

# LACRALO Operating Principles

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## Executive Summary

These Operating Principles provide an overall governance framework to the Latin American and Caribbean Regional At-Large Organization (LACRALO). This document is to be supplemented by the Rules of Procedure (to be drafted). The Rules of Procedure will provide more detailed steps regarding the implementation of these Operating Principles.

This document is the result of nearly two years of work focused on addressing concerns about LACRALO's governance. These concerns have impaired LACRALO's effectiveness in fulfilling its mission, i.e. to contribute to ICANN's policy development process from the end user perspective.

The content of these Operating Principles results from two face-to-face meetings held by a group whose members hold differing views within LACRALO, as well as several virtual meetings held by the LACRALO Governance Working Group. The summaries of both face-to-face meetings are posted [here](#), and Working Group details are available [here](#).

These Operating Principles incorporate several new elements that emerged as solutions to the main concerns and frustrations regarding governance processes. It is expected that these new elements, which are based on consensus principles, will make it possible for LACRALO to focus effectively on its mission, i.e. to be the voice of the end user within ICANN policy development processes.

The most relevant of these new elements are described below.

- **New positions - Vice Chair (Chair-Elect) and Vice Secretary (Secretary- Elect)** (in Spanish, *Vicepresidente* and *Vicesecretario*): This

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idea originated in response to the need for a longer learning/inception period for incoming leaders. It also provides more opportunities to participate in the regional leadership team. The Vice Chair (Chair-Elect) has certain specific roles, is a member of the LACRALO Board of Directors (see next point) and automatically becomes the LACRALO Chair after a two-year period. The Vice Secretary (Secretary-Elect) role works in the same way. In practice, this means that LACRALO shall only elect a Vice Chair (Chair-Elect) and a Vice Secretary (Secretary-Elect) every two years, and these individuals will become Chair and Secretary two years after being elected.<sup>1</sup>

- **LACRALO Board of Directors:** The LACRALO Board of Directors shall be a coordination body formed by the LACRALO leadership. Its mandate is to promote strategic actions within LACRALO. The LACRALO Board of Directors shall consist of individuals elected to the positions of Chair, Vice Chair (Chair-Elect), Secretary, Vice Secretary (Secretary-Elect), the two elected LACRALO representatives to the ALAC, the elected LACRALO representative to the NomCom, and the Chairs of the LACRALO Working Groups.
- **Leadership Position Rotation per Subregion:** In accordance to these Operating Principles, there shall be a mechanism to rotate leadership positions among four subregions within LACRALO. In every election, each subregion shall be responsible for nominating candidates to certain positions. For example, in a given election cycle, Subregion A would nominate candidates to the Vice Chair (Chair-Elect) position, while

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<sup>1</sup> It is worth noting that a member of the LACRALO Governance Working Group expressed their disagreement with this new system, by which a Vice Chair (Chair-Elect) automatically becomes Chair.

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Subregion B would nominate candidates to the Vice Secretary (Secretary-Elect) position. Subregion C would be responsible for nominating candidates to the ALAC and Subregion D would nominate candidates to the NomCom. These responsibilities would rotate in the following election cycle. The purpose of this mechanism is to promote a diverse regional leadership, with members from different countries and areas within LACRALO. The weighted vote per ALS (country-based ALS index) is maintained, so that each country stands on an equal footing at the moment of voting.

- **Members Not Affiliated to an ALS:** In response to one of the most critical points of the ICANN At-Large Review Process, these Operating Principles will enable the participation of individual users that are not affiliated to any At-Large Structure (ALS), to engage them in policy development work, with a commitment to encouraging their participation within ICANN. This document does not resolve an ongoing debate in the region regarding the possibility of individual users running for leadership positions within LACRALO. The language used in this document to address this point is neutral, so that further discussions can be held in the region on that question, with a view to incorporating a decision in the Rules of Procedure in the coming months.
- **Conflicts of Interest:** These Operating Principles establish clear rules to ensure that ALSes represent the interests of end users (Section 1a). In addition, these Operating Principles specifically address conflicts of interest that are incompatible with leadership positions within LACRALO (Section 7.1.a).

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This document is a final draft, currently being circulated for comments within LACRALO.

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## Glossary

**ALS:** At-Large Structure. An ICANN-accredited organization (in line with current procedures and requirements) that forms the basis of the At-Large community. ALSes are organized in 5 Regional At-Large Organizations (RALOs).

**At-Large Advisory Committee / ALAC:** The At-Large Advisory Committee (ALAC) is the primary organizational home for individual Internet users within ICANN.

**Country Coefficient:** A mathematical formula used to allocate a weight/value to the vote cast by every ALS. The formula ensures that all countries with ALSes in the region have the same weight in a vote, regardless of the number of ALSes per country.

**Consensus:** An agreement all stakeholders can live with. Its scope and rules are within the remit of the Rules of Procedure.

**LACRALO Emeritus Council:** A group of LACRALO members with an advisory and mentorship role that operates according to its own procedures.

**Vice Chair (Chair-Elect):** The person elected to the position of Vice Chair (Chair Elect) shall perform the duties indicated in the Operating Principles and shall prepare to take the position of Chair after a two-year period. The Vice Chair (Chair Elect) may be removed if they fail to meet expectations.

**Vice Secretary (Secretary-Elect):** The person elected to the position of Vice Secretary (Secretary-Elect) shall perform the duties indicated in the Operating Principles and shall prepare to take the position of Secretary after a two-year period. The Vice Secretary (Secretary-Elect) may be removed if they fail to meet expectations.

**Rotation Principle:** Principle by which LACRALO leadership positions are held by members from the 4 subregions, defined so that all the countries in the region are duly represented and stand on an equal footing.

**Process Simplicity Principle:** Principle by which consensus-based decisions are recommended, whenever possible, in the interest of time and to avoid lengthy and complex processes.

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**Continuity and Opportunity Principle:** This principle refers to the opportunity to learn from experienced leaders, via mentorship and other approaches, to preserve LACRALO's wealth of knowledge.

**Revocation/Removal of LACRALO Leadership Positions:** The act of revoking the mandate of, or removing, someone in a leadership position following due process.

**NomCom:** Nominating Committee. It appoints individuals to fill positions in accordance with the ICANN Bylaws.

**LACRALO Rules of Procedure:** Document that will govern procedures for assemblies, special meetings, motions, decision-making processes, votes, etc.

The ICANN Glossary is a useful reference tool with definitions of most of the terms used in the organization: <https://www.icann.org/icann-acronyms-and-terms/en/nav/A>

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## **LACRALO's Mission:**

LACRALO's mission is to contribute to ICANN's policy development process from the end user perspective while promoting and facilitating their participation. Its scope of action is the ICANN At-Large community.

## **Title I - About LACRALO Members**

1. LACRALO is constituted by the Latin American and Caribbean ALSes, accredited by the ALAC, as one of the mechanisms to ensure the fulfillment of its mission.

1.a An ALS shall be an independent, self-supporting organization, based in one of the countries of the Latin America and Caribbean region, with a focus on Internet users. Furthermore, an ALS shall not be linked to, or represent the interests of, registries, registrars, Internet Service Providers (ISPs), web hosting providers, the chambers which specifically represent these business interests, or the interests of governments/government officials related to National Information and Communication Technology (NICT).

2. LACRALO shall promote the creation and organization of user groups in the countries within the region, and their subsequent accreditation by the ALAC.

LACRALO shall facilitate the active participation of individual users who are not related to any ALS and who are residents of the Latin America and the Caribbean region<sup>2</sup>, so that they can get involved in policy-making discussions. Furthermore, LACRALO shall commit to encouraging their participation in ICANN's activities.

3. LACRALO shall be multilingual since its inception. All documents shall be written, and all discussions held, in English, Spanish, Portuguese and French. Those languages that were not included at the time of amending these Operating Principles shall be gradually

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<sup>2</sup> "Residents" refers to individuals who effectively **live** in the region, unless they are out of the region on a temporary basis.

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incorporated according to the region's requirements. Some of the languages listed above may be removed if they are deemed unnecessary.

## **Title II - About Participation Areas within LACRALO**

4.- LACRALO shall have different alternatives for member participation:

4.a. Monthly Meetings

4.b. Working Groups

4.c. Webinars

4.d. Votes

4.e. Mailing Lists

4.f. General and Extraordinary Assemblies

4.g. Other mechanisms available for users to participate.

Participation in these areas shall be governed by the LACRALO Rules of Procedure.

## **Title III - About LACRALO Ordinary and Extraordinary General Assemblies**

5. LACRALO's maximum and sovereign body of government is the Ordinary General Assembly.

5.a The General Assembly shall, to the extent possible, operate by consensus.

5.b It shall be chaired and assisted by authorities elected by the Assembly itself.

5.c The Assembly shall consist of all active<sup>3</sup> LACRALO members, per these Operating Principles and the LACRALO Rules of Procedure.

5.d Vote-related issues in this Ordinary General Assembly shall be defined in the Rules of Procedure.

6. The Extraordinary General Assembly shall be held in the following extraordinary circumstances:

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3 An active member is a member that meets the criteria set forth in the LACRALO Metrics document.



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6.a. Bylaw change or amendment

6.b. Dissolution

6.c. Removal or replacement of authorities

Participation and votes in the assemblies and areas of participation shall be governed by the LACRALO Rules of Procedure.

## **Title IV - About LACRALO Leadership Positions**

7.1. LACRALO shall adhere to the following principles on the election and performance of leadership positions:

- Rotation among countries/subregions;
- Continuity and opportunity to learn from experienced leaders;
- Process simplicity;
- Weighted Vote Principle - Percentage proportionality of votes according to the country-based active ALS index to ensure all countries stand on an equal footing;
- Favoring consensus-based agreements whenever possible;
- Encouraging higher ALS participation;
- Candidates shall be LACRALO members, and they shall effectively reside in one of the countries in the region;
- Only active members, in accordance with the Rules of Procedure, are entitled to vote for, or be elected to, these positions.

LACRALO members who are interested in running for leadership positions shall:

a) State that they do not have any of the following conflicts of interest, which are incompatible with LACRALO leadership positions:

- Have a close family relationship with ICANN employees (parents, siblings, spouses, partners, children);
- Be under a financial contract with ICANN;

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- Hold leadership positions in registries, registrars, ISPs or the chambers that specifically represent these business interests;
- Be in a decision-making position on behalf of a government (e.g. a Minister of State, Deputy Minister, Secretary, or equivalent position);
- Act as a country representative to the GAC (or other Advisory Committees/Supporting Organizations).

b) Declare other possible conflicts of interest and explain how they will handle these conflicts once they take their leadership position in LACRALO.

7.2 – The rotation principle for leadership positions shall be based on the following:

7.2.a – The region is divided into four (4) subregions comprising the following countries:

A) **Central America and Mexico:** Belize, Costa Rica, El Salvador, Guatemala, Honduras, Nicaragua, Mexico and Panama.

B) **Andes:** Bolivia, Chile, Colombia, Ecuador, Peru and Venezuela.

C) **Caribbean:** Antigua and Barbuda, Bahamas, Barbados, Cuba, Dominica, Grenada, Guyana, Haiti, Jamaica, Dominican Republic, Saint Vincent and The Grenadines, St. Lucia, Saint Kitts & Nevis, Suriname, and Trinidad and Tobago

D) **Mercosur:** Argentina, Brazil, Paraguay and Uruguay.

7.2.b - LACRALO Leadership Positions are as follows: Chair and Vice Chair (Chair-Elect); Secretary and Vice Secretary (Secretary- Elect); ALAC Member (2); NomCom Member (1).

7.2.c - LACRALO shall adopt the ongoing and pre-arranged, subregion-based rotation principle as a mechanism to hold leadership positions.

They shall be governed by the LACRALO Rules of Procedure.

7.2.d - No outgoing member shall be entitled to run for the same position. However, they shall be eligible for any other position according to the Rotation Principle, and respecting the candidate appointed for their subregion.

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7.5. In accordance with the Rotation Principle, if a region is represented by two leadership positions, these positions shall not be held by members of the same ALS or from the same country.

## **LACRALO Chair and Vice Chair (Chair-Elect)**

8. LACRALO shall have a Chair and a Vice Chair (Chair-Elect). These positions shall be held by two active LACRALO members residing in their corresponding subregion, pursuant to the Rotation Principle set forth in Item 7 herein. Each of them shall hold their position for a two-year term.

8.a - The Vice Chair (Chair-Elect) shall automatically become the Chair in the following election.

The Chair and Vice Chair (Chair Elect) election shall be governed by the Rules of Procedure.

The Chair's roles and responsibilities are as follows:

8.b. Promote and lead ICANN policy discussions in the region;

8.c. Liaise between discussions originated in the At-Large Advisory Committee (ALAC) and the region's perspectives, in conjunction with the LACRALO representatives to the ALAC;

8.d. Represent LACRALO at ICANN meetings, Advisory Committees and Supporting Organizations, and in outreach activities;

8.e. Promote higher ALS and individual participation in the region by means of activities aimed at periodically incorporating new organizations and members;

8.f. Lead LACRALO discussions on mailing lists, as well as during face-to-face and virtual meetings;

8.g. Preside over all meetings of the LACRALO Board of Directors.

9. The Vice Chair (Chair-Elect) shall automatically become the Chair upon completion of the incumbent Chair's term, or in the event of the incumbent Chair's resignation. In addition, the Chair-Elect will temporarily become the Chair in the case of a temporary inability.

Elections and other issues related to this position shall be governed by LACRALO Rules of Procedure.

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## **Vice Chair (Chair-Elect) Operating Roles**

10.- Coordinate the activities of ICANN policy working groups within the LACRALO Board of Directors (see Title VII).

10.a Draft documents reflecting policy positions adopted on behalf of LACRALO, in conjunction with each Working Group Chair.

10.b Participate virtually in meetings where the Chair participates, and after the first year, potentially replace the Chair alternately in ALAC meetings.

## **LACRALO Secretary and Vice Secretary (Secretary-Elect)**

11. LACRALO shall have a Secretary and a Vice Secretary (Secretary-Elect). These positions shall be held by two individuals residing in their corresponding subregion, pursuant to the Rotation Principle set forth in Item 8 herein. Each of them shall hold their position for a two-year term.

11.a - The Vice Secretary (Secretary-Elect) shall automatically become Secretary in the following election.

12. The Secretary and Vice Secretary (Secretary-Elect) election shall be carried out in an electoral process within the region. The election shall be convened by the incumbent Chair and Secretary elected by active LACRALO voting members.

As far as processes, modalities, rights, timing and other election-related issues are concerned, the LACRALO Rules of Procedure shall apply.

13. The Secretary's and Vice Secretary's (Secretary-Elect's) responsibilities are as follows:

13.a. Perform administrative and reporting functions.

13.b. Maintain communication systems, ensuring the proper exchange of information on matters that are being discussed among all LACRALO members, and perform any other tasks assigned to them by the LACRALO Board of Directors.

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14. The Vice Secretary (Secretary-Elect) shall automatically become the Secretary upon completion of the incumbent Secretary's term, or in the event of the incumbent Secretary's resignation. In addition, the Secretary-Elect will temporarily become the Secretary in the case of a temporary inability.

Elections and other issues related to this position shall be governed by the LACRALO Rules of Procedure.

15 - The Vice Secretary's (Secretary-Elect's) duties are as follows:

- Help with the follow-up of notifications and topics being discussed in the ALAC and ICANN and contribute to spreading information within LACRALO.
- Receive and address requests from ALS representatives to improve their work within the region.
- Keep an up-to-date ALS database in conjunction with staff and communicate with the ALSes to ensure a continuous information flow within LACRALO.
- In conjunction with the Secretariat, ensure the oversight of LACRALO operating metrics and produce reports on regional organizational performance.

## **Title V - About LACRALO Representatives to the ALAC**

16. LACRALO shall elect two (2) individuals to serve as representatives to the At-Large Advisory Committee (ALAC) pursuant to the Rotation Principle and based on the terms set forth in the ICANN Bylaws. Each representative shall be elected at the same call for elections, and because of the preference arising from the respective election results.

17. The elected representatives to the ALAC shall be LACRALO members with their effective residence in different sub-regions.

18. The representatives shall be responsible for the duties set forth in the ICANN Bylaws regarding the ALAC and shall periodically report to LACRALO on the topics addressed within the ALAC.

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19. LACRALO representatives to the ALAC shall have a two-year mandate and may not be reelected for a subsequent period.

Elections and other issues related to this position shall be governed by the LACRALO Rules of Procedure.

## **Title VI - About LACRALO Representatives to the NomCom**

20. LACRALO shall recommend one (1) member to serve as their representative to the ICANN Nominating Committee (NomCom) in accordance with the principles defined by the ALAC for these positions and the Rotation Principle, under the terms set forth in the ICANN bylaws, and pursuant to the criteria established by both the ALAC and the NomCom.

21. The representative shall be responsible for the duties set forth in the ICANN Bylaws regarding the NomCom and shall periodically report to LACRALO on the topics addressed within the NomCom.

22. LACRALO shall recommend a representative to NomCom to serve for no more than two consecutive years.

23. The representative shall be recommended through a call for elections, and because of the preference arising from the respective election results.

Elections and other issues related to this position shall be governed by the LACRALO Rules of Procedure.

## **Title VII - About the LACRALO Board of Directors**

24. LACRALO shall have a Board of Directors tasked with coordinating LACRALO's strategy in line with its Strategic Plan and promoting participation within the region.

25. The LACRALO Board of Directors shall consist of individuals elected to the positions of Chair, Vice Chair (Chair-Elect), Secretary, Vice Secretary (Secretary-Elect), the two elected LACRALO representatives to the ALAC, the elected LACRALO representative to the NomCom, and the Chairs of the LACRALO Working Groups.

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26.a Working Groups are groups of LACRALO volunteers created to execute policy proposals on topics of interest to LACRALO, which must be submitted to LACRALO for approval, either as a contribution to the decisions made by the ALAC or simply to make LACRALO's views public.

27.b Working Groups shall elect their Chairs among their members.

27.c The duration of Working Group Chairs' mandates shall be determined on the basis of the specific needs of their working groups.

28. The LACRALO Chair shall also serve as the Chair of the LACRALO Board of Directors.

29. The LACRALO Board of Directors and its functions are described in LACRALO Rules of Procedure.

## **Title VIII - About the Construction of LACRALO Rules and Conflict Resolution**

30. LACRALO seeks to resolve disputes through consensus-based processes, which entail solutions the parties can live with. However, when consensus instances are exhausted, the process for handling appeals and resolving conflicts shall be carried out pursuant to the provisions set forth in LACRALO Rules of Procedure.