

# ~~DRAFT BY-LAWS~~ PROPOSED RULES OF ASSOCIATION FOR THE IDENTITY ECOSYSTEM STEERING GROUP

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~~The Identity Ecosystem Steering Group By laws ("By laws") describe the roles, responsibilities, policies, and procedures that govern the operation of the Identity Ecosystem Steering Group (Steering Group). The By laws shall be consistent with the Identity Ecosystem Steering Group~~

GTF TRANSMITTAL RED-LINE DRAFT 10-01-12

~~Introduction: A Charter (Charter), which provides the high-level perspective of scope, purpose, and organization<sup>1</sup>.~~

~~As stated in the Charter, the primary activities of the Steering Group shall be to:~~

~~**Adopt and establish standards for the Identity Ecosystem Framework Steering Group.**~~

- ~~\* Develop and maintain policies for the Identity Ecosystem Framework~~
- ~~\* Develop and maintain processes for the accreditation of Identity Ecosystem Entities~~
- ~~\* Develop and maintain Identity Ecosystem Operating procedures~~

~~**Terms:**~~

~~**Consensus:** The absence of sustained objection when a Quorum has been achieved.~~

~~**Identity Ecosystem Management Council ("Management Council"):** Provides guidance to the Plenary on the broad objectives envisioned by the NSTIC; produces, prioritizes and monitors progress of Steering Group work plans; provides necessary resources, and ensure that Steering Group work activities adhere to the NSTIC Guiding Principles and Goals; and ratifies policy and standards recommendations approved by the Plenary.~~

~~**Identity Ecosystem Plenary ("Plenary"):** Reviews and recommends technical standards for adoption, establishes and maintains the procedures/policies for governing the Identity Ecosystem, develops and establishes accountability measures to promote broad adherence to these procedures, and facilitates the ongoing operation of the Steering Group. Open to all members of the Steering Group.~~

~~**Identity Ecosystem Steering Group ("Steering Group"):** The overall Identity Ecosystem governance structure which consists of the Management Council and the Plenary. The responsibilities, mission, and activities of the Steering Group are defined in these By-laws and in the Charter.~~

~~**Individual:** Any person who does not represent or act on behalf of a Member Organization in any formal or informal capacity within the Steering Group.~~

~~**Management Council Chair:** This officer provides general leadership to the Management Council; oversees votes, and directs the meetings of the Management Council.~~

~~**Management Council Delegates:** Persons elected to represent each of the fourteen (14) Stakeholder Groups on the Management Council. There are an additional two (2) At-Large Delegates.~~

**Comment [A1]: SCRIVENER'S NOTE: THE CHARTER HAS BEEN TRANSFERRED WITH RELATIVELY FEW CHANGES TO THE BODY OF PART 1. THE REMAINDER OF THE CHARTER HAS BEEN INCORPORATED INTO THE RULES OF ASSOCIATION AS SET FORTH IN THE CONCORDANCE.**

<sup>1</sup> For a complete understanding of Identity Ecosystem Steering Group's structure these By-laws should be read in conjunction with the Charter.

~~**Management Council Vice-Chair:** This officer shall assist the Steering Group in maintaining alignment with NSTIC objectives and the NSTIC Guiding Principles. This position shall be filled by the Director of the NPO.~~

~~**Member:** Any organization ("Member Organization") or individual ("Individual Member") that signs the Membership Agreement, as set forth in Section 1.5.~~

~~**Member Associates:** Employees and associates of Member Organizations who participate in the Standing Committees and Working Groups of the Plenary. All Member Associates shall be listed in the Membership Agreement and shall comply with the same obligations as the Member Organization under the Membership Agreement.~~

~~**Observing Member:** Members that do not meet the criteria for Participating Members, but that wish to maintain a formal and ongoing presence in the Steering Group. Observing Members may still contribute to the work of the Plenary, its Standing Committees, and/or Working Groups, but they shall not be permitted to vote in Plenary proceedings.~~

~~**Observing Member Representative:** The person selected by each Observing Member to execute the Steering Group Membership Agreement and maintain currency of Member Associates.~~

~~**Ombudsman:** This officer serves to support equitable representation of all stakeholders and individual participants in the Identity Ecosystem and upholds the NSTIC Guiding Principles.~~

~~**Organization:** A commercial, governmental, or other separately constituted legal entity and, when applicable, its parent company or organizations, its subsidiaries, affiliations, divisions, committees, and working groups.~~

~~**Participating Member:** Members who actively participate in the Steering Group and the work of the Plenary, its Standing Committees, and/or Working Groups. Participating Members shall have a vote in Plenary wide proceedings and in the elections of officers and delegates.~~

~~**Participating Member Representative:** The person selected by each Participating Member to execute the Steering Group Membership Agreement, maintain currency of Member Associates, and represent the Membership organization in Plenary wide votes.~~

~~**Plenary Chair:** This officer provides direction for actions; manages meetings; supervises votes/elections; and, provides general leadership in the Plenary.~~

~~**Quorum:** A quorum of the Plenary is defined as greater than fifty (50%) percent of Participating Members and shall be sufficient for the transaction of business.~~

~~**Secretariat:** Provides administrative and material support to the Steering Group.~~

~~**Standing Committees:** Committees responsible for addressing and coordinating the ongoing and/or permanent activities that occur within the Plenary.~~

~~**Unaffiliated Individual:** Any Individual Member who chooses not to self-select into one of the other Stakeholder Groups. Unaffiliated Individuals shall not~~

~~represent the interests or act on behalf of a Member Organizations or Stakeholder Group.~~

~~**Working Groups:** Temporary/ad hoc groups that conduct the work necessary for standards adoption and policy development/implementation as needed.~~

## ~~1. Membership.~~

~~Membership in the Steering Group shall be open and the extent of participation shall be dependent on the members. Membership in the Steering Group shall be open to organizations and individuals (members) that have an interest in the development and administration of the Identity Ecosystem. Membership classifications, participation levels and member categories are described in the sections that follow.~~

~~A member is defined as any organization or individual that signs the Membership Agreement.~~

### ~~1.1. Membership Classifications.~~

~~There are two classifications of membership — Member Organizations and individuals. A person representing or acting on behalf of a Member Organization in any formal or informal capacity within the Steering Group are considered part of that organization and cannot be considered an Individual Member.~~

~~1.1.1. Member Organizations. An organization shall be permitted to join the Steering Group as any one of the Stakeholder Groups with the exception of Unaffiliated Individuals<sup>2</sup>. An organization shall be defined as a commercial, governmental, or other separately constituted legal entity and, when applicable, its parent company or organizations, its subsidiaries, affiliations, divisions, committees, and working groups. Divisions, subsidiaries, committees of organizations, etc. are part of their parent organizations and are not considered separate organizations for Steering Group membership purposes.~~

~~1.1.2. Individuals. An individual shall be permitted to join the Steering Group as an Unaffiliated Individual<sup>3</sup>, or as a member of one of the other Stakeholder Groups<sup>4</sup>. An individual shall be defined as any person who does not represent or act on behalf of a Member Organization in any formal or informal capacity within the Steering Group.~~

<sup>2</sup> See, section 1.3, Stakeholder Group Affiliation.

<sup>3</sup> See, section 1.1.2.1 Unaffiliated Individuals.

<sup>4</sup> See section 1.3, Stakeholder Group Affiliation.

~~1.1.2.1. Unaffiliated Individuals. Unaffiliated Individuals shall be any Individual Member who chooses not to self-select into one of the other Stakeholder Groups<sup>5</sup>. Unaffiliated Individuals shall not represent the interests or act on behalf of a Member Organizations or Stakeholder Group.~~

~~1.2. Participation Levels.~~

~~A member shall participate in the Plenary as either a Participating Member or an Observing Member.~~

~~1.2.1. Participating Members. Participating Members shall be members that actively participate in the Steering Group and the work of the Plenary, Standing Committees, and/or Working Groups.~~

~~Participating Members shall have a vote in Plenary wide proceedings and in the elections of officers and delegates. The requirements for qualification as a Participating Member are defined in section 1.4, Member Rights and Responsibilities.~~

~~1.2.2. Observing Members. Observing Members shall be members that do not meet the criteria for Participating Members, but that wish to maintain a formal and ongoing presence in the Steering Group. Observing Members may contribute to the work of the Plenary, its Standing Committees, and/or Working Groups, but shall not be permitted to vote in Plenary wide proceedings and in the elections of officers and delegates.~~

~~The requirements for qualification as an Observing Member are defined in section 1.4, Member Rights and Responsibilities.~~

~~1.2.3. Member Representatives. Each Member Organization shall designate one person as its official Member Representative. Each Member Organization shall determine its own process for selecting its Member Representative. Each Member Organization is authorized to designate alternate Member Representatives in the event a primary Member Representative is unable to attend a meeting. Member Representatives shall be responsible for acting on behalf of the~~

<sup>5</sup>-See section 1.3, Stakeholder Group Affiliation.

~~Membership Organization for executing the Membership Agreement and maintaining currency of Member Associates.~~

~~Individual Members shall be considered their own Member Representative. No person shall represent more than one Member Organization.~~

~~1.1.3.1. Participating Members Representatives. Member Representatives of Participating Members shall be referred to as Participating Member Representatives. Participating Member Representatives shall be responsible for casting votes in the Plenary.~~

~~1.1.3.2. Observing Member Representatives. Member Representatives of Observing Members shall be referred to as Observing Member Representatives.~~

~~1.2.4. Member Associates. Each Member Organization may have multiple employees or associates from its organization who participate in the Standing Committees and Working Groups of the Plenary. All Member Associates shall be listed in the Membership Agreement and shall comply with the same obligations as the Member Organization under the Membership Agreement.~~

### ~~1.3. Stakeholder Group Affiliation.~~

~~Each Member shall self-select into the Stakeholder Group that they consider best represents its roles or interests in the Identity Ecosystem. Affiliation into these Stakeholder Groups shall be used for the purposes of electing delegates to the Management Council. Member Representatives and Member Associates shall be affiliated with the Stakeholder Group selected by their respective Member Organization.~~

~~Individual Members shall have the option to self-identify into any of the fourteen (14) Stakeholder Groups, including Unaffiliated Individuals<sup>6</sup>.~~

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<sup>6</sup> See, section 1.3.1, Stakeholder Groups.



~~1.3.1. Stakeholder Groups. Members shall choose to affiliate with one of the following Stakeholder Groups. For detailed descriptions of the Stakeholder Groups see the Charter<sup>7</sup>.~~

~~1.2.1.1. Privacy and Civil Liberties~~

~~1.2.1.2. Usability & Human Factors~~

~~1.2.1.3. Consumer Advocates~~

~~U.S. Background. The National Strategy for Trusted Identities in Cyberspace ("NSTIC" or "Strategy"), signed by President Obama in April 2011, acknowledges and addresses a major weakness in cyberspace – a lack of confidence and assurance that people, organizations, and businesses are who they say they are online<sup>A</sup>. Additionally, in the current online environment, individuals are asked to maintain dozens of different usernames and passwords, one for each website with which they interact. The complexity of this approach is a burden:~~

- ~~▪ to individuals, and it encourages behavior – such as the reuse of passwords – that makes online fraud and identity theft easier.~~
- ~~▪ To online businesses faced with ever-increasing costs for managing customer accounts, the consequences of online fraud, and the loss of business that result from unwillingness by the user to create yet another account.~~

~~Moreover, both businesses and governments are unable to offer many services online, because they cannot effectively identify the individuals with whom they interact. Spoofed websites, stolen passwords, and compromised accounts are all symptoms of inadequate authentication mechanisms<sup>B</sup>.~~

~~The Notion of an Identity Ecosystem. The Identity Ecosystem envisioned in the NSTIC is an online environment that will enable people to validate their identities securely, but with minimized disclosure of personal information when they are conducting transactions.~~

- ~~▪ The vibrant marketplace created by the Identity Ecosystem will provide people with choices among multiple accredited identity providers, both private and public, and choices among multiple credentials<sup>C</sup>.~~

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<sup>7</sup> Identity Ecosystem Steering Group Charter, Section 3.2.2, Stakeholder Groups.

