,
 - 1.10.14.2. E-mail, as specified in the ALAC E-mail Guide [or Adjunct document].
 - 1.10.14.3. Telephone with ICANN Staff, ALAC Chair or as otherwise specified by ALAC Chair.
- 1.10.15. Subject to the terms of section 1.5 requiring Quorum for all ALAC decisions, a vote is deemed to be successful if at least five delegates cast a non-abstaining

vote, and if the number of votes in favour is higher than the number of votes against. For votes that explicitly require a super-majority, the number of votes cast in favour must be at least twice the number of votes cast against.

- 1.10.16. If a vote is taken which results in a tie, the Chair, by sole decision, may take any of the following actions:
 - 1.10.16.1. Call for additional discussion and then a new vote of the ALAC.
 - 1.10.16.2. Immediately call for a new vote of the ALAC.
 - 1.10.16.3. If the vote was part of a nomination and selection process, re-open the entire process.
 - 1.10.16.4. Cast a an additional ballot to eliminate the tie. This option may be exercised only by the ALAC Chair.
- 1.10.17. Votes must be used in lieu of Consensus for:
 - 1.10.17.1. Election of the ALAC Chair
 - 1.10.17.2. Approval or removal of an ALS
 - 1.10.17.3. Any vote that must be held by secret ballot
- 1.10.18. If any part of the present section of the Rules of Procedure are contradicted by the sections governing the election of the ALAC Chair, the latter sections must be followed.

1.11. Proxies

- 1.11.1. If an ALAC Member will be unable to participate in a decision of the ALAC, another Member (Proxy Holder) may hold a proxy to cast that vote on behalf of the first ALAC Member (Proxy Giver).
- 1.11.2. 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. If no specific instructions are given (an Undirected Proxy) the Proxy Holder may vote as he/she wishes.
- 1.11.3. An Undirected Proxy may be given to cover some or all votes to be held in a given meeting.
- 1.11.4. An ALAC Member may receive Proxies from no more than two other ALAC Members.
- 1.11.5. If a Proxy Holder is not at the specified meeting, the Proxy shall be given to the Chair of the meeting who may hold an unlimited number of such “2nd order” Proxies.
 - 1.11.5.1. A Proxy Giver may specify that the Proxy not go to the meeting Chair in the case of absence of the Proxy Holder.
- 1.11.6. Proxies, whether Directed or Undirected, do not alter the rules surrounding disclosure of how an ALAC Member votes. In the case of a secret ballot, the

Proxy Holder is honour bound not to publicly reveal the contents of the cast Proxy vote.

- 1.11.7. The ALAC will from time-to-time publish the details of how a Proxy is to be issued.
 - 1.11.8. An ALAC member who has a personal conflict of interest related to any decision may give an undirected proxy to another ALAC Member to avoid the conflict.
 - 1.11.9. 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 an ALAC decision.
- 1.12. Records of ALAC Meetings
- 1.12.1. Records of ALAC meetings, whether in the form of formal “minutes” or less formal notes or meeting summaries, shall at a minimum include:
 - 1.12.1.1. Type of meeting, date, location (if face-to-face) and start and stop times
 - 1.12.1.2. Attendance including how a person joined (for instance in person or via teleconference)
 - 1.12.1.3. Agenda, as amended during the meeting if applicable
 - 1.12.1.4. 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
 - 1.12.1.5. Links to any media associated with meeting (such as recordings, presentations)
 - 1.12.1.6. Any of the above may be omitted by decision of the ALAC if inclusion would violate confidentiality in any particular case.
 - 1.12.2. 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.
 - 1.12.3. 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.

2. Amendment of the Rules of Procedure

- 2.1.1. A Motion to amend the Rules of Procedure must be made at least 21 calendar days prior to the meeting.
- 2.1.2. The text of the changes must be provided at the time the Motion is made.
- 2.1.3. Amendments are allowed, but any suggested amendments should preferably be made well in advance of the meeting.

2.1.4. Approval of the modified Rules of Procedure requires a super-majority vote of the ALAC.

3. ALAC Work Methods

3.1. The ALAC will use a variety of work methods to accomplish its goals. These will include:

3.1.1. Face-to-face meetings

3.1.2. Teleconferences

3.1.3. E-mail

3.1.4. Wikis

3.1.5. Other methods that are deemed by the ALAC to be appropriate and generally accessible to its ALAC Member, Appointees, and members of the At-Large Community.

3.2. E-mail

3.2.1. E-mail is a prime technology used by the ALAC.

3.2.2. The ALAC and At-Large will have a variety of E-mail mailing lists to allow easy communications amongst ALAC Members, Appointees, WG members, RALOs, and members of At-Large.

3.2.3. To ensure that these lists are used properly and have the correct membership lists, the ALAC will from time-to-time publish a guide to its mailing lists.

3.2.4. Most At-Large mailing lists are archived and viewable by the public. The ALAC guide to mailing lists will identify which lists are public and which are not.

3.2.5. Communication by electronic mail shall 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.

3.3. Work Teams

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

3.3.1.1. ALAC Sub-committees, standing or ad hoc

3.3.1.2. Drafting Teams

3.3.1.3. Working Groups

3.3.2. The ALAC Charters all such WTs, specifying intent of the group, expected outcomes if applicable, general or specific WT composition and membership.

3.4. Conduct

- 3.4.1. All ALAC Members, Liaisons and Appointees and At-Large participants will adhere to the ICANN Expected Standards of Behavior in all of their ICANN-related activities.
- 3.4.2. ALAC Members, Liaisons and Appointees and At-Large participants must always behave in a professional manner and treat all ICANN participants and 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: used to abuse, harass, stalk, or threaten others; or that are libellous, knowingly false, ad-hominem, or misrepresent another person.
- 3.4.3. ALAC meetings and At-Large electronic communications are largely in support of ALAC activities related to policy and administration.
- 3.4.4. Most ALAC meetings and At-Large 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.
- 3.5. All ALAC meetings are conducted in English and most documents associated with ALAC and ICANN are solely in English. As such, all ALAC Members must have a suitable level of spoken and written English proficiency. To the extent possible and practical, and subject to ICANN policy, ICANN funding and sufficient demand, simultaneous translation from and into other languages may be provided. WT meetings are generally conducted only in English, but consideration may be given to interpretation subject to the same guidelines as for ALAC meetings.

4. At-Large Structures

- 4.1. The ALAC shall, subject to review by the RALOs and the ICANN Board, set procedures to certify and decertify At-Large Structures.
- 4.2. Detailed procedures are set forth in the Adjunct document “At-Large Framework Formation” (<http://www.atlarge.icann.org/framework.htm>).
- 4.3. The “At-Large Framework Formation” shall be deemed to be an integral part of these Rules of Procedure.