

**ASO AC Face-to-Face Meeting
Belgrade, Serbia
24 October (9:00 am local time)
Draft Minutes**

Attendees	Observers	Apologies
<p>AFRINIC Saul Stein (Saul S.) Mike Silber (Mike S.) – Vice Chair</p> <p>APNIC Nicole Chan (Nicole C.) – via Zoom Di Ma (Di M.) – via Zoom Shubham Saran (Shubham S.)</p> <p>ARIN Kevin Blumberg (Kevin B.) – Chair</p> <p>LACNIC Ricardo Patara (Ricardo P.) Esteban Lescano (Esteban L.) Jorge Villa (Jorge V.)</p> <p>RIPE NCC Hervé Clément (Hervé C.) – Vice Chair James Kennedy (James K.) Sander Steffan (Sander S.)</p> <p>Secretariat Germán Valdez (Germán V.) Laureana Pavón (Laureana P.) – Minutes</p>	<p>AFRINIC Subramaniam Moonesamy (Subramaniam M.)</p> <p>RIPE NCC Mirjam Kuehne (Mirjam K.) Niall O’Reilly (Niall O.)</p> <p>ICANN Staff Carlos Reyes (Carlos R.) Ozan Sahin (Ozan S.)</p> <p>ICANN Board Djanko Jevtovic (Djanko J.) Christian Kaufman (Chris K.)</p>	<p>ARIN Chris Quesada (Chris Q.) Martin Hannigan (Martin H.)</p>

New action items from this meeting:

New Action Item 221024-1: GV to follow up with the NRO EC about the ASO AC’s concerns re quorum, specifically the current vacancy and the two vacancies that will soon occur in AFRINIC to see what the EC recommends as a way forward for the ASO AC.

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Agenda

Monday, 24 October - 9am - 12:30pm

9:00 am

- 1.- ASO AC - Introductions - Day Job + Other

2.- NRO EC - 2023 ASO Review – Informal

10:30 am Break

3.- Procedure Review

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0.- Kevin B. welcomed everyone and started the meeting at 9:05 AM by sharing some housekeeping rules for the first on-site ASO AC meeting since 2019.

He then went over the proposed agenda for the meeting.

1.- ASO AC - Introductions - Day Job + Other

Because it has been so long since they have met f2f and many ASO AC members don't know each other, Kevin B. invited everyone to introduce themselves, not limiting their introductions to merely stating their name and affiliation but also their interests and any other thing they would like to share.

Each meeting attendee then took the mic to introduce themselves and share some personal interests, family background or other personal details: Kevin B., ASO AC member appointed by the ARIN region and current ASO AC Chair; Sander S., RIPE NCC community appointed ASO AC member; James K., RIPE NCC community representative to the NRO NC since last June; Mike S., AFRINIC appointee and one of the ASO AC vice chairs selected by Kevin B. (Mike S.'s term expires at the end of the year and there is no replacement, so he suggested adding this item to the agenda – a single person representing AFRINIC); Chris K., ICANN Board member; Mirjam K., RIPE Chair; Saul S., AFRINIC community representative; Jorge V., one of LACNIC's elected ASO AC members; Ricardo P., the other LACNIC community elected member; Carlos R., Director, Policy and Strategy at ICANN; Ozan S., Policy Development Support Senior Specialist at ICANN; Shubham S., APNIC representative who will be ending his term in December; Hervé C., RIPE NCC community appointed representative and the other vice chair of the ASO AC; Esteban L., LACNIC appointed member to the ASO AC and member of the LACNIC Board; Laureana P., NRO Secretariat support; German V., NRO Executive Secretary; Nicole C, APNIC appointee to the ASO AC; and Di M., APNIC community elected representative to the NRO NC.

Kevin B. thanked everyone for their introductions, which help bridge the gap in a way that is not possible with Zoom meetings.

Mike S. brought up an important topic that needs to be top of mind: what to do in a situation when we are missing members of the ASO AC for whatever reason. Many of the ASO AC policies were written when it was expected that 15 people would be there, but over the past two years we've seen that this is not always the case. We need to determine the baseline to best serve our communities.

Kevin B. asked Mike S. if he could provide a non-official rundown, as there are concerns over AFRINIC for the near future and his input would help color the discussion.

Mike S. replied that, in essence, AFRINIC embarked on a process to recover address space from a LIR that was potentially using the space out of region and out of policy. The way they did it has resulted in an ongoing set of litigations, exposing some governance weaknesses within AFRINIC. Those people whose

potential businesses are affected by AFRINIC's weaknesses have been running to court to expose each of those weaknesses. Current situation: elections were not held, there is debate as to the composition of the board, the CEO has been suspended as board member, there are questions as to whether he has been suspended as CEO (Mike S. personally believes he has not). This has left AFRINIC in a very tenuous position. What this means to the ASO is that it is not possible to appoint a representative to the AC (to fill the vacant position), Mike S.'s position ends and it is up to the Mauritius courts when the elections can be held. There's a possibility that we will lose Saul S. as well in a year's time and may have no AFRINIC representatives on the ASO, so we need a workaround.

Kevin B. noted that the workaround is something we need to address with the EC as, ultimately, they have a more in-depth view of the issue. The ASO AC should start asking the question "How do we deal with this?" If the ASO AC is missing members, there are voting processes that cannot be pursued.

Saul S. added that the AFRINIC CEO's term is also ending in a couple of weeks.

Kevin B. observed that, while the AC should be cognizant of what is going on right now, the procedures should not only address the AFRINIC situation as that is very specific, and the AC needs to really look at all the things that might occur.

Mike S. mentioned two possible options: 1) the AC speaks to the EC about an emergency appointment, 2) the AC includes a force majeure clause in the AC procedures (e.g., remove some requirements in case of force majeure, etc.). He would not like for this current situation to create a workaround and an opening for future issues, transparency problems, as this should not come back to bite us in a few years' time, for example, if we have a mechanism to suspend quorum requirements for some time.

German V. explained that, under the current procedures, the AC can have quorum without one of the regions but would not currently have quorum for the procedural review.

Esteban L. mentioned that Section 5.2 states that in special situations we can operate with four regions.

Kevin B. replied that with four regions the ASO AC can operate a standard meeting but not pass procedural updates to the EC. With permission of the ASO AC he could request from the EC a very specific change to address this current issue, but this would require a very specific amendment to allow for it. However, this would require 100% votes for (no abstentions or oppositions).

Saul S. added that we need to be very careful to not put ourselves in a situation that may bite us in the future. If we approve something without one of the regions, we may be setting a precedent.

Hervé C. mentioned that this is a very interesting and problematic issue. The ASO AC has to be very balanced, and the Procedures Review Team has talked about this: how to be flexible enough to counter such a situation but not excessively flexible. There is the risk that in the short to mid-term we may have no AFRINIC representative, which poses an issue of legitimacy of the ASO AC. We absolutely need to discuss this: the legitimacy of not having a region represented for a significant amount of time.

Esteban L. shared that the amendment of the procedures requires the votes of 4/5 of the AC (12 members). The AC can continue working as we are working now, but if we lose more members, the AC will not be able to pass any modifications.

Seeing that one seat is vacant, Kevin B. asked whether that should be interpreted as 4/5 of 14 or 15 members. In any case, his concern is that it would take just one person to decide or derail an entire process.

He added that the concept of force majeure is great. We have four or five cases where we have to go through a very difficult process for something that we could ask the EC without changing our ASO AC procedures long-term: “We need six months to fix this issue,” e.g., covid, regional issues (war, etc.). This is why he likes the concept of force majeure, an example of which is the ASO AC meeting at RIPE 85 because of covid.

Sander S. said that he has looked at the AFRINIC procedures and AFRINIC ASO AC members can only be elected at a f2f meeting, which they cannot have as they have no board. The policy deciding who represents AFRINIC is AFRINIC’s policy. It is reasonable to adjust our procedures to take into account unassigned seats – if nobody is appointed, that is outside the AC’s control. “If a seat is vacant, it does not count towards quorum.” This would take care of this specific situation and a force majeure clause would take care of the rest. The combination of the two would help.

Saul S. said that in AFRINIC’s case the problem is also the election of the community representatives to the AC. If the continent itself cannot hold the election, perhaps we need to ask another continent to hold the election for us.

Kevin B. noted that any force majeure clause has to go through the EC. In regard to elections, he stated that this is outside the scope of the AC. We can bring it up but need to be careful to not overstep our limits, as this can create problems. The AC should formally state that we have an issue with quorum, and informally enquire to see if the EC have any suggestions on how to deal with this situation.

Sander S. agreed that it would be wrong for the ASO AC to offer to solve an African problem but would be happy to help if asked.

Mike S. said that any help is of course appreciated, but we have to make sure that one region does not derail the work of the AC. Our mechanisms must be robust enough to solve problems, otherwise governments or other organizations will be stepping in to solve them.

After some further discussion, the following action item was decided:

New Action Item 221024-1: GV to follow up with the NRO EC about the ASO AC’s concerns re quorum, specifically the current vacancy and the two vacancies that will soon occur in AFRINIC to see what the EC recommends as a way forward for the ASO AC.

Moving on to the procedures review, Kevin B. noted that the small working group has done a great job and we now have a much better understanding of our procedures.

As for expectations, Kevin B. added that one of the things we need to remember is that the ASO AC procedures were written over 15 years ago. What we need to do now is to think of the best interest of the ASO five years from now. Avoid overly restrictive “techie” procedures as techies are great for writing a technical manual, not procedures. We tend to overprescribe, so every time we need to make a change we need to go back to the procedures. We need to ask ourselves the following questions: Do we have too many prescriptive procedures and related operational documents? Is this change going to make things better? Will it solve a problem? Will we have to come back to this next year?

Kevin B. reiterated that the procedures review team has done an excellent job, adding that now the entire ASO AC has to agree. He invited anyone who has concerns to share them today.

Kevin B. continued by saying that the goal was to work aiming to finish when the new members of the ASO AC are seated in January, with a view to passing the modifications in the f2f ASO AC meeting that will take place in March so we could use the new procedures for the next board appointment. If these modifications are not in place by June, we will have a two-year period where we will still be working with the old procedures, which is why it is essential to focus on the task at hand.

As a general guideline, Kevin B. asked everyone that they do not wordsmith today but instead focus on the problems and solutions, understand what the solution is and how we can get there. After the break, the Procedures Review Team will explain what they did and why they did it.

Hervé C. thanked Kevin B. for the introduction. He agreed with Kevin B.'s proposed way of working, i.e., getting to the how's and why's. He also agreed that the timeline is perfect to work on this review, as the ASO AC is between two board election cycles. Having something ready by March and presenting it to the EC in June would be perfect. In his opinion, an in-person meeting is the best way to do it. It was very interesting to have subgroups to see what issues or failings each member, new or old, saw in the procedures.

At this time, the AC took a 30-minute break.

3. Procedures review

Hervé C. introduced the problematic as follows:

- Everybody knows that there is an MoU between the ASO and ICANN, specific ways to do, e.g., global policy, elections, etc. The MoU is the parent document. Then there are operational procedures, guidelines for the ASO AC's different tasks. We use these procedures day to day.
- Over the last months and years, we have noticed that these procedures are failing more and more, for instance, the voting processes, the covid restrictions and the impossibility to conduct f2f meetings (the procedures did not specify how to conduct the meetings), also pointers to the MoU that were failing, there have been some modifications and we need to check consistency, etc. Last year, Kevin B. proposed some modifications and the AC started to discuss this.
- There is a lot of work to do with these procedures, without forgetting that the MoU is the core document.
- The idea when launching the work of the Procedures Review Team was that the procedures should be simple and flexible.
- The team discussed different possibilities: 1) a complete restructure the procedures (this would have represented too much heavy work without too much additional benefit compared to the second option); 2) creating a working group to address each section of the operational procedures we believed needed review. The Procedures Review Team opted for the second option
- Six different working groups volunteered to discuss different topics:
 - o Officers (Chairs / Vice Chairs) Saul S. / Esteban L.
 - o Meetings Hervé C. / Esteban L.
 - o Global Policy Development Ricardo P. / Saul S.
 - o Procedures to appoint/remove members
 - o ICANN Board and Directors Selection Ricardo P. / Mike S.
 - o A specific voting process part (linked to § 7, 8, 9 and 11) Esteban L. / James K.

Hervé C. explained that the AC will be discussing four of these topics today, and two tomorrow, adding that the idea for the two days is not to go into details but for each group to state the problem(s) that have to be solved, see how we propose fixing the problem, and share some initial ideas so people can agree and/or provide suggestions. After this f2f meeting the Procedures Review Team will have additional meetings to consolidate the different sections and paragraphs and have something ready for March for approval by the entire ASO AC. He concluded his introduction by asking for comments and suggestions.

Esteban L. agreed with Hervé C. It is very important to be here working f2f and added that, if the AC manages to use the time properly, much progress can be achieved here in Belgrade.

Hervé C. proposed starting with the discussion of the “easiest” topics and finishing with the sections that will require the most discussion.

While sharing a redline version of Section 5 of the procedures (Meetings), Hervé C. said that the first thing they had done was to read the procedures. The problematic was issues with the organization of meetings, i.e., covid restrictions, impossibility of meeting in person, and also the fact that these meetings occur typically during the first ICANN meeting of the year, but it might be better sometimes to organize these at an RIR meeting.

While going over each paragraph in the redline document, Hervé C. presented some suggestions, among them changing the frequency of the ASO AC meetings from a minimum of four to a minimum of six.

Kevin B. noted that there are pros and cons to having 12 meetings as we do now. We could still have a standing order saying: “These are the four meetings we must have, and these other eight are possible.” From a procedural point of view, four times a year is ok; from an operational point of view the current situation is fine.

Esteban L. added that the minimum number of meetings should be four or six as he and Hervé C. are proposing in this amendment, but the number itself is important because it states the time commitment for ASO AC members. The procedures should reflect something that is close to what we are doing. That’s why he thinks it is better to have a larger number of meetings reflected in the procedures.

Saul S. asked which problem we are trying to fix here. Four is the minimum amount, but we can have more. Once a quarter is enough for the typical work we do and if we need more let’s have more. If setting expectations is important, the procedures could say that four is the minimum but “expected” could be up to twelve.

Kevin B. noted that the procedures say that four is the minimum, but since the inception of the AC the group has met twelve times a year. Is it even necessary to change this? The caveat is we need to be better at canceling meetings, we have too many meetings that are not required. Do we really need to highlight four meetings that can absolutely not be missed, or do we treat all meetings like this so people will be there when they’re needed? Perhaps the best option is to be better at cancelling meetings.

Mike S. said that this is a situation where the AC has a procedure that works. We need to take this into account when setting the schedule for the year ahead and not continue to schedule meetings as we’ve always done. We should have four mandatory meetings as defined, and eight placeholders to use if something comes up.

Sander S. agreed with Mike S.'s idea, adding that, as a new member of the AC, it is difficult to understand how these things go.

Kevin B. explained that the schedule is set by the ASO AC itself.

Sander S. said that then perhaps we should not have a policy but a set of guidelines saying this is something we should take into account.

Given that there are many other things to discuss, Hervé C. suggested leaving this specific item as it is and moving on to Section 5.2. Quorum. He explained that the NRO EC had approved a change four years ago because one of the regions was not attending the meetings, which is an example of something that was solved and is now working. Also, there is a definition of remote meeting (teleconference or video conference), the proposal is just to speak about "remote meeting".

Re Section 5.5, Kevin B. mentioned that this is something that is overly complicated in the procedures. Why should three people have the option to cancel a meeting 24 hours earlier if the meeting was agreed at the beginning of the year? What would be the benefit of having the option in our procedures for a region to kill an entire meeting? Should we remove that? Should we leave that?

Hervé C. said that Kevin B. had a good point and asked for any additional comments.

Further discussion followed, touching on representation and the obligation of ASO AC members to represent their communities, as well as on in-person vs remote participation.

Ricardo P. explained that the possibility of quorum with only four regions represented was implemented in order to be able to conduct meetings even though people from a specific region were not attending.

Hervé C. summarized by saying that the minor changes he and Esteban L. suggested were summarized in the redline Section 5. Meetings document.

A final suggestion by Esteban L.: only those who will not be attending a regular meeting would need to confirm, not those who will be present.

Kevin B. agreed and suggested making sure that the wording emphasizes that people should notify if they will be absent, not if they will be attending.

All agreed that this was a beneficial change and that the group should continue working on changing "all" to "absent". Invitations sent by the Secretariat should say "Any member not attending please send your notice."

Sander S. said that as currently written, this procedure does not allow for cancellation for lack of agenda topics.

Mike S. replied that, if there is a minimum of four regular ASO AC meetings, he is hesitant that the Chair can declare that we don't need to meet at all. Perhaps something along the lines of "The Chair can cancel placeholder meetings."

Kevin B. wondered if there is actually a reason to change Section 5.5 other than the change to switch from confirming absenteeism rather than attendance.

Esteban L. mentioned the use of the term “videoconference.” Members of the AC do not use their cameras for AC meetings, so perhaps we should discuss whether we need to establish that all meetings should be “videoconferences” as stated in the procedures.

Saul S. replied that, today, a meeting is a meeting.

Kevin B. noted that we shouldn’t force the issue as some people may have connectivity or other types of issues.

Esteban L. then mentioned that Section 5.6 says that ASO AC in-person meetings will be held at an “ICANN community forum.” He suggested adding any “or at any other ICANN or RIR meeting,” i.e., add the independence to have our meeting at a different venue.

Kevin B. agreed that the default should always be the first ICANN meeting of the year, but at the ASO AC’s request, the AC should be able to meet in a different place. This freedom is needed.

Ricardo P. also agreed. He shared that, in the past, the procedures used to say that the AC should meet f2f “at an ICANN or RIR meeting.” There is value to having our meetings at ICANN, but also at RIR meetings. So, the possibility of having ASO AC meetings at RIR meetings would be a good idea.

Kevin B. suggested “at an appropriate venue.” Otherwise, either we write “at the first meeting” or the chair will have to go and ask permission each year. That’s the downside: having to confirm every year.

Sander S. also liked the idea that the default venue for the f2f meeting should be an ICANN meeting. “Or, if necessary, at another relevant meeting” is also fine.

Because of time constraints, Hervé C. suggested leaving this point open and moving on to Section 4. Officers.

Esteban L. then shared a ppt presentation on the work on Section 4. Officers.

He began by saying that he is proposing some changes, a conceptual change, that would impact multiple subsections. The objective of these changes would be to give a more robust structure to the ASO AC and to increase officers’ legitimacy, to generate incentives for ASO AC members to run as candidates to these positions, and to allow alternance between chair and vice chairs within the term limits that are already established.

The proposed improvement is a change in the procedure for the election of the vice chairs. Under the current procedures, the chair is elected by the AC and the two vice chairs are invited by the chair. The proposal is that the three officers should be elected by the AC, with the first most voted becoming the chair, and the second and third most voted, the vice chairs (always respecting the rule that they cannot represent the same region than the chair). He noted that this is a fresh idea and that the rationale behind it is to have a more democratic way to elect the officers of the ASO AC.

Kevin B. replied that he really dislikes this change. Reasons: 1) it creates a whole series of issues (e.g., people running for chair when they want to be a vice chair); 2) it becomes adversarial between the chair and co-

chairs. The point of the vice-chairs is to work together with / support the chair and be there in case the chair is not available. Question: What is the problem we are trying to solve? People typically try to avoid being the chair.

Esteban L. replied that, in his opinion, this would be more democratic (e.g., in a board, everybody runs for the same position and then serve as chair, secretary, etc.). Under the current procedures, if you do not get enough votes, you are out. This change would also give the other candidates officer responsibilities. But perhaps it adds complexity to our little system, so he respects Kevin B.'s point of view.

Jorge V. said that this proposed amendment assumes that there are many people running for chair, but there are usually one or two at most. He agrees with Kevin B. in that having the chair select the vice chairs allows them to work better together and is a benefit for the group. He observed that the situation on the ASO AC may be different from the situation on a board, where each member has different responsibilities. The problem in this case is that the AC never has many people running for the position of chair.

Sander S. also agreed with Kevin B. that we would be creating more problems than we are trying to solve.

Kevin B. added that the wonderful thing with the ASO AC is that, if the chair and vice chairs do not function well, they can be quickly cycled. If someone is interested in being a vice chair, then they should reach out to the candidates to the chair position. The nice thing is that it is always three different regions, so it is naturally diverse.

Kevin B. then asked if there was something else Esteban L. and Hervé C. had worked on re the voting other than the possibility of electing the vice chairs.

Esteban L. replied that this was the main issue. The other relates to the way they are elected, but it is the same as with the election of representatives other than the ICANN board: to establish that e-vote is the common way of electing chairs and other ASO AC representatives, a general issue not specifically related to ASO AC officers.

Kevin B. mentioned, that while it is a legal term, ASO AC chairs are not officers. The chair runs the meetings, is the only one who can speak on behalf of the ASO AC but only on the will of the ASO AC; it is very different than the situation on a board. The term is very short and we can change the chair in the blink of an eye.

Esteban L. clarified that there was no current suggestion to change the term.

Hervé C. expressed that it has been a very interesting discussion and that, if anybody has additional comments, they should send them via email.

Moving on to the procedures relating to ASO AC decision-making processes, while sharing another ppt presentation on screen, Esteban L. noted that these can be divided into two categories: decisions taken inside an ASO AC meeting and decisions taken by e-vote. The problem is that the ASO AC procedures use different words or concepts for electing representatives: some articles use the words "relative majority," others "simple majority," yet others "most voted". In all cases we are trying to say the same thing: the most voted candidate. In his opinion, the AC needs to review whether these concepts are actually the same, especially as in some cases the procedures speak of "simple majority attending a meeting," which poses another problem.

Another modification suggested by Esteban L. related to the decision-making process is that it may not be necessary to proceed with an e-vote if we have only one candidate running (a problem we had this year with the NomCom). The third and final issue brought up by Esteban L. is that the procedures for removing an ASO AC appointed members (Section 8) are different than the procedures used to appoint them (e.g., the consent of the entire ASO AC is required to remove an appointee, so if one ASO AC member opposes, we cannot remove them). This is not balanced – the same mechanism should be used to appoint and remove a representative.

Mike S. suggested that the definitions section might say “elections are conducted electronically unless using the tools otherwise agreed.”

At this point, Danko Jevtovic, a member of the ICANN Board joined the meeting as an observer.

Kevin B. added that decision-making has constantly presented problems. He suggested that the ASO AC may need to try to have a section with these definitions. There are complexities that we keep running into, we need a “voting section”. Would that add complexities or solve the problem?

Sander S. replied that a voting section would definitely help and would be his own preference.

Esteban L. said that the question is whether this general principle applies even to ICANN Board elections.

James K. said they might add to that clause “unless otherwise specified.”

After some further discussion about potential wording for this section, the day’s session ended at 12:28 pm.