# Section 5-Meetings

5. Meetings

5.1. Regular Meetings

The Address Council shall meet a minimum of four (4) times annually for the purpose of conducting business.

5.1.1. Schedule

The Address Council shall each year establish the schedule of date and time for the regular meetings of the council for the coming year. This schedule will include the following meetings:

5.1.1.1. Election of Address Council Officers

The Address Council shall meet within the month of January of each year for the purpose of electing the officers of the Council. This meeting shall not be required if the Council establishes a procedure to elect the officers by some other method.

5.1.1.2. Activity Review

The Address Council shall meet within the month of December of each year for the purpose of reviewing the activity of the Council for the year just completed and for the purpose of orienting new members to the council.

5.1.2. Notice

A reminder for all regular meetings shall be sent by email by to all AC members no later than 10 business days prior to the scheduled time of the meeting.

5.2. Quorum

Half of the members plus one of the council shall constitute a quorum for the transaction of business. If the quorum is not reached, the meeting will be postponed one week after without any condition on the number of attendees.

5.3. Special Meetings

Special meetings of the Address Council may be called for any purpose at any time by the Chair of the Address Council or one third of the current members. Notice of any special meeting shall state the purpose of the meeting and shall be made no later than five (5) business days prior to the meeting.

5.4. Posting of Minutes

Following an ASO AC meeting the Secretariat will send the draft minutes in a timely fashion to the ASO AC for comment. The minutes will be approved during the next regularly scheduled ASO AC meeting.

5.5. Types of Meetings

Regular or special meetings of the Address Council may be held remotely. The Face to Face meeting will be conducted in person with a remote participation at an ICANN or RIR meeting.

All ASO AC meetings will start with an open session followed by a closed session (if required). Observers are welcome at the ASO AC open session but they will not be provided speaking time or standing. ICANN Board Members, ICANN Support Staff, RIR Staff or individuals specifically invited by the ASO AC Chair will be given standing as required.

Meeting details, including the draft agenda, will be published on the ASO AC website and will be announced prior to the meetings at the relevant ASO AC mailing lists too.

If any issues require a private discussion, this will done during the closed session.

# Section 9-Board appointment

# 9. Selection of Individuals to the ICANN Board of Directors

## 9.1. Authority

Under the provisions of Section 7.2 of the Bylaws for ICANN, the ASO is responsible for selecting persons to fill seats 9 and 10 of the ICANN Board of Directors. Under the provisions of Section 9.2 of the Bylaws for ICANN the Address Council is tasked to select these persons.

## 9.2. Overview

The ICANN bylaws establish the beginning of the terms of seats 9 and 10. In those years preceding the expiration term of those seats , the Address Council will establish a timeline in accordance with the General Selection Procedure described below to enable it to select a person to fill the projected vacancy. In the event that a seat is vacated prior to the expiration of the term, then the Address Council will exercise the Extraordinary Selection Procedure described below. In either case the procedure will consist of the four phases – Nomination, Comment, Interview, and Selection.

## 9.3. Eligibility Requirements

All candidates desiring to be selected to the ICANN Board by the Address Council must meet the selection criteria and conflict of interest requirements as stated by ICANN in its Bylaws and other relevant documents that ICANN publishes or identifies. No candidate will be considered who does not sign a Letter of Certification attesting to compliance with the ICANN stated requirements as well as attesting to previous conduct and character. This letter will be sent via email to each applicant with a set of administrative instructions concerning its execution. Any applicant who fails to follow these instructions will not be considered as a candidate for selection. Candidates will be subject to an independent and reasonable investigation , managed by ICANN, and consistent with those performed on all Nominating Committee selected Board members. This process is further outlined below in section 9.4.9.

## 9.4. General Selection Procedure

The General Selection Procedure (GSP) will be used to fill the ASO designated seats when those seats are vacated by expiration of the term of service. Any ASO AC member who accepts a nomination to be considered for selection by the ASO as an ICANN Director shall not participate in any discussion or vote relating to the ASO AC selection of Directors, until the ASO has selected its full complement of Directors.

### 9.4.1. Procedures for Selection Process

In those years when a selection is required, the Council will establish a timeline in accordance with the requirements to seat the board member as stated by ICANN. This timeline and procedures will be announced on the ASO website, other websites, and email lists as agreed by the Council. Appropriate messages will be posted at the beginning of each phase, as outlined below, and as agreed by the Council.

Prior to the beginning of Selection Process, the ASO AC will conduct a series of activities in order to prepare itself for the process. Those activities will be mentioned in ASO AC work plan for that given year.

The before mentioned activities includes:

* Set interview time and dates according to the interview processes outlined bellow, to be offered to candidates when appropriate.
* Set time and dates for the required meetings for the ASO AC and Interview Committee members as outlined bellow.
* Elaborate all the questions to be presented to candidates in the interviews to be conducted
* Elaborate the framework for the reports expected by the end of each interview processes outlined bellow. The framework should take into consideration the qualities and general profile ASO AC would need to better evalute canddidates.

### 9.4.2. Qualification Review Committee

A Qualification Review Committee (QRC) will be created for the purposes of establishing a qualified slate of candidates for the interview phase. This committee will consist of mininum five members from the ASO AC . Any given region might have up to two members.

### 9.4.3. Nomination Phase

The period of the nomination phase must be at least 60 calendar days. The Secretariat will post an announcement to the ASO web site, other web sites, and email lists as appropriate declaring the nomination period open and specifying the deadline for presenting nominations. This announcement will contain instruction directing interested parties to the ASO website where they may obtain information regarding the selection process, candidate eligibility requirements, the responsibilities upon selection the application mechanism. Anyone may nominate any person whom they wish. Nominations will be recevied by the Secretariat who will contact the nominee, notify them of their impending nomination, and provide them with a copy of the Letter of Certification and a general questionnaire. The questionnaire will also secure written consent of the candidate to permit the independent provider, managed by ICANN, to complete the reasonable investigation as required. The nominee will complete the letter and questionnaire and return them to the Secretariat. The Secretariat will forward them to the QRC.

### 9.4.4. Candidate Evaluation Phase

The QRC will review the submissions for completeness and for compliance with the eligibility criteria and conflict of interest requirements. If it deems necessary, the QRC may ask for additional clarification information from any nominee. As each person is determined to be a qualified candidate, their name will be published on the ASO web site to a running list of candidates. Persons who do not complete this activity by the close of the nomination period will not be considered as candidates. If there is not at least one more candidate than the number of open seats, the nomination period will be extended until such time as this number is obtained.

### 9.4.5.Comment Phase

The period of the comment phase will be at least 30 calendar days plus the amount of time required to conduct the interview phase. The comment phase starts at the close of the nomination phase. A comment section will be made available on the ASO web site. Anyone may submit a comment. All comments will be moderated prior to display. The comment phase will conclude at the same time as the interview phase.

### 9.4.6. Interview Phase

The period of the interview phase is a maximum of 60 calendar days and commences 30 days after the start of the comment phase. During this phase, up to three rounds of interviews will be conducted in this order: Round (1) will be in written, Round (2) will be conducted via videoconference , and round (3) via videoconference at the ASO AC discretion if necessary. A minimun of two rounds of interview will be conducted and a maximum of three. Candidates should be aware that they will need to be avaiable for up to three interviews.

Round 2 or Round 3 interviews might be conducted in-person if situation allows. Like for instance, all candidates and IC members would be present in the same meeting/event.

At the beginning of this phase, the Interview Committee (IC), detailed bellow, will meet to define possible dates for the interviews, Candidates will have maximum 5 days to confirm availability. At the same time, IC will coordinate internally with ASO AC members the availability for all the meetings that might be required during this period.

#### 9.4.6.1. Interview Committee

An Interview Committee (IC) will be established for the purposes of conducting interviews with candidates. This committee will consist of mininum five members from the ASO AC . Any given region might have up to two members. Members of the QRC are eligible to participate on the committee. In the event that a committee member indicates to the committee that they are unable to fulfill their responsibility, another member might be indicated in a manner the committee determines. The IC may enlist the support of additional ASO AC members to aid in the conducting interviews including assisting in asking questions to candidates, preparing, and presenting written reports. These volunteers will be considered auxiliary IC members. The committee members may ask different candidates, different questions in an interview but are collectively responsible for the questions asked during all interview rounds. Subsequently, after each interview, the committee will produce a qualitative report. It is expected that such a report would include information about each candidate qualities and capabilites according the expected profile set in advance and a summary of the questions and answers.

#### 9.4.6.2. Interview Round 1: Written Interview

The written interview will be conducted for all candidates. At the beginning of the interview phase each candidate will receive a list of questions, developed by the Address Council, to answer in writing. The candidates will have 10 calendar days to complete the questionnaire and return it to the Secretariat. The Address Council will meet to examine the responses to the written interview questionnaire from each candidate and determine if any candidates should be further interviewed. Persons not considered for further interview will be removed from final consideration for selection.

#### 9.4.6.3. Interview Round 2: Video Conference Interview

This interview will be conducted for candidates that advanced from previous round. This interview will be conducted by the IC. Other members of the Address Council may be present at the teleconference, but they will not be allowed to ask questions or otherwise comment during the interview. Prior to the interview, at IC discretion, each candidate might receive a list of question or topics that will be discussed. The interview committee will present a report of each interview conducted to the Address Council. The Address Council will meet to examine the report of each candidate’s round 2 interview and determine if any candidates should be interviewed further. Persons not considered for further interview will be removed from final consideration for selection.

#### 9.4.6.4. Interview Round 3: Video Conference Interview

This inteview will be conducted, preferably, for a small set of candidate that ASO AC might decide to advance from previous round and for whom more information is benefical.

These interviews will be conducted by the IC. Other members of the Address Council may be present at the teleconference, but they will not be allowed to ask questions or otherwise comment during the interview. Prior to the interview, at IC discretion, each candidate might receive a list of question or topics that will be discussed.The committee may ask for answers to those questions or pose questions not previously provided to the interviewees. The interview committee will present a report of each interview conducted to the Address Council.

### 9.4.7. Selection Phase [NOTE: no major changes in this paragraph. Except for the 9.4.7.3 detailed bellow]

#### **Sections 7, 8, 11 Decision Making Processes**

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#### **7. Procedures to Appoint Members to Various Bodies**

#### The Address Council (AC) appoints members to various positions on committees, working groups, task forces, or other bodies. This procedure will apply to such appointments, except where a more specific procedure exists.

#### **7.1 Procedures for making the appointment**

#### The AC shall make the appointment by Electronic Vote (eVote) and all the ASO AC members will have the right to cast their vote, following the schedule defined for the e-voting process. In case an urgent appointment is needed, the AC may replace the eVote with a decision taken in a regular or special AC meeting.

#### **7.2. eVotes**

#### All eVotes must have a scheduled start and end date and time, in a specified time zone. The voting must be open for no less than seven days. Approximately one day before the scheduled end of voting time, each AC member will get an email noting if their individual vote has been recorded, instructions on how to vote, and the total number of votes cast. The election will close at the end of the scheduled voting time or may close early if all AC members have voted. The successful candidate will receive a majority of votes from the ASO AC members to be appointed. In the case of a tie, the AC will gather to discuss the remaining candidates before carrying out a re-vote.

#### **7.3 eVotes for Multiple Appointments**

#### In the event of an election for multiple appointments, members will be permitted as many votes as there are appointments to fill. Each member may vote for as many or as few candidates as they desire, up to the maximum of the seats to be appointed, but may not submit more than one vote per candidate.

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#### **7.4. eVote Extensions**

#### If less than half of the AC members submit their vote on time, the election will be extended by another seven days unless specific time-restrictions or requirements make the extension not possible.

#### When the extension proceeds, an email will be sent to all AC members announcing the new end date of the vote, and will list the names of those who have already voted. It will also include voting instructions.

#### E-Votes cast prior to the extension period will be counted, so there is no need to cast a new vote in the extension period if the AC member has already voted prior to the extension period.

#### At the conclusion of the extension period, the appointment will be based on a majority of those who voted, no matter the final number of votes cast.

**7.5 eVote procedures**

#### Instant Run-off voting will be the election counting mechanism used to select a candidate in a ranked preferential voting method, based on a single list of candidates, ranked in order of preference.

#### Voters rank candidates in order of preference (i.e. first, second, third and so on). Ballots are initially counted to establish the number of votes for each candidate. If a candidate has [more than half](https://en.wikipedia.org/wiki/Majority) (Majority) of the first-choice votes, that candidate wins. If not, then the candidate with the fewest votes is eliminated, and the voters who selected that candidate as their first choice have their votes added to the total of the candidate who was their next choice. That process continues until one candidate has more than half of the votes, and that person is declared the winner.

**7.6 Appointment decisions in a regular or special AC meeting**

#### If an urgent appointment is needed to be made that cannot be carried out in the normal process, e.g. due to extreme time constraints, the appointment will be made by vote of the members of the ASO AC in a regular or special meeting. In these cases, the need to decide on the appointment must be included in the meeting agenda and notified to all ASO AC members with due anticipation.

#### **7.7. Updates from Appointees**

#### Upon accepting an appointment, appointees shall provide regular updates to the ASO AC on their work, and the work of the body they are appointed to. The update should be provided at least twice annually. Appointees may be invited to provide updates during ASO AC meetings.

#### Updates may be provided via email in addition to, or instead of, attendance at a meeting.

#### Appointees may be invited to attend ASO AC meetings as observers, even when no updates will be provided.

#### **8. Procedure for Removal of ASO appointed members**

#### The same procedure used by the AC to appoint a person to a position on committees, working groups, task forces, or other bodies shall be used to removal of such appointees.

#### The AC may also choose to make a new appointment in parallel or contingent upon removal of a current appointee.

**11. Amendment of Operating Procedures**

These Operating Procedures may be amended through an eVote. The proposed amendment must receive two thirds majority support of all members of the AC to be implemented. A minimum of 7 days will be granted for AC members to submit their electronic votes, but the process can be concluded as soon as all members register a vote. All amendments to these Operating Procedures shall be approved by the Executive Council of the Number Resource Organization. Proposed amended text must be available for discussion on email at least seven days prior to the start of an eVote.

#### **9.4.7.3 Elections Counting**

Instant Run-off voting will be the election counting mechanism used to select a candidate in a ranked preferential voting method, on the basis of a single list of candidates, ranked in order of preference.

Voters rank candidates in order of preference (i.e. first, second, third and so on). Ballots are initially counted to establish the number of votes for each candidate. If a candidate has [more than half](https://en.wikipedia.org/wiki/Majority) of the first-choice votes, that candidate wins. If not, then the candidate with the fewest votes is eliminated, and the voters who selected that candidate as their first choice have their votes added to the total of the candidate who was their next choice. That process continues until one candidate has more than half of the votes, and that person is declared the winner.

In the case of a tie, the entire Address Council will reconvene to discuss the merits of the candidates not yet eliminated before carrying out a new IRV vote on those remaining candidates. If the candidates cannot be separated by IRV after three tie re-votes, the AC Chair team will consult the Executive Council on how to best to proceed.



### **Comparison test sheet: IRV and First-past-the-post**

Round 1: FPTP and IRV both result in a tie.

Round 2: the only change is ‘Voter p’ does not issue any preferential vote to Candidate A. As a result, IRV removes Candidate A as the ‘lowest voted candidate’ and declares Candidate B as the winner. Meanwhile, First-past-the-post still issues a tie.

This shows IRV to be a more nuanced and competent simple voting mechanism IMHO.

Note: four voters is used below just as an extremely low example. Unrealistically low for an ASO AC election.

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | Candidate A | Candidate B |  | Count Method | Candidate A | Candidate B | Result |
| **Round 1** | Voter x | 1 | 2 |  | First-past-the-post | 2 | 2 | Tie |
|  | Voter y | 2 | 1 |  | IRV, round 1: over 50%? | no | no |  |
|  | Voter z | 1 | 2 |  | (IRV remove lowest voted candidate) | 4 | 4 | Tie |
|  | Voter p | 2 | 1 |  |  |  |  |  |
| **Round 2** | Voter x | 1 | 2 |  | First-past-the-post | 2 | 2 | Tie |
|  | Voter y | 2 | 1 |  | IRV, round 1: over 50%? | no | no |  |
|  | Voter z | 1 | 2 |  | (IRV remove lowest voted candidate) | 3 | 4 |  Candidate B wins |
|  | Voter p |  | 1 |  |  |  |  |  |