- The added convenience, security, and privacy provided within the Identity Ecosystem will allow additional services to be put online to drive greater economic growth.

Notwithstanding the objective to improve identification and authentication in cyberspace for certain types of transactions, not all Internet activities have such needs. Thus, the capacity for anonymity and pseudonymity will be maintained in the envisioned Identity Ecosystem.

**A Private Sector Driven Collaboration.** A core tenet of the NSTIC is that its implementation must be led by the private sector. The NSTIC calls for the Federal Government to work collaboratively with the private sector, advocacy groups, public sector agencies, and other organizations to improve the processes by which online transactions are conducted. The Strategy itself was developed with substantial input from both the private sector and the American public. The National Institute of Standards and Technology (“NIST”), which has been designated to establish a National Program Office to lead the implementation of the NSTIC, recognizes that a strong and vibrant public-private partnership is necessary to execute the Strategy’s vision in a way that supports the wide range of interactions that occur over the Internet. As such, NIST is leading the effort to fulfill the NSTIC’s call for government to work in close partnership with the private sector and other relevant stakeholder groups to:

- 1.2.1.4. U.S. State, Local, Tribal, and Territorial Government
- 1.2.1.5. Research, Development, Education & Innovation
- 1.2.1.6. Identity & Attribute Providers
- 1.2.1.7. Interoperability
- 1.2.1.8. Information Technology (IT) Infrastructure
- 1.2.1.9. Regulated Industries
- 1.2.1.10. Small Business & Entrepreneurs
- 1.2.1.11. Security
- 1.2.1.12. Relying Parties
- 1.2.1.13. Unaffiliated Individuals

**1.3.2. Additional Stakeholder Groups.** Steering Group may add, remove, or modify Stakeholder Groups at any time, as necessary.

#### ~~1.4 Member Rights and Responsibilities.~~

~~Rights and responsibilities of Participating and Observing Members are described in the sections that follow.~~

##### ~~1.4.1. Rights of Members. Members shall have the right to:~~

~~1.4.1.1 — Serve as members for as long as they meet the requirements of membership defined in section 1.4.2 Responsibilities of Members.~~

~~1.4.1.2 — Submit proposed requirements for the Identity Ecosystem Framework.~~

~~1.4.1.3 — Participate in the Plenary process and establish the overall direction of the Plenary through active participation in Working Groups, Standing Committees, or other organizational teams established as needed to address specific issues.~~

~~1.4.1.4 — Participate in the consensus decision-making process.~~

~~1.4.2. Responsibilities of Members. Members shall have the responsibility to abide by the Membership Agreement and comply with the Charter and these By-laws.~~

##### ~~1.4.3. Additional Rights and Responsibilities of Participating Members. Participating Members shall have the right to:~~

~~1.4.3.1 — Vote in Steering Group elections in accordance with these By-laws.~~

~~1.4.3.2 — Vote on proposed Plenary standards, policies, and procedures in accordance with these By-laws.~~

~~1.4.3.3 — Stand for nomination for Management Council Delegate, At-Large Delegate, and Plenary and Management Council Chair positions.~~

~~1.4.3.4 Participating Members shall have the responsibility to:~~

~~1.4.3.5 Participate in Plenary meetings<sup>8</sup>.~~

~~1.4.3.6 Review Plenary documents.~~

~~1.4.3.7 Ensure that their attendance is accurately recorded by the Secretariat.~~

#### ~~1.5 Membership Agreement.~~

~~[Establish a steering group to] administer the process for policy and standards development for the Identity Ecosystem Framework in accordance with the Guiding Principles in [the] Strategy. The steering group will also ensure that accreditation authorities validate participants' adherence to the requirements of the Identity Ecosystem Framework"<sup>9</sup>.~~

~~**Establishment of the Identity Ecosystem Steering Group ("IDESG")<sup>9</sup>.** The NSTIC, which was signed by President Obama in April 2011, called for the establishment of a private sector-led steering group to administer the development and adoption of the Identity Ecosystem Framework: the IDESG. The IDESG receives its authority to operate from the active participation of its membership in accordance with the Rules of Association which follow. The IDESG shall be initiated with the support of NIST. Following the initiation period, the IDESG will transition to a self-sustaining organization. **The Management Council shall be responsible for managing the Steering Group's resources and procuring services once the IDESG is self-sustaining, as necessary<sup>10</sup>.**~~

~~**A. The Mission<sup>11</sup>.** The Mission of the IDESG shall be to govern and administer the Identity Ecosystem Framework in a manner that stimulates the development and sustainability of the Identity Ecosystem. The IDESG will always operate in accordance with the NSTIC's Guiding Principles.~~

**Comment [A2]:**  
**DRAFTING GUIDANCE. IS THIS NECESSARY?**

<sup>8</sup> See, section 5.3.2- Qualifications for Voting Privilege and Restoration.

<sup>9</sup> Section 1.7 entitled "Establishment" of the Proposed Charter.

<sup>10</sup> Section 1.7.1 entitled "Resources and Duration" of the Proposed Charter.

<sup>11</sup> Section 1.1 entitled "Mission" of the "Recommended Charter for the Identity Ecosystem Steering Group" (the "Proposed Charter").

**1. Objectives<sup>12</sup>.** The activities and work products of the IDESG shall be conducted in support of the following objectives:

- Ensuring that the Identity Ecosystem and Identity Ecosystem Framework conform to the four NSTIC Guiding Principles;
- Administering the process for policy and standards development and adoption for the Identity Ecosystem Framework and, where necessary establish policies standards for the Identity Ecosystem Framework.
- Adopting and, where necessary, establishing standards for the Identity Ecosystem Framework.
- Certifying that accreditation authorities validate adherence to the requirements of the Identity Ecosystem Framework.

**2. Purpose<sup>13</sup>.** The purpose of the IDESG shall be to develop and administer the process for policy and technical standards development for the Identity Ecosystem Framework. The IDESG shall bring together all of the interested stakeholders, both in private and public sectors, to confirm that the Identity Ecosystem Framework provides a minimum baseline of privacy, security, interoperability, and ease-of-use through standards and policies, without creating unnecessary barriers to entry. The IDESG shall facilitate the fulfillment of the NSTIC goals to develop a comprehensive Identity Ecosystem Framework; build and implement the Identity Ecosystem; enhance confidence and willingness to participate in the Identity Ecosystem; and, support the long-term success and sustainability of the Identity Ecosystem.<sup>E</sup>

The IDESG shall not be a standards development body, but rather an organization that promotes the development of standards and develops policies that serve to accelerate the development and adoption of the Identity Ecosystem.

**B. The Scope of IDESG Activities<sup>14</sup>.** The Primary Activities of the IDESG shall be limited to achievement of the objectives listed in this charter. Additional activities that are not considered essential to completion of these

<sup>12</sup> Section 1.1.1 entitled "Objectives" of the Proposed Charter.

<sup>13</sup> Section 1.1.2 entitled "Purpose" of the Proposed Charter.

<sup>14</sup> Section 1.2 entitled "Scope of Activities" of the Proposed Charter.

objectives may be conducted when determined appropriate through IDESG consensus. The scope of the IDESG's activities is summarized in the sections that follow.

1. **Adopt and Establish Standards**<sup>15</sup>. The IDESG shall establish forums and procedures to review applicable standards and adopt those that support achievement of the NSTIC vision, conform to the Guiding Principles, and meet other established requirements. Additionally, the IDESG shall

- recommend standards be established when gaps are identified; and,
- advocate for standards to be established and adopted in a timely manner and be sufficient to keep pace with emerging technology and market trends.

2. **Develop and Maintain Policies**<sup>16</sup>. The IDESG shall establish the mechanisms necessary to develop, implement, and maintain policies that are appropriate for use in the Identity Ecosystem and conform to the NSTIC Guiding Principles. The IDESG shall support the timely development and implementation of policies.

3. **Develop and Maintain Processes for the Accreditation of Identity Ecosystem Entities**<sup>17</sup>. The IDESG shall develop, foster, and implement a clear process for accrediting entities within the Identity Ecosystem as well as develop clear testing and certification criteria by which adherence to the recommended standards and policies may be measured. The IDESG shall ensure that this accreditation process is applied fairly to all Identity Ecosystem participants.

4. **Develop and Maintain Identity Ecosystem Operating Procedures**<sup>18</sup>. The IDESG shall develop, administer, and maintain Identity Ecosystem Operating Procedures to facilitate interoperability between and among the Identity Ecosystem participants. Operating Procedures refers to the set of policies and standards created by the IDESG as accepted

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<sup>15</sup> Section 1.2.1 entitled "Adopt and Establish Standards" of the Proposed Charter.

<sup>16</sup> Section 1.2.2 entitled "Develop and Maintain Policies" of the Proposed Charter.

<sup>17</sup> Section 1.2.3 entitled "Develop and Maintain Processes for the Accreditation of Identity Ecosystem Entities" of the Proposed Charter.

<sup>18</sup> Section 1.2.4 entitled "Develop and Maintain Identity Ecosystem Operating Procedures" of the Proposed Charter.

baseline requirements for participating in the Identity Ecosystem Framework.

**C. Adherence to the NSTIC Guiding Principles<sup>19</sup>.** The IDESG, its components, and its members shall at all times operate in accordance with four Guiding Principles set forth in the NSTIC. They are:

**1. Identity solutions will be privacy-enhancing and voluntary.**

The Identity Ecosystem will be grounded in a holistic, integrated implementation of the Fair Information Practice Principles to promote the creation and adoption of policies and standards that are privacy-enhancing, including the preservation of the capacity to engage in anonymous and pseudonymous activities online. Ideally, identity solutions within the Identity Ecosystem should preserve the positive privacy benefits associated with offline identity-related transactions while mitigating some of the negative privacy aspects. Finally, participation in the Identity Ecosystem will be voluntary: the government will neither mandate that individuals obtain an Identity Ecosystem credential nor that companies require Identity Ecosystem credentials from consumers as the only means to interact with them. Individuals shall be free to use an Identity Ecosystem credential of their choice, provided the credential meets the minimum risk requirements of the relying party, or to use any non-Identity Ecosystem mechanism provided by the relying party. Individuals' participation in the Identity Ecosystem will be a day-to-day—or even a transaction-to-transaction—choice.

**2. Identity solutions will be secure and resilient.**

Identity solutions within the Identity Ecosystem will provide secure and reliable methods of electronic authentication by being grounded in technology and security standards that are open and collaboratively developed with auditable security processes. Credentials within the Identity Ecosystem are: issued based on sound criteria for verifying the identity of individuals and devices; resistant to theft, tampering, counterfeiting, and exploitation; and issued only by providers who fulfill the necessary requirements. Identity solutions must detect when trust has been broken, be capable of timely restoration after any disruption, be able to quickly revoke and recover compromised digital identities, and be capable of adapting to the dynamic nature of technology.

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<sup>19</sup> Section 1.3 entitled “Adherence to the NSTIC Guiding Principles” of the Proposed Charter.

3. Identity solutions will be interoperable. Interoperability encourages and enables service providers to accept a wide variety of credentials and enables users to take advantage of different credentials to assert their identity online. Two types of interoperability are recognized in the Identity Ecosystem: there will be standardized, reliable credentials and identity media in widespread use in both the public and private sectors; and if an individual, device, or system presents a valid and appropriate credential, any qualified relying party is capable of accepting and verifying the credential as proof of identity and attributes.

4. Identity solutions will be cost-effective and easy to use. The Identity Ecosystem will promote identity solutions that enable individuals to use a smaller number of identity credentials across a wide array of service providers. These identity solutions must be cost-effective for users, identity and attribute providers, and relying parties. Furthermore, identity solutions should be simple to understand, intuitive, easy-to-use, and enabled by technology that requires minimal user training<sup>f</sup>.

D. Operating Principles<sup>20</sup>. The IDESG shall adhere to the following four operating principles.

1. Openness and Transparency<sup>21</sup>. The work of the IDESG, including all Committees, shall facilitate broad participation and be publically accessible. The IDESG shall take the following steps to provide openness and transparency in all its proceedings:

- All documents, drafts, and minutes of meetings shall be posted on a publicly available Internet site;
- All meetings of all governing bodies shall be open to public attendance and leverage virtual attendance options to maximize broad and public participation; and,
- Technologies should be leveraged to create user-friendly and broad avenues for participation in all proceedings and administrative functions.

<sup>20</sup> Section 1.4 entitled "Operating Principles" of the Proposed Charter.

<sup>21</sup> Section 1.4.1 entitled "Openness and Transparency" of the Proposed Charter.



2. **Balance**<sup>22</sup>. The IDESG shall strive to achieve balanced representation among all stakeholder groups regardless of their size, financial status, or sector alignment/affiliation.

3. **Consensus**<sup>23</sup>. Consensus—general agreement among members—shall be a core value of the IDESG. All processes instituted by the IDESG shall require participants to consider all views, proposals and objections, and endeavor to reconcile them. Although positions of leadership, such as committee chairs, are likely to serve as the primary drivers of consensus, all IDESG participants must be (1) cooperative in the consensus process; (2) constructive; and (3) respectful when providing feedback or dissenting opinions. In the event that consensus cannot be reached, voting, by an established method, shall be used to make IDESG decisions.

4. **Harmonization**<sup>24</sup>. The IDESG shall encourage harmonization of standards and policies and shall always strive to recognize the impacts of policy and standards on all stakeholders in the Identity Ecosystem.

E. **Membership**<sup>25</sup>. Membership in the IDESG shall be open to organizations and individuals that have an interest in the development of the Identity Ecosystem. A Member organization may have more than one individual within its organization participate in IDESG activities; however, it shall designate only one individual as its representative for the purposes of voting in Plenary proceedings. A Member shall join as a Voting or Non-Voting Member as set forth in the Rules of Association.

F. **Organizational Structure**<sup>26</sup>. The Steering Group shall be composed of two bodies: the Identity Ecosystem Plenary and the Identity Ecosystem Management Council. The Plenary and the Management Council shall be collectively responsible for achieving the Steering Groups objectives. The Secretariat shall serve as the administrative body of the Steering Group. In this role, the Secretariat shall manage the internal operations of the Steering Group to include human and financial resources, meeting coordination, communications, and material support and interaction with external

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<sup>22</sup> Section 1.4.2 entitled "Balance" of the Proposed Charter.

<sup>23</sup> Section 1.4.3 entitled "Consensus" of the Proposed Charter.

<sup>24</sup> Section 1.4.4 entitled "Harmonization" of the Proposed Charter.

<sup>25</sup> Section 1.5 entitled "Membership" of the Proposed Charter.

<sup>26</sup> Section 1.6 entitled "Organizational Structure" of the Proposed Charter.

organizations. The Secretariat shall be responsible for maintaining transparency, openness, and alignment with the Guiding Principles in all Steering Group operations. The Secretariat shall appoint an individual to act as the Identity Ecosystem's Ombudsman<sup>27</sup>.

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<sup>27</sup> Section 4 entitled "Secretariat" of the proposed Charter.

## The Rules of Association

The Identity Ecosystem Steering Group Rules of Association ("Rules") (See, "Glossary: Defined Terms") describe the roles, responsibilities, policies, and procedures that govern the operation and Primary Activities<sup>28</sup> of the Identity Ecosystem Steering Group ("IEDSG" or "Steering Group") (See, Glossary: Defined Terms)<sup>29</sup>.

### **Comment [A3]:**

**INSTRUCTIONS FOR DRAFTING. REPLACE THE TERM "BY-LAWS" WITH "RULES OF ASSOCIATION" OR "RULES". AGREED UPON BY CONSENSUS 21 SEPTEMBER 2012**

### 1. Membership and Other Levels of Participation<sup>30</sup>.

Membership in the IEDSG shall be open and the extent of participation shall be dependent on the members. Membership in the IEDSG shall be open to organizations and individuals<sup>31</sup> that have an interest in the development and administration of the Identity Ecosystem. Membership classifications, participation levels and member categories are described in the sections that follow.

### **Comment [A4]: SCRIVENER'S NOTE:**

**"WORKING GROUP" TO "IEDSG".**

#### 1.1. Membership Agreement<sup>32</sup>

### **Comment [A5]:**

**CONCEPTS FOR DRAFTING: MEMBERSHIP. "ALL MEMBERS HAVE TO DEMONSTRATE AND ATTEST SOMEHOW THAT THEY'VE MADE A LEGALLY BINDING COMMITMENT TO IEDSG OBLIGATIONS". AGREED UPON BY CONSENSUS 21 SEPTEMBER 2012.**

1.2.1. Adoption of Agreement by the Plenary<sup>33</sup>. The Plenary shall adopt a form of Membership Agreement which shall be used and signed by all IEDSG members. The form of the agreement may be amended from time to time by the Plenary; however, those amendments

### **Comment [A6]:**

**DRAFTING INSTRUCTIONS AGREED UPON BY CONSENSUS: 25 SEPTEMBER 2012.**

### **Comment [A7]: SCRIVENER'S NOTE:**

**"WORKING GROUP" TO "IEDSG".**

<sup>28</sup>NTIC NPO OPENING STATEMENT (Second Paragraph) is moved to the Glossary: Defined Terms as "Primary Activities" or "Scope of Activities" based upon proposed Charter Sections 1.2.1, 1.2.2 1.2.3 and 1.2.4.

<sup>29</sup> REVISION OF NTIC NPO OPENING STATEMENT (First Paragraph), AS FOLLOWS: "The Identity Ecosystem Steering Group Rules of Association ("Rules") describe the roles, responsibilities, policies, and procedures that govern the operation and Primary Activities of the Identity Ecosystem Steering Group ("IEDSG" or "Steering Group") (See, Glossary: Defined Terms). ~~These Rules of Association shall be consistent with the Identity Ecosystem Steering Group Charter ("Charter"), which provides the high-level perspective of scope, purpose, and organization".~~

<sup>30</sup> REVISION NTIC NPO SECTION 1, PARAGRAPH 1. DELETES NTIC NPO SECTION 1, PARAGRAPH 2, WHICH IS CONSOLIDATED WITH NTIC NPO SECTION 1.1, AS FOLLOWS: ~~"A member is defined as any organization or individual that signs the Membership Agreement".~~ The title is also changes to reflect the role of non-members taking account forms of public participation and liaison relationships, as follows: "Membership and Other Levels of Participation".

<sup>31</sup> Deleted the following from the sentence: (members).

<sup>32</sup> REVISION AND RECODIFICATION OF NTIC NPO SECTION 1.5 AND CONSOLIDATES THE PROVISIONS OF NTIC NPO SECTION 1, PARAGRAPH 2. AS FOLLOWS: "To become a member, the Member Representative (of both Voting and Non-Voting Members) shall complete and execute the Steering Group Membership Agreement, signifying the adherence of the Member to the Primary Activities of the IEDSG as set forth in these Rules. The completed and executed Membership Agreement shall be sent to the Secretariat who shall collect and record the Membership Agreements. ~~A Member Organization may designate someone other than an employee to represent its organization".~~ **Note:** The final sentence has been relocated as a clause in the definition of "Voting" and "Non-Voting" "Representatives".

<sup>33</sup> NEW:

not be retroactively effective against existing members unless an amended form of Agreement is executed by the Member Representative.

**Execution of Membership Agreement. Requisite to Membership.** To become a member, the Member Representative (of both Voting and Non-Voting Members) shall complete and execute the Steering Group Membership Agreement-

~~1.2.1.1.2.2. , signifying the adherence of the Member to the Primary Activities of the IDESG as set forth in these Rules.~~ The completed and executed Membership Agreement shall be sent to the Secretariat who shall collect and record the Membership Agreements. ~~A Member Organization may designate someone other than an employee to represent its organization<sup>34</sup>.{3}~~ (See, "Proviso #1: Regarding the Initial Interim Period").

#### **1.2. 1.6—Membership Classifications.**

There are two classifications of membership – Organizational Members and Individual Members. A person representing or acting on behalf of a Organizational Member in any formal or informal capacity within the IDESG are considered part of that organization and cannot be considered an Individual Member<sup>35</sup>. A Member shall participate in the Plenary as either a Voting Member<sup>36</sup> or a Non-Voting Member<sup>37</sup>.

#### **1.2.3. Organizational Members.**

##### **1.2.3.1. General Terms<sup>38</sup>. An Organization (See, Section 13 "Glossary: Defined Terms"), regardless of its nation of**

<sup>34</sup> ~~At the initial meeting of the Steering Group a draft Membership Agreement shall be finalized for ratification.~~

<sup>35</sup> **RECODIFICATION OF NSTIC NPO SECTION 1.1, PARAGRAPH 1.**

<sup>36</sup> NSTIC NPO SECTION 1.2.1 HAS BEEN CONSOLIDATED IN THE DEFINITION OF "VOTING MEMBER".

<sup>37</sup> NSTIC NPO SECTION 1.2.2 HAS BEEN CONSOLIDATED IN THE DEFINITION OF "NON-VOTING MEMBER".

<sup>38</sup> **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 1.1.1, AS FOLLOWS:** "An Organization (See, Section 13 "Glossary: Defined Terms"), regardless of its nation of organization, may join the IDESG and, shall, if a Voting Member, be permitted to join ~~the Steering Group~~ as any one of the Stakeholder Categories ~~Groups with the exception of Unaffiliated Individuals~~ (See, Section 3.2, "Stakeholder Category Affiliation)".

**THE REMINDER OF THE PROVISION HAS BEEN REVISED AND MOVED TO THE DEFINITION OF "ORGANIZATION" IN SECTION 13 "GLOSSARY: DEFINED TERMS") AS FOLLOWS:** An organization shall be defined as a commercial, governmental, or other separately constituted legal entity (regardless of the form of business organization) and, when applicable, its parent company or organizations, its subsidiaries, affiliations (whether as a member of another company or as a subordinate entity under the control of another or if one of multiple entities under the control of a third company), controlled groups, divisions, committees, and working groups. Divisions, international affiliates, subsidiaries, committees of organizations, etc. are part of their parent organizations and are not considered separate organizations for Steering Group membership purposes."

**Comment [A8]: SCRIVENER'S NOTE:**  
"WORKING GROUP" TO "IDESG".

**Comment [A9]:**  
CONCEPTS FOR DRAFTING: MEMBERSHIP.  
"PARTICIPATING AND OBSERVING MEMBERS  
WILL BE SUBJECT TO IDESG POLICIES BY  
AGREEMENT...". AGREED UPON BY  
CONSENSUS 21 SEPTEMBER 2012.

**Comment [A10]:**  
INSTRUCTIONS FOR DRAFTING. REPLACE  
THE TERM "OBSERVING MEMBER" WITH  
"NON-VOTING MEMBER". AGREED UPON BY  
CONSENSUS 21 SEPTEMBER 2012.

organization, may join the IDESG and shall, if a Voting Member, be permitted to join any one of the Stakeholder Categories (See, Section 3.2, "Stakeholder Category Affiliation").

**1.2.3.2. Member Representatives. Alternate Representatives<sup>39</sup>.** Each Organizational Member shall designate one person as its Member Representative (See, "Glossary: Defined Terms"; in particular "Non-Voting Representative" and "Voting Representative"). Each Organizational Member shall determine its own process for selecting its Member Representative. Each Organizational Member is authorized to designate, in writing to the Secretariat, alternate Member Representatives in the absence of the Member Representative. Member Representatives shall be responsible for acting on behalf of the Membership Organization for executing the Membership Agreement and maintaining currency of Member Associates. No person shall represent more than one Organizational Member<sup>40</sup>.

**1.2.3.3. Member Associates<sup>41</sup>.** Each Organizational Member may have multiple Member Associates who shall be authorized to participate in Committee Decision Making procedures on behalf of the Member in the absence of the Voting

**Comment [A11]:**

CONCEPTS FOR DRAFTING. NO JURISDICTIONAL OR CITIZENSHIP LIMITATIONS; HOWEVER, GENERALLY, GUIDANCE SHOULD INDICATE THAT ACME (US) IS COUNTED AS THE SAME ENTITY AS ACME (BELGIUM) AND ACME (JAPAN)". AGREED UPON BY CONSENSUS 21 SEPTEMBER 2012.

**Comment [A12]:** SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

**Comment [A13]:** SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS: 21 SEPTEMBER 2012 ("STAKEHOLDER GROUP" TO "STAKEHOLDER CATEGORY").

**Comment [A14]:** SCRIVENER'S RECOMMENDATION - FORMAT CONFORMITY

<sup>39</sup> REVISION AND REODIFICATION OF NSTIC NPO SECTION 1.2.3, AS FOLLOWS: "Member Representatives. Alternate Representatives<sup>39</sup>. Each Organizational Member shall designate one person as its official Member Representative (See, "Glossary: Defined Terms"; in particular "Non-Voting Representative" and "Voting Representative"). Each Organizational Member shall determine its own process for selecting its Member Representative. Each Organizational Member is authorized to designate, in writing to the Secretariat, alternate Member Representatives in the absence of the event a primary Member Representative is unable to attend a meeting. Member Representatives shall be responsible for acting on behalf of the Membership Organization for executing the Membership Agreement and maintaining currency of Member Associates".

SECTIONS 1.2.3.1 and 1.2.3.2 HAVE BEEN CONSOLIDATED INTO THE DEFINITIONS OF "VOTING" AND "NON-VOTING REPRESENTATIVES". The title "Participation Levels" in Section 1.2 of NSTIC NPO is deleted and the sections therein have been recodified as set forth in this concordance.

<sup>40</sup> RECODIFICATION OF NSTIC NPO SECTION 1.2.3 (Second sentence of the econd paragraph).

<sup>41</sup> REVISION AND RECODIFICATION OF NSTIC NPO SECTION 1.2.4, AS FOLLOWS: "Each Organizational Member may have multiple Member Associates who shall be authorized to participate in Committee Decision Making procedures on behalf of the Member in the absence of the Voting Representative; however, the Organizational Member shall be entitled to only one representative in the deliberations of a Committee employees or associates from its organization who participate in the Standing Committees and Working Groups of the Plenary (See also, Section 13 "Glossary: Defined Terms"). All Member Associates shall be listed in the Membership Agreement and shall comply with the same obligations as the Organizational Member under the Membership Agreement".

Representative; however, the Organizational Member shall be entitled to only one representative in the deliberations of a Committee (See also, Section 13 "Glossary: Defined Terms"). All Member Associates shall be listed in the Membership Agreement and shall comply with the same obligations as the Organizational Member under the Membership Agreement.

**Comment [A15]: SCRIVENER'S RECOMMENDATION REGARDING AMBIGUITY; SUBJECT TO CONSENSUS BY THE GTF**

**1.2.4. Individual Members<sup>42</sup>.** An individual shall be permitted to join the IDESG as an affiliate of one of the Stakeholder Categories (See, Section 3.2 "Stakeholder Category Affiliation"). Individual Members shall not represent the interests or act on behalf or at the behest of an Organizational Member<sup>43</sup>. Individual Members shall be considered their own Member Representative<sup>44</sup>.

**Comment [A16]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".**

**Comment [A17]: SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS: 21 SEPTEMBER 2012 ("STAKEHOLDER GROUP" TO "STAKEHOLDER CATEGORY").**

### **1.3. Member Rights and Responsibilities<sup>45</sup>.**

**1.3.1. Rights of Members<sup>46</sup>.** All Members shall have the right to:

**Comment [A18]: SCRIVENER'S RECOMMENDATION – FORMAT:**

**1.3.1.1.** Serve as Members for as long as they meet the requirements of membership<sup>47</sup>.

**1.3.1.2.** Submit proposed requirements for the Identity Ecosystem Framework<sup>48</sup>.

**1.3.1.3.** Participate in the Plenary process and establish the overall direction of the Plenary through active participation in

<sup>42</sup> **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 1.1.2 AS FOLLOWS:** Reversed the order of the clauses in the first sentence and changed the word "Groups" to "Categories" and deletes the term "or as an Unaffiliated Individual". The second sentence was moved to the definition provisions of "Individual Member".

<sup>43</sup> **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 1.1.2.1, AS FOLLOWS:** ~~"Unaffiliated Individuals. Unaffiliated Individuals shall be any Individual Member who chooses not to self-select into one of the other Stakeholder Groups. Unaffiliated~~ Individual Members shall not represent the interests or act on behalf or at the behest of an Organizational Members or Stakeholder Category".

<sup>44</sup> **RECODIFICATION OF NSTIC NPO SECTION 1.2.3 (First sentence of the econd paragraph).**

<sup>45</sup> **NSTIC NPO SECTION 1.4 IS DELETED AS FOLLOWS:** "Rights and responsibilities of Participating and Observing Members are described in the sections that follow".

<sup>46</sup> NSTIC NPO SECTION 1.4.1.

<sup>47</sup> **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 1.4.1.a AS FOLLOWS:** "Serve as members for as long as they meet the requirements of membership defined in Section 1.4.2, below".

<sup>48</sup> NSTIC NPO SECTION 1.4.1.b.

Committees of the Plenary, or other entities established as needed to address specific issues<sup>49</sup>.

Comment [A19]: SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS PERTAINING TO THE TREATMENT OF "COMMITTEES".

1.3.1.4. Participate in the Consensus decision-making process (See, Section 5.2 "Consensus") (See also, Section 13 "Glossary: Defined Terms")<sup>50</sup>.

Comment [A20]: SCRIVENER'S RECOMMENDATION - FORMAT CONFORMITY ("CONSENSUS" AS DEFINED TERM).

1.3.2. Responsibilities of Members<sup>51</sup>. Members shall have the responsibility to abide by the Membership Agreement and comply with these Rules.

Comment [A21]: SCRIVENER'S RECOMMENDATION - FORMAT:

1.3.3. Additional Rights of Voting Members<sup>52</sup>. Voting Members shall have the right to:

1.3.3.1. Vote in IDESG elections in accordance with these Rules<sup>53</sup>.

Comment [A22]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

1.3.3.2. Vote on proposed Plenary standards, policies, and procedures in accordance with these Rules<sup>54</sup>.

Comment [A23]: SCRIVENER'S RECOMMENDATION - FORMAT:

1.3.3.3. Stand for nomination for Management Council (See, Section 2.2 "Identity Ecosystem Management Council") (See also, Section 13 "Glossary: Defined Terms"), Delegate, At-Large Delegate, and Plenary and Management Council Chair (See, Section 2.2 ""Identity Ecosystem Management Council"; in particular Section 2.2.4.1) (See also, Section 13 "Glossary: Defined Terms") positions<sup>55</sup>.

<sup>49</sup> **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 1.4.1.c, AS FOLLOWS:** "Participate in the Plenary process and establish the overall direction of the Plenary through active participation in ~~Working Groups~~. ~~Standing~~ Committees of the Plenary, or other entities ~~organizational teams~~ established as needed to address specific issues".

<sup>50</sup> **RECODIFICATION OF NSTIC NPO SECTION 1.4.1.d.**

<sup>51</sup> **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 1.4.2.a, AS FOLLOWS:** "Members shall have the responsibility to abide by the Membership Agreement and comply with ~~the Charter and~~ these Rules".

<sup>52</sup> NSTIC NPO SECTION 1.4.3.

<sup>53</sup> RECODIFICATION OF NSTIC NPO SECTION 1.4.3.a.

<sup>54</sup> RECODIFICATION OF NSTIC NPO SECTION 1.4.3.b.

<sup>55</sup> RECODIFICATION OF NSTIC NPO SECTION 1.4.3.c.

**1.3.4. Additional Responsibilities of Voting Members<sup>56</sup>.** Voting Members shall have the responsibility to:

**1.3.4.1.** Participate in Plenary meetings See, Section 5.3 "Voting"; in particular Section 5.3.2).<sup>57</sup>

**1.3.4.2.** Review Plenary documents<sup>58</sup>.

**1.3.4.3.** Ensure that their attendance is accurately recorded by the Secretariat<sup>59</sup>.

**1.4. Changes in Membership Status<sup>60</sup>.**

Changes in a member's status are described in the sections that follow.

**1.4.1. ~~1.6.1.~~ Withdrawal of Membership<sup>61</sup>.** Members may voluntarily withdraw from the ~~Steering Group~~ IDESG at any time by stating their intention in writing to the Secretariat.

**~~1.6.2. Termination of Membership.~~** ~~The Management Council may terminate a membership as a result of a material violation of the By-laws.~~

**~~1.6.3. Administrative Modification of Membership<sup>62</sup>.~~** Any change in legal status of members shall result in the appropriate modification ~~or termination~~ of their membership ~~by the Secretariat~~.

**1.4.2.** Situations that may result in the modification of membership include, but are not limited to:

<sup>56</sup> RECODIFICATION OF NSTIC NPO SECTION 1.4.3.

<sup>57</sup> RECODIFICATION OF NSTIC NPO SECTION 1.4.3.a.

<sup>58</sup> RECODIFICATION OF NSTIC NPO SECTION 1.4.3.b.

<sup>59</sup> RECODIFICATION OF NSTIC NPO SECTION 1.4.3.c.

<sup>60</sup> RECODIFICATION OF NSTIC NPO SECTION 1.6.

<sup>61</sup> RECODIFICATION OF NSTIC NPO SECTION 1.6.1.

<sup>62</sup> REVISION AND RECODIFICATION OF NSTIC NPO SECTION 1.6.3, AS FOLLOWS: "Any change in legal status of members shall result in the appropriate modification or termination<sup>62</sup> of their membership ~~by the Secretariat~~. Situations that may result in the modification of membership include, but are not limited to:".

THE REVISION INCLUDES THE RIGHT TO TERMINATE MEMBERSHIP AS SET FORTH IN NSTIC NPO SECTION 1.6.2, AS FOLLOWS: "Termination of Membership. The Management Council may terminate a membership as a result of a material violation of the Rules".

Comment [A24]: SCRIVENER'S RECOMMENDATION – FORMAT:

Comment [A25]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

Comment [A26]: SCRIVENER'S RECOMMENDATION – EDIT AND CONSOLIDATION



1.4.2.1. Dissolution of ~~a~~ an Organizational Member Organization<sup>63</sup>.

Comment [A27]: SCRIVENER'S RECOMMENDATION – FORMAT:

1.4.2.2. Acquisition of one Organizational Member Organization by another Organizational Member Organization<sup>64</sup>.

1.4.2.3. ~~Change in employment status or affiliation of an individual~~<sup>65</sup>.

Comment [A28]: SCRIVENER'S RECOMMENDATION REGARDING AMBIGUITY; SUBJECT TO CONSENSUS BY THE GTF

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### 1.5. Other Participants in the Steering Group: General Public and Liaison Relationships<sup>66</sup>.

Participation by the members of the public may be permitted in conformity with these Rules. Moreover, the IDESC may enter into agreements with other organizations and entities taking into full account the policies of the Plenary, including but not limited to IPR and other legal responsibilities (See, Section 5 "Decision Making")

Comment [A29]: INSTRUCTIONS FOR DRAFTING: 25 SEPTEMBER 2012

Comment [A30]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESC".

## **2. Steering Group Structure ~~& and~~ Responsibilities**<sup>67</sup>.

The Steering Group shall consist of two bodies: the Plenary and the Management Council. The ~~Steering Group~~ IDESC shall also have a Secretariat serving as its administrative arm. The roles and responsibilities of each component are described in the sections that follow. The Voting Members shall elect the Chair of the Plenary, the Chair of the Management Council and the Delegates of the Management Council as set forth in these Rules (See, Section 3 "General Elections").

Comment [A31]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESC".

Comment [A32]: SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS.

### **2.1 ~~2.1~~ Identity Ecosystem** The Plenary.

The Plenary shall be ~~responsible for reviewing and recommending technical standards for adoption, establishing and maintaining the procedures and~~

<sup>63</sup> RECODIFICATION OF NSTIC NPO SECTION 1.6.3.a

<sup>64</sup> RECODIFICATION OF NSTIC NPO SECTION 1.6.3.b

<sup>65</sup> RECODIFICATION OF NSTIC NPO SECTION 1.6.3.c

<sup>66</sup> NEW.

<sup>67</sup> REVISION OF NSTIC NPO SECTION 2, AS FOLLOWS: "Council. The Steering Group shall also have a Secretariat serving as its administrative arm. The roles and responsibilities of each component are described in the sections that follow. The Voting Members shall elect the Chair of the Plenary, the Chair of the Management Council and the Delegates of the Management Council as set forth in these Rules (See, Section 3 :General Elections)".

~~policies for governing the Identity Ecosystem, developing and establishing accountability measures to promote broad adherence to these procedures, and facilitating the ongoing operation~~authoritative governance body of the ~~Steering Group.~~

IDESG<sup>68</sup>. The Plenary shall provide for the Plenary Chair, ~~Working Groups~~ and ~~Standing~~ Committees<sup>69</sup>. The roles, responsibilities and participation requirements of each component are described in the sections that follow<sup>70</sup>.

2.1.1. ~~2.1.1.~~ **Plenary Membership**<sup>71</sup>. The Plenary shall be open to all ~~Steering Group members~~IDESG Members.

2.1.2. ~~2.1.2.~~ **Plenary Chair**~~Plenary Responsibilities~~<sup>72</sup>. The Plenary shall ~~be led by the Plenary Chair. The role of the Plenary Chair is defined in the Charter~~<sup>73</sup>.

2.1.3.1. ~~2.1.2.1. Election.~~ With the exception of the initial election, nominees for this position shall be approved by the Nominations Committee. The Plenary Chair shall be elected by the Participating Members within the Plenary in accordance with section 3, General ElectionsFacilitate the timely review, recommendation and adoption of standards related to the development and governance of the Identity Ecosystem<sup>74</sup>.

2.1.3.2. ~~2.1.2.2. Develop and maintain work products and governing documents to include: (a) a framework for testing~~

<sup>68</sup> REVISED NSTIC NPO SECTION 2.1 (First Paragraph) consolidated with proposed Charter Section 2 AS FOLLOWS (See Defined Term): "The Plenary shall be authoritative governance body of the IDESG. ~~responsible for: reviewing and approving technical standards for adoption; establishing and maintaining the procedures and policies for governing the Identity Ecosystem; developing and establishing the accountability measures necessary to promote broad adherence to these procedures; and, facilitating the ongoing operation of the IDESG~~."

<sup>69</sup> NSTIC NPO SECTION 2.1 (First sentence of the second paragraph), consolidated with proposed Charter Section 2, as follows: "The Plenary shall provide for the Plenary Chair, ~~Working Groups and Standing Committees~~".

<sup>70</sup> NSTIC NPO SECTION 2.1 (Second sentence of the second paragraph).

<sup>71</sup> NSTIC NPO SECTION 2.1.1, consolidated with proposed Charter Section 2.

<sup>72</sup> REVISED NSTIC NPO SECTION 2.1.3, AS FOLLOWS: "~~The specific responsibilities of the Plenary are described in the sections that follow. General Responsibilities.~~ The Plenary shall:".

<sup>73</sup> Identity Ecosystem Steering Group Charter, Section 2.1.1, Plenary Chair.

<sup>74</sup> NSTIC NPO SECTION 2.1.3.1.a

Comment [A33]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

Comment [A34]:  
REVISION AND RECODIFICATION IN ACCORDANCE WITH INSTRUCTIONS FOR DRAFTING - PAGE 2 "SOME RAMIFICATIONS": "COMMITTEES - COMMITTEES OTHER THAN THE PRIVACY AND CIVIL LIBERTIES STANDING COMMITTEE WILL NOT BE SPECIFICALLY ENUMERATED IN THE CHARTER OR BYLAWS". AGREED UPON BY CONSENSUS 14 SEPTEMBER 2012.

Comment [A35]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

Comment [A36]: SCRIVENER'S EDIT - FORMAT

and certifying Identity Ecosystem components; (b) the Identity Ecosystem Framework, as described in the NSTIC; and, (c) other work products and governing documents deemed necessary to establish and maintain the Identity Ecosystem and to promote its adoption<sup>75</sup>.

2.1.3.3. Recommend creation or dissolution of Committees to perform the Plenary's work<sup>76</sup>.

2.1.3.4. Develop and establish accountability measures for the Plenary and its components<sup>77</sup>.

2.1.3.5. Facilitate the ongoing operation of the IDESG<sup>78</sup>.

2.1.3.6. Perform all other acts necessary and appropriate to the conduct of the Plenary's activities and achievement of the Plenary's goals<sup>79</sup>.

2.1.3.7. Conducting & Participating in Elections<sup>80</sup>. The Plenary shall be responsible for electing Management Council Delegates, At-Large Delegates, and Plenary and Management Council Chairs in accordance with section 3, General Elections.

2.1.4. Committees of the Plenary<sup>81</sup>. There shall be such Committees, as set forth in or as otherwise established by the Plenary in accordance with these Rules.

**Comment [A37]: SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS – "COMMITTEES OF THE PLENARY" IN LIEU OF STANDING COMMITTEES AND WORKING GROUPS".**

**Comment [A38]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".**

**Comment [A39]: REVISION AND RECODIFICATION IN ACCORDANCE WITH INSTRUCTIONS FOR DRAFTING – PAGE 2 "SOME RAMIFICATIONS": "COMMITTEES – COMMITTEES OTHER THAN THE PRIVACY AND CIVIL LIBERTIES STANDING COMMITTEE WILL NOT BE SPECIFICALLY ENUMERATED IN THE CHARTER OR BYLAWS". AGREED UPON BY CONSENSUS 14 SEPTEMBER 2012.**

<sup>75</sup> NSTIC NPO SECTION 2.1.3.1.b.

<sup>76</sup> NSTIC NPO SECTION 2.1.3.1.c.

<sup>77</sup> NSTIC NPO SECTION 2.1.3.1.d.

<sup>78</sup> NSTIC NPO SECTION 2.1.3.1.e

<sup>79</sup> NSTIC NPO SECTION 2.1.3.1.f.

<sup>80</sup> NSTIC NPO SECTION 2.1.3.2.

<sup>81</sup> ~~REVISED NSTIC NPO SECTION 2.1.4, AS FOLLOWS: "Plenary Standing Committees of the Plenary and Working Groups. The roles of the Plenary Standing Committees and Working Groups are defined in the Charter<sup>81</sup>. There shall be such Committees, as set forth in or as otherwise established by the Plenary in accordance with these Rules".~~

The following is deleted: NSTIC NPO COMMENT: Identity Ecosystem Steering Group Charter, Section 2.1.2, Plenary Standing Committees and Section 2.1.3, Plenary Working Groups.

**2.1.4.1. The Privacy and Civil Liberties Committee<sup>82</sup>.** There shall be a Privacy and Civil Liberties Committee which shall have such responsibilities and authority as specially set forth in these Rules and the Committee Charter, including the authority to raise formal objections to IDESG policy as set forth in the provisions of these Rules ("Rule 2141") (See, Section 5 "Decision Making").

**2.1.4.2. Other Committees.** Committees may be created and Committee Charters shall be approved by the Plenary following review and comment of the Management Council, in accordance with these Rules<sup>83</sup>. There shall be Committees:

**2.1.4.2.1.** responsible for addressing and coordinating ongoing/permanent development issues and matters, including but not limited to, the coordination of Policy Standards and Accreditation, the nomination, evaluation and qualification of candidates of IDESG elections<sup>84</sup>; and,

**2.1.4.2.2.** comprised of domain experts, as necessary, to accomplish the work of the IDESG, including but not limited to, usability and accessibility, security and international coordination<sup>85</sup>.

**2.1.4.3. Committee Charters: Contents<sup>86</sup>.** Charters shall, at a minimum outline the mission and jurisdiction,

**Comment [A40]: NEW PROVISION IN ACCORDANCE WITH INSTRUCTIONS FOR DRAFTING – PAGE 2 "SOME RAMIFICATIONS": "COMMITTEES – COMMITTEES OTHER THAN THE PRIVACY AND CIVIL LIBERTIES STANDING COMMITTEE WILL NOT BE SPECIFICALLY ENUMERATED IN THE CHARTER OR BYLAWS" AND "ALL COMMITTEES (INCLUDING THE PRIVACY AND CL SC) SHOULD PROVIDE A CHARTER...". AGREED UPON BY CONSENSUS 14 SEPTEMBER 2012.**

**Comment [A41]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".**

**Comment [A42]: REVISION AND RECODIFICATION IN ACCORDANCE WITH INSTRUCTIONS FOR DRAFTING – PAGE 2 "SOME RAMIFICATIONS": "GOV DOCS SAY WE HAVE COMMITTEE...NAMES P&CL ONLY...AND LEAVE IT TO THE COMMITTEE CHARTERING PROCESS TO CREATE ALL OTHER COMMITTEE...WE NEED...". AGREED UPON BY CONSENSUS 14 SEPTEMBER 2012.**

**Comment [A43]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".**

**Comment [A44]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".**

<sup>82</sup> NEW.

<sup>83</sup> REVISED NSTIC NPO SECTION 2.1.4.1 (First sentence), AS FOLLOWS: "~~Other Committees Administration~~ Standing Committees may be created and Committee Charter shall be approved by ~~proposed~~ the Plenary following review and comment of ~~or the Management Council~~ and shall be officially established by the Management Council, in accordance with these Rules".

<sup>84</sup> NEW: Derived from section 2.1.2 of the proposed charter entitled "Plenary Standing Committees".

<sup>85</sup> NEW: Derived from section 2.1.3 of the proposed charter entitled "Plenary Working Groups".

<sup>86</sup> REVISION AND RECODIFICATION OF NSTIC NPO SECTION 2.1.4.1 (Second sentence), AS FOLLOWS: "~~Committee Charters: Contents. Standing Committees. Standing Committees and Working Groups shall create their own charters, which shall be approved by the Management Council. Charters shall, at a minimum outline the missions and jurisdiction, operational principles, decision making procedures, and leadership selection processes and interrelationships with other committee activities and deliverables, if applicable. All charters will support the NSTIC Guiding Principles and the Steering Group operating principles.~~ The following is deleted: "NSTIC NPO COMMENT: Identity Ecosystem Steering Group Charter, Section 1.3, Adherence to the NSTIC Guiding Principles and Section 1.4, Operating Principles".

operational principles, decision making procedures, leadership selection processes and interrelationships with other committee activities and deliverables, if applicable. All charters will support the NSTIC Guiding Principles and the IDESG operating principles.

2.1.4.4. Participation Requirements<sup>87</sup>. Participation in and meetings of the Committees shall be open to all Members; however, only Voting Members may vote on work products and recommendations. Moreover, Members can participate in as many Committees; however, each Voting Member shall have only one vote. Committee Charters may also set forth Decision Making protocols which differ from the provisions in these Rules<sup>88</sup>.

2.1.4.5. Final Plenary Approval<sup>89</sup>. All Committee recommendations and work products shall be subject to consideration by the Plenary in accordance with the provisions pertaining to Decision Making (See, Rule of Order #1: "IDESC Decision Making and Work Flow Policy") and the responsibilities of the Privacy and Civil Liberties Committee as set forth in these Rules.

2.1.5. Plenary Chair<sup>90</sup>. The Plenary Chair shall be the presiding Officer of the Plenary. The Chair shall be responsible for directing the actions, managing the Decision Making (See, Section 5 "Decision Making"), and providing general leadership to the Plenary.

Comment [A45]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESC".

Comment [A46]:  
DRAFTING GUIDANCE:  
THE FOLLOWING LANGUAGE IS DERIVED FROM THE CHARTER. WHAT SHALL WE DO WITH THIS?

"ADDITIONAL MEASURES MAY BE TAKEN BY THE MANAGEMENT COUNCIL TO PROVIDE BALANCED AND EXPERIENCED REPRESENTATION ON THE STANDING COMMITTEES".

Comment [A47]: SCRIVENER'S NOTE: "WORKING GROUPS" AND "STANDING COMMITTEES" CHANGED TO "COMMITTEES" OR "COMMITTEE".

Comment [A48]: SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS: 21 SEPTEMBER 2012.

Comment [A49]:  
DRAFTING GUIDANCE:  
THIS PROVISION IS CONSISTENT WITH DISCUSSIONS OF THE GTF; HOWEVER, MAY CONFLICT WITH THE DISCUSSION ON IPR POLICY.

Comment [A50]: SCRIVENER'S RECOMMENDATION – EDIT

<sup>87</sup> REVISION AND RECODIFICATION OF NSTIC NPO SECTION 2.1.4.2, AS FOLLOWS: "~~Participation Requirements Working Groups~~<sup>87</sup>. Participation in and meetings of the Committees ~~Plenary Working Groups~~ shall be open to all members; however, only Voting Members may vote on work products and recommendations. Moreover, Members can participate in as many Committees; however, each Voting Members shall have only one vote". The second underlined clause is derived from section 2.1.3 of the proposed charter entitled "Plenary Working Groups".

<sup>88</sup> REVISION NSTIC NPO SECTION 2.1.4.3, AS FOLLOWS: "~~Standing Committees~~. ~~Standing~~-Committee Charters shall also outline participation requirements".

<sup>89</sup> NEW. Derived from Section 2.1.2 and 2.1.3 of the proposed Charter.

<sup>90</sup> NSTIC NPO SECTION 2.1.2 CONSOLIDATED WITH PROPOSED CHARTER SECTION 2.1.1, AS FOLLOWS: "The Plenary Chair shall be the presiding Officer of ~~led by the Plenary Chair~~. ~~The role of the Plenary Chair is defined in the Charter~~. The Chair shall be responsible for directing the actions, managing the Decision Making, and providing general leadership to the Plenary".

**2.1.2.1. Duties<sup>91</sup>.** The Plenary Chair is responsible for the overall management of the Plenary, including the ~~Standing Committees and Working Groups of the Plenary~~. In fulfilling this role, the Plenary Chair shall:

**2.1.2.1.1.** Act in a purely neutral capacity, divesting him- or her-self of any organizational or technical position.

**2.1.2.1.2.** Guide the Secretariat in carrying out its duties and responsibilities as they pertain to the Plenary.

**2.1.2.1.3.** Guide the ~~consensus~~ **Consensus** processes in the Plenary, ensuring that all points of view, to include minority views, are adequately expressed and understood by all present.

**2.1.2.1.4.** Ensure that all information and decisions are clearly and effectively communicated.

**2.1.2.1.5.** Coordinate with the Management Council and ensure that the policy and strategic goals of the ~~Steering Group~~ **IDESG** are being met.

**2.1.2.1.6.** Foster an open and amiable atmosphere at Plenary meetings.

**2.1.2.1.7.** Assist in the resolution of any appeal against a Plenary decision.

~~2.1.2.3. Term of Service. The Plenary Chair shall serve a two-year term. The Plenary Chair may serve no more than two terms consecutively but may serve any number of non-consecutive terms. If the Chair is unable to complete his or her term of office,~~

**Comment [A51]:**

**DRAFTING GUIDANCE:**

(1) SHOULD THERE BE A VICE CHAIR OF THE PLENARY IN THE EVEN OF THE ABSENCE OF THE CHAIR?

(2) SHOULD THE DUTIES OF THE CHAIR BE MOVED FROM THE RULES AND PLACED IN THE STANDING RULES?

**Comment [A52]:** SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS - "COMMITTEES OF THE PLENARY" IN LIEU OF STANDING COMMITTEES AND WORKING GROUPS".

**Comment [A53]:** SCRIVENER'S RECOMMENDATION - FORMAT CONFORMITY ("CONSENSUS" AS DEFINED TERM).

**Comment [A54]:** SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

<sup>91</sup> NSTIC NPO SECTION 2.1.2.2.

~~the Plenary shall elect a successor in accordance with section 3 General Elections.~~

**2.1.2.2. ~~2.1.2.4.~~ Authority<sup>92</sup>.** The Plenary Chair shall have authority to table or terminate discussion, call for affirmation of ~~consensus~~ Consensus, mediate with dissenting parties, and ~~commit or recommit to recommend committal or recommittal of~~ a matter to ~~committee~~ Committee for further action. In the event the Plenary Chair is also a Member Representative, he or she may not continue to act as Member Representative.

**2.1.3. ~~Plenary Responsibilities.~~** The ~~specific responsibilities of the Plenary are described in the sections that follow.~~

**2.1.3.2. ~~General Responsibilities.~~** The Plenary shall:

**2.1.3.2.1. ~~Facilitate the timely review, recommendation and adoption of standards related to the development and governance of the Identity Ecosystem.~~**

**2.1.3.2.2. ~~Develop and maintain work products and governing documents to include: (a) a framework for testing and certifying Identity Ecosystem components; (b) the Identity Ecosystem Framework, as described in the NSTIC; and, (c) other work products and governing documents deemed necessary to establish and maintain the Identity Ecosystem and to promote its adoption.~~**

**2.1.3.2.3. ~~Recommend creation or dissolution of Standing Committees and Working Groups to perform the Plenary's work.~~**

**2.1.3.2.4. ~~Develop and establish accountability measures for the Plenary and its components.~~**

Comment [A55]: SCRIVENER'S RECOMMENDATION - FORMAT CONFORMITY ("CONSENSUS" AS DEFINED TERM).

Comment [A56]: SCRIVENER'S COMMENT: ADDING LANGUAGE REGARDING THE WORD "RECOMMENDATION" TO RENDER THIS CONSISTENT WITH THE CONCLUSION OF THE CONSENSUS PROCESS IN SEC. 5.2.1.8.

<sup>92</sup> **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 2.1.2.4, AS FOLLOWS:** "The Plenary Chair shall have authority to table or terminate discussion, call for affirmation of Consensus, mediate with dissenting parties, and to recommend committal or recommittal of a matter to Committee for further action. In the event the Plenary Chair is also a Member Representative, he or she may not continue to act as Member Representative".

~~2.1.3.2.5. Facilitate the ongoing operation of the Steering Group.~~

~~2.1.3.2.6. Perform all other acts necessary and appropriate to the conduct of the Plenary's activities and achievement of the Plenary's goals.~~

~~2.2. *Conducting & Participating in Elections. The Plenary shall be responsible for electing Management Council Delegates, At-Large Delegates, and Plenary and*~~

~~2.1.3.3. The Management Council Chairs in accordance with section 3, General Elections.~~

~~2.1.4. Plenary Standing Committees and Working Groups. The roles of the Plenary Standing Committees and Working Groups are defined in the Charter<sup>93</sup>.~~

~~2.1.4.1. Administration. Standing Committees may be proposed by the Plenary or the Management Council and shall be officially established by the Management Council.~~

~~Standing Committees and Working Groups shall create their own charters, which shall be approved by the Management Council. Charters shall, at a minimum outline the missions, operations, decision making procedures, and leadership selection processes. All charters will support the NSTIC Guiding Principles and the Steering Group operating principles<sup>94</sup>.~~

~~2.1.4.2. Working Groups. Participation in and meetings of the Plenary Working Groups shall be open to all members.~~

~~2.1.4.3. Standing Committees. Standing Committee Charters shall also outline participation requirements.~~

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<sup>93</sup> Identity Ecosystem Steering Group Charter, Section 2.1.2, Plenary Standing Committees and Section 2.1.3, Plenary Working Groups.

<sup>94</sup> Identity Ecosystem Steering Group Charter, Section 1.3, Adherence to the NSTIC Guiding Principles and Section 1.4, Operating Principles.



## **~~2.2—Identity Ecosystem Management Council.~~**

~~The Management Council shall be comprised of the Management Council Delegates, the Management Council Chair, the Vice Chair, and the Ombudsman. Their roles and responsibilities are described in the sections that follow.~~

~~The Management Council shall provide guidance to the Plenary on the broad objectives envisioned by the NSTIC, produce workplans to prioritize work items and monitor progress, and ensure that Steering Group work activities align with the NSTIC Guiding Principles. The Management Council shall ratify policy and standards recommendations approved by the Plenary. The Management Council shall also be responsible for managing the Steering Group's resources and procuring services once the Steering Group is self-sustaining.~~

**~~2.2.1. Management Council Participation.~~** ~~The Management Council shall be open to all Participating Members through the election process prescribed in section 2.2.3, Management Council Delegate Selection Process. Management Council Delegates and At-Large Delegates shall attend Management Council meetings and shall have the right to vote on Management Council matters.~~

**~~2.2.2. Management Council Delegates.~~** ~~The Management Council shall be composed of sixteen (16) voting delegates including fourteen (14) delegates who are elected from the Stakeholder Groups and two At-Large Delegates.~~

**~~2.2.2.1. Stakeholder Group Delegates.~~** ~~There shall be fourteen (14) Management Council Delegates elected from the Stakeholder Groups in accordance with section 2.2.3.1, Stakeholder Group Delegates.~~

**~~2.2.2.2. At-Large Delegates.~~** ~~There shall be two (2) At-Large Management Council Delegates elected in accordance with section 2.2.3.2, At-Large Delegates.~~

**~~2.2.3. Management Council Delegates Selection Process.~~** ~~The management council selection processes is described in the sections that follow.~~

~~2.2.3.1. Stakeholder Group Delegates.~~ Stakeholder Group Delegates shall be selected through an election held among the Participating Members within each Stakeholder Group in accordance with section 3, General Elections.

~~2.2.3.2. At Large Delegates.~~ At Large Delegates shall be selected through an election held among the Participating Members within the Plenary. All Participating Members may vote for candidates being elected for At Large Delegate positions in accordance with section 3, General Elections.

~~2.2.3.3. Delegate Selection Criteria.~~ The Stakeholder Group Delegates and At Large Delegates shall be selected in accordance with the criteria detailed in the Charter<sup>95</sup>.

~~2.2.3.4. Management Council Delegate Term of Office.~~ The terms of Management Council Delegates shall be as follows:

~~2.2.3.4.1. Management Council Delegates shall serve two year terms.~~

~~2.2.3.4.2. There are no term limits for delegates.~~

~~In the first term of office following the initial interim period where all delegates shall serve for a period of six months (see Section 11, Initial Interim Period) one half of Stakeholder Group Delegates and one At Large Delegate shall serve a one year term.~~

~~2.2.3.5. Mid Term Vacancies.~~ Mid term vacancies may occur due to a Management Council Delegate voluntarily relinquishing their position or a change in a member's status according to section 1.6, Change in Member Status.

~~Should a delegate become unable to fulfill their commitment, they shall be expected to vacate their seat. Once vacated, a replacement must be chosen by election at the earliest~~

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<sup>95</sup> Identity Ecosystem Steering Group Charter, Section 3.2.1, Delegate Selection Criteria.

~~reasonable opportunity in accordance with section 3, General Elections. Vacancies shall not affect the ability to make decisions.~~

~~**2.2.4. Management Council Officers.** The Management Council Officers shall include the Chair, Vice-Chair, and Ombudsman. The selection processes, terms, and responsibilities are described in the sections that follow.~~

~~**2.2.4.1. Management Council Chair.** The selection process, duties, and term of office are described in the sections that follow. For details on the role of the Management Council Chair see the Charter<sup>96</sup>. [8]~~

~~**2.2.4.1.1. Selection Process.** Nominees for this position shall be approved by the Nominations Committee. The Management Council Chair shall be selected by Participating Members in the Plenary in accordance with section 3, General Elections.~~

~~**2.2.4.1.2. Duties.** The Management Council Chair shall be responsible for the overall management of the Management Council. The Chair shall:~~

~~**2.2.4.1.2.1.** Act in a purely neutral capacity, divesting him or her of any organizational or technical position in Management Council activities.~~

~~**2.2.4.1.2.2.** Guide the Secretariat in carrying out its duties and responsibilities as they pertain to the Management Council.~~

~~**2.2.4.1.2.3.** Guide the consensus process in the Management Council.~~

~~**2.2.4.1.2.4.** Preside over meetings and oversee votes of the Management Council.~~

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<sup>96</sup> Identity Ecosystem Steering Group Charter, Section 3.1, Management Council Composition.

~~2.2.4.1.2.5. Ensure that all decisions are clear and made available in written form to the Secretariat.~~

~~2.2.4.1.2.6. Coordinate with the Plenary Chair as necessary to ensure that Steering Group strategic and policy goals are being met.~~

~~2.2.4.1.2.7. Act as the lead spokesperson for the Management Council between meetings.~~

~~2.2.4.1.2.8. Assist in the resolution of an appeal against a Management Council decision.~~

~~2.2.4.1.3. Term of Office. The term of the Management Council Chair shall be three years, with no restriction on the number of consecutive terms.~~

~~2.2.4.2. Management Council Vice-Chair. The duties and term of office of the Management Council Vice-Chair are described in the sections that follow. For details on the role of the Management Council Vice-Chair see the Charter<sup>97</sup>.~~

~~2.2.4.2.1. Duties. The Management Council Vice-Chair shall:~~

~~2.2.4.2.1.1. Promote Identity Ecosystem stakeholder involvement and engagement.~~

~~2.2.4.2.1.2. Build consensus on policy frameworks necessary to achieve the vision.~~

~~2.2.4.2.1.3. Actively participate within and across relevant public and private sector forums.~~

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~~<sup>97</sup> Identity Ecosystem Steering Group Charter, Section 3.1, Management Council Composition.~~

~~2.2.4.2.1.4. Assess progress against the goals, objectives, and milestones of the NSTIC.~~

~~2.2.4.2.2. Term of Office. As an ex-officio position on the Management Council, the Vice Chair position may be held without limit.~~

~~2.2.4.3. Ombudsman. The selection criteria, duties, term of office and authority of the Ombudsman are described in the sections that follow. For the role of the Ombudsman see the Charter<sup>98</sup>.~~

~~2.2.4.3.1. Selection. The role of the Ombudsman shall be provided by the Secretariat. The Management Council shall establish criteria for the selection of the Ombudsman. The Ombudsman shall:~~

~~2.2.4.3.1.1. Be independent from Steering Group members and Stakeholder Groups.~~

~~2.2.4.3.1.2. Be capable of maintaining objectivity in the execution of all duties and responsibilities.~~

~~2.2.4.3.1.3. Have strong communication, interpersonal, and problem solving skills.~~

~~2.2.4.3.1.4. Have experience in complaint resolution and investigation.~~

~~2.2.4.3.2. Duties. The Ombudsman shall:~~

~~2.2.4.3.2.1. Uphold the NSTIC Steering Group Charter, By-laws, and Operating Principles.~~

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<sup>98</sup>. Identity Ecosystem Steering Group Charter, Section 3.1, Management Council Composition.

~~2.2.4.3.2.2. Facilitate balanced representation within the Steering Group.~~

~~2.2.4.3.2.3. Develop and implement complaint and issue resolution policies and procedures for the Steering Group.~~

~~2.2.4.3.2.4. Investigate and assist in the resolution of issues and complaints associated with Steering Group processes.~~

~~2.2.4.3.2.5. Report on Ombudsman activities to the Management Council.~~

~~2.2.4.3.2.6. Maintain and safeguard records of all Ombudsman activities.~~

~~2.2.4.3.2.7. Provide information on Ombudsman activities, policies, procedures, and processes to the general public including, but not limited to, periodic reports outlining disputes, complaints, recommendations, resolutions and final dispositions.~~

~~2.2.4.3.3. Authority.~~ The Ombudsman shall have the authority to:

~~2.2.4.3.3.1. Attend all Steering Group meetings and functions.~~

~~2.2.4.3.3.2. Conduct investigations and fact finding into complaints and issues arising from Steering Group proceedings.~~

~~2.2.4.3.3.3. Make recommendations and assist in the resolution, mitigation, and prevention of issues and complaints.~~

~~2.2.4.3.4. Steering Group Responsibilities. All members of the Steering Groups shall cooperate with the Ombudsman in the execution of his or her duties. Appropriate Steering Group leadership shall record and publically report all actions taken pursuant to Ombudsman recommendations.~~

~~2.2.4.3.5. Term of Office. There are no term limits for the Ombudsman.~~

~~Management Council Responsibilities. The Management Council shall general administrative supervision of the affairs of the IDESG between meetings of the Plenary and provide guidance to the Plenary on the broad perspectives and objectives envisioned by the NSTIC and in order to ensure that Steering Group IDESG work activities adherealign to the NSTIC Guiding Principles. The Management Council shall ratify policy and standards recommendations approved by the Plenary. The Steering Group shall be initiated with the support of the Federal Government. Following the initiation period, the Steering Group shall transition to a self-sustaining organization. The Management Council shall be responsible for managing the Steering Group's resources and procuring services once the Steering Group is self-sustaining.<sup>99</sup>~~

Comment [A57]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESC".

Comment [A58]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESC".

Comment [A59]: REVISION AND RECODIFICATION IN ACCORDANCE WITH INSTRUCTIONS FOR DRAFTING - PAGE 1 ITEM # 2: " MC RESPONSIBILITIES INCLUDE ROBERTS MODEL BYLAWS - ART 6 SECT 2". AGREED UPON BY CONSENSUS 14 SEPTEMBER 2012.

<sup>99</sup> REVISED NSTIC NPO SECTION 2.2.5 (First sentence) amended as follows: "Management Council Responsibilities. The Management Council shall have general administrative supervision of the affairs of the Working Group between meetings of the Plenary and provide guidance to the Plenary on the broad perspectives and objectives envisioned by the NSTIC in order to and ensure that Steering Group work activities align adhere to the NSTIC Guiding Principles<sup>99</sup>. The Management Council shall ratify policy and standards recommendations approved by the Plenary. The Steering Group shall be initiated with the support of the Federal Government. Following the initiation period, the Steering Group shall transition to a self-sustaining organization. The Management Council shall be responsible for managing the Steering Group's resources and procuring services once the Steering Group is self-sustaining". Please Note: NSTIC NPO SECTION 2.2.5: [a] Second sentence - Deleted; [b] Third sentence is deleted; and, [c] Fourth sentence - moved to Section 2.2.1.1.2.

CONSOLIDATES NSTIC NPO SECTION 2.2 (SECOND PARAGRAPH AND PROPOSED CHARTER SECTION 3, WHICH PROVISION IS DELETED, AS FOLLOWS: "The Management Council shall provide guidance to the Plenary on the broad objectives envisioned by the NSTIC, produce workplans to prioritize work items and monitor progress, and ensure that Steering Group work activities align with the NSTIC Guiding Principles. The Management Council shall ratify policy and standards recommendations approved by the Plenary. The Management Council shall also be responsible for managing the Steering Group's resources and procuring services once the Steering Group is self-sustaining".

CONSOLIDATES THE PROVISIONS OF NSTIC NPO SECTION 2.2.1 WHICH IS DELETED AS FOLLOWS: "The Management Council shall be open to all Voting Members through the election process prescribed in section

**2.2.1. Management Council Membership<sup>100</sup>.** The Management Council shall be comprised of elected Management Council Delegates, the Management Council Chair and the appointed Vice Chair and Ombudsman. There shall be sixteen (16) Delegates as follows:

Comment [A60]: SCRIVENER'S RECOMMENDATION – FORMAT:

**2.2.1.1. Stakeholder Category Delegates<sup>101</sup>.** Fourteen (14) Management Council Delegates shall be elected from the Stakeholder Categories as set forth herein (See, Section 3 "General Elections").

Comment [A61]: SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS: 21 SEPTEMBER 2012 ("STAKEHOLDER GROUP" TO "STAKEHOLDER CATEGORY").

Comment [A62]: SCRIVENER'S RECOMMENDATION – FORMAT:

**2.2.1.1.1. Function of the Stakeholder Category Affiliation<sup>102</sup>.** Stakeholder Category Affiliation exists for the sole purpose set forth in these Rules (See, Section 3.2 "Stakeholder Category Affiliation"). Accordingly, Members who affiliate with a Stakeholder Category shall not function as a deliberative body, have no chartered authority to do so and shall not conduct work for the IDESG. The Secretariat shall not facilitate meetings of any Affiliates of the Stakeholder Categories; however, to the extent that a group of stakeholders belonging to a particular category should meet together, it is expected that they follow the IDESG Operating Principles of Openness and Transparency, as set

Comment [A63]: INSTRUCTIONS FOR DRAFTING: "STAKEHOLDER DELEGATE ELECTION CONTINUED (3.2)". AGREED UPON BY CONSENSUS 21 SEPTEMBER 2012

Comment [A64]: SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS: 21 SEPTEMBER 2012 ("STAKEHOLDER GROUP" TO "STAKEHOLDER CATEGORY").

Comment [A65]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

~~2.2.3, below Management Council Delegate Selection Process, Management Council Delegates and At Large Delegates shall attend Management Council meetings and shall have the right to vote on Management Council matters".~~

<sup>100</sup> CONSOLIDATES NSTIC NPO SECTIONS 2.2 (First Paragraph), 2.2.2 AND 22.4, AS FOLLOWS: "The Management Council shall be comprised of the elected Management Council Delegates, the Management Council Chair, and the appointed Vice Chair, and the Ombudsman. There shall be sixteen (16) Delegates as follows: ~~Their roles and responsibilities are described in the sections that follow~~". SECTION 2.2.2 is deleted as follows: "~~Section 2.2.2, Management Council Delegates<sup>100</sup>. The Management Council shall be composed of sixteen (16) voting delegates including fourteen (14) delegates who are elected from the Stakeholder Categories and two At Large Delegates~~".

NSTIC NPO SECTION 2.2.4 IS DELETED AS FOLLOWS: "~~The Management Council Officers shall include the Chair, Vice Chair and Ombudsman. The selection processes, terms, and responsibilities are described in the sections that follow~~".

<sup>101</sup> REVISION OF NSTIC NPO SECTION 2.2.2.1, AS FOLLOWS: "~~There shall be Fourteen (14) Management Council Delegates shall be elected from the Stakeholder Categories as set forth herein (See, Section 3 "General Elections"). in accordance with section 2.2.3.1, Stakeholder Category Delegates,~~".

<sup>102</sup> NEW.



forth in these Rules (See, Section 2.4 "Transparency & Dissemination of Information").

**2.2.1.2. At-Large Delegates<sup>103</sup>.** Two (2) At-Large Management Council Delegates shall be elected as set forth herein (See, Section 3 "General Elections").

**2.2.1.3. Exercise of Judgment<sup>104</sup>.** All Delegates are expected to exercise their best judgment and strategic responsibility to help the IDESG fulfill its mission of implementing the NSTIC. Although each Stakeholder Category Delegate has chosen to self-select into a particular Stakeholder Category, they are not expected to take selective or special direction from the members of their Stakeholder Category.

**2.2.5.2.2.2. Administrative Activities<sup>105</sup>.** The Management Council shall perform administrative duties to facilitate the operations of the ~~Steering Group~~ IDESG. The Management Council shall:

~~2.2.5.1.1. Approve and prioritize work programs and action plans.~~

~~2.2.5.2.2.2.1.~~ Manage the resources and procuring services necessary to execute work programs and action plans and to operate the Plenary in order to facilitate the transition to a self-sustaining organization<sup>106</sup>.

**Comment [A66]:**

**INSTRUCTIONS FOR DRAFTING:**  
**"STAKEHOLDER DELEGATE ELECTION CONTINUED (3.3)". AGREED UPON BY CONSENSUS 21 SEPTEMBER 2012**

**Comment [A67]: SCRIVENER'S NOTE:**  
**"WORKING GROUP" TO "IDESG".**

**Comment [A68]: SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS: 21 SEPTEMBER 2012.**

**Comment [A69]: SCRIVENER'S NOTE:**  
**"WORKING GROUP" TO "IDESG".**

**Comment [A70]: SCRIVENER'S EDIT - CONFORMITY USE OF ACRONYM**

**Comment [A71]: SCRIVENER'S RECOMMENDATION - FORMAT:**

**Comment [A72]: REVISION AND RECODIFICATION IN ACCORDANCE WITH INSTRUCTIONS FOR DRAFTING - PAGE 1 ITEM # 2: " MC RESPONSIBILITIES INCLUDE ADMIN RESPONSIBILITIES INCLUDING ...OPERATIONAL PLAN DEVELOPMENT AND WORK PLANS TO BECOME A SELF-SUSTAINING ORGANIZATION". AGREED UPON BY CONSENSUS 14 SEPTEMBER 2012.**

<sup>103</sup> **REVISION OF NSTIC NPO SECTION 2.2.2.2, AS FOLLOWS:** "~~There shall be Two (2) At-Large Management Council Delegates shall be elected as set forth herein in accordance with section 2.2.3.2. At Large Delegates (See, Section 3 "General Elections").~~".

<sup>104</sup> NEW

<sup>105</sup> **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 2.2.5.1.**

**DELETED NSTIC NPO SECTION 2.2.5.1.a. as follows:** "Approve and prioritize work programs and action plans". Based upon consensus dated 14 September 2012.

<sup>106</sup> **REVISED NSTIC NPO SECTION 2.2.5.1.b. as follows:** "Manage the resources and procuring services necessary to execute work programs and action plans and to operate the Plenary in order to facilitate the transition to a self-sustaining organization". This provision also contains the essence of NSTIC NPO SECTION 2.2.5 (Fourth sentence), as follows: "The Management Council shall be responsible for managing the Steering Group's resources and procuring services once the Steering Group is self-sustaining".

~~2.2.5.3.2.2.2.2.~~ ~~\_\_\_\_\_ Ratify recommendations from the Steering Group~~ Review proposals for the standards, policies, and other components of the Identity Ecosystem Framework prior to consideration by the Plenary in accordance with the policy of the Plenary pertaining to the development of policies for the IDESG<sup>107</sup>.

Comment [A73]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

~~2.2.5.4.2.2.2.3.~~ ~~\_\_\_\_\_ Approve~~ Review charters of the Standing Committees ~~and Working Groups of the Plenary~~ in accordance with the policy of the Plenary pertaining to the development of policies for the IDESG<sup>108</sup>.

Comment [A74]: SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS - "COMMITTEES OF THE PLENARY" IN LIEU OF STANDING COMMITTEES AND WORKING GROUPS".

~~2.2.5.5.2.2.2.4.~~ ~~\_\_\_\_\_ Maintain and update Steering Group~~ recommend periodic or necessary updates of IDESG organizational policies and procedures including ~~Charter, By-laws, governance documents~~ Membership Agreement, and intellectual property rights policies<sup>109</sup>.

Comment [A75]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

Comment [A76]: REVISION AND RECODIFICATION IN ACCORDANCE WITH INSTRUCTIONS FOR DRAFTING - PAGE 1 ITEM # 2: " MC RESPONSIBILITIES INCLUDE CHARTER APPROVAL". AGREED UPON BY CONSENSUS 14 SEPTEMBER 2012.

~~2.2.5.6.2.2.2.5.~~ ~~\_\_\_\_\_ Manage~~ marketing and public relations activities<sup>110</sup>.

Comment [A77]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

2.2.3. Management Council Chair<sup>111</sup>. The Management Council Chair shall be the presiding Officer of the Management Council (See, Section 13 "Glossary: Defined Terms").

Comment [A78]: REVISION AND RECODIFICATION IN ACCORDANCE WITH INSTRUCTIONS FOR DRAFTING - PAGE 1 ITEM # 2: " MC RESPONSIBILITIES INCLUDE CHICAGO DRAFT BYLAWS: 2.2.5.1.e (ADMINISTRATIVE TASKS ONLY)". AGREED UPON BY CONSENSUS 14 SEPTEMBER 2012.

<sup>107</sup> REVISED NSTIC NPO SECTION 2.2.5.1.c. as follows: "Ratify Review proposals ~~recommendations from the Steering Group~~ for the standards, policies, and other components of the Identity Ecosystem Framework prior to consideration by the Plenary in accordance with the policy of the Plenary pertaining to the development of policies for the Steering Group".

<sup>108</sup> REVISED NSTIC NPO SECTION 2.2.5.1.d. as follows: "~~Approve~~ Review charters of the Standing Committees and Working Groups in accordance with the policy of the Plenary pertaining to the development of policies for the Steering Group".

<sup>109</sup> NSTIC NPO SECTION 2.2.5.1.e. as follows: "Maintain and recommend periodic or necessary updates of Steering Group organizational policies and procedures including governance documents ~~Charter, By-laws,~~ Membership Agreement, and intellectual property rights policies"

<sup>110</sup> NSTIC NPO SECTION 2.2.5.1.f.

<sup>111</sup> REVISION AND CONSOLIDATION OF NSTIC NPO SECTIONS 2.2.4.1. AND 2.2.4.1.2 AND PROPOSED CHARTER SECTION 3.1, AS FOLLOWS: "The Management Council Chair shall be the presiding Officer of the Management Council. ~~selection process, duties, and term of office are described in the sections that follow. For details on the role of the Management Council Chair see the Charter~~ Duties. The Management Council Chair Duties. The Management Council Chair shall be responsible for the overall management of the Management Council and The Chair shall."

Comment [A79]: REVISION AND RECODIFICATION IN ACCORDANCE WITH INSTRUCTIONS FOR DRAFTING - PAGE 1 ITEM # 2: " MC RESPONSIBILITIES INCLUDE CHICAGO DRAFT BYLAWS: 2.2.5.1.f)". AGREED UPON BY CONSENSUS 14 SEPTEMBER 2012.

2.2.3.1. **Duties.** The Management Council Chair shall be responsible for the overall management of the Management Council and shall:

Comment [A80]:  
DRAFTING GUIDANCE:

SHOULD THE DUTIES OF THE CHAIR BE  
MOVED FROM THE RULES AND PLACED IN  
THE STANDING RULES?

2.2.3.1.1. Act in a purely neutral capacity, divesting him or her of any organizational or technical position in Management Council activities<sup>112</sup>.

Comment [A81]: SCRIVENER'S  
RECOMMENDATION – FORMAT:

2.2.5.6.1.2.2.3.1.2. Guide the Secretariat in carrying out its duties and responsibilities as they pertain to the Management Council<sup>113</sup>.

2.2.3.1.3. Guide the **Consensus** process in the Management Council<sup>114</sup>.

Comment [A82]: SCRIVENER'S  
RECOMMENDATION – FORMAT  
CONFORMITY (“CONSENSUS” AS DEFINED  
TERM).

2.2.3.1.4. Preside over meetings and oversee votes of the Management Council<sup>115</sup>.

Comment [A83]: SCRIVENER'S  
RECOMMENDATION – FORMAT  
CONFORMITY

2.2.3.1.5. Ensure that all decisions are clear and made available in written form to the Secretariat<sup>116</sup>.

2.2.3.1.6. Coordinate with the Plenary Chair as necessary to ensure that **IDESG** strategic and policy goals are being met<sup>117</sup>.

Comment [A84]: SCRIVENER'S NOTE:  
“WORKING GROUP” TO “IDESG”.

2.2.3.1.7. Act as the lead spokesperson for the Management Council between meetings<sup>118</sup>.

2.2.3.1.8. Assist in the resolution of an appeal against a Management Council decision<sup>119</sup>.

<sup>112</sup> NSTIC NPO SECTION 2.2.4.1.2.a.

<sup>113</sup> NSTIC NPO SECTION 2.2.4.1.2.b.

<sup>114</sup> NSTIC NPO SECTION 2.2.4.1.2.c.

<sup>115</sup> NSTIC NPO SECTION 2.2.4.1.2.d.

<sup>116</sup> NSTIC NPO SECTION 2.2.4.1.2.e.

<sup>117</sup> NSTIC NPO SECTION 2.2.4.1.2.f.

<sup>118</sup> NSTIC NPO SECTION 2.2.4.1.2.g.

<sup>119</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.1.2.h.

**2.2.4. Management Council Vice-Chair<sup>120</sup>.** This position shall be filled by the Director of the National Program Office<sup>121</sup>.

Comment [A85]: SCRIVENER'S RECOMMENDATION – TEXT

**2.2.4.1. Duties<sup>121</sup>.** The Management Council Vice-Chair shall:

**2.2.4.1.1. Promote Identity Ecosystem stakeholder involvement and engagement<sup>122</sup>.**

Comment [A86]: SCRIVENER'S RECOMMENDATION – FORMAT:

**2.2.4.1.2. Build Consensus on policy frameworks necessary to achieve the vision<sup>123</sup>.**

Comment [A87]: SCRIVENER'S RECOMMENDATION – FORMAT CONFORMITY ("CONSENSUS" AS DEFINED TERM).

**2.2.4.1.3. Actively participate within and across relevant public and private sector forums<sup>124</sup>.**

**2.2.4.1.4. Assess progress against the goals, objectives, and milestones of the NSTIC<sup>125</sup>.**

**2.2.4.2. Term of Office<sup>126</sup>.** As an ex-officio position on the Management Council, the Vice Chair position may be held without limit.

**2.2.5. Ombudsman<sup>127</sup>.** The Ombudsman shall be responsible for upholding the NSTIC Guiding Principles, ensuring that the interests of

Comment [A88]: SCRIVENER'S RECOMMENDATION – EDIT: CONFORMITY TO CHARTER LANGUAGE.

<sup>120</sup> REVISION, RECODIFICATION AND CONSOLIDATION OF NSTIC NPO SECTION 2.2.4.2 WITH SECTIONS 3.1 and 3.2 OF THE PROPOSED CHARTER, AS FOLLOWS: "This position shall be filled by the Director of the National Program Office. The duties and term of office of the Management Council Vice Chair are described in the sections that follow. For details on the role of the Management Council Vice Chair see the Charter".

<sup>121</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.2.1.

<sup>122</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.2.1.a.

<sup>123</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.2.1.b.

<sup>124</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.2.1.c.

<sup>125</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.2.1.d.

<sup>126</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.2.2.

<sup>127</sup> REVISION, RECODIFICATION AND CONSOLIDATION OF NSTIC NPO SECTION 2.2.4.3 AND PROPOSED CHARTER SECTION 3.1, AS FOLLOWS: "The selection criteria, duties, term of office and authority of the Ombudsman are described in the sections that follow. For the role of the Ombudsman see the Charter. The Ombudsman shall be responsible for upholding the NSTIC Guiding Principles, ensuring that interests of consumers or other individuals and underrepresented groups are represented and advocated, safeguarding against individual Stakeholder Categories exerting excessive influence, monitoring and reporting on Management Council activities, managing grievances from the Members, and facilitating public comment and citizen outreach. The Ombudsman shall be a non-voting officer".

consumers or other individuals and underrepresented groups are represented and advocated, safeguarding against individual Stakeholder Categories exerting excessive influence, monitoring and reporting on Management Council activities, managing grievances and complaints from the Members, and facilitating public comment and citizen outreach. The Ombudsman shall be a non-voting Officer.

**2.2.5.1. Selection<sup>128</sup>.** The Ombudsman shall be selected by the Secretariat. The Management Council shall establish criteria for the selection of the Ombudsman. The Ombudsman shall:

**2.2.5.1.1.** Be independent from IDESG members and Stakeholder Categories<sup>129</sup>.

**2.2.5.1.2.** Be capable of maintaining objectivity in the execution of all duties and responsibilities<sup>130</sup>.

**2.2.5.1.3.** Have strong communication, interpersonal, and problem solving skills<sup>131</sup>.

**2.2.5.1.4.** Have experience in complaint resolution and investigation<sup>132</sup>.

**2.2.5.2. Term of Office<sup>133</sup>.** There are no term limits for the Ombudsman.

**2.2.5.3. Duties<sup>134</sup>.** The Ombudsman shall:

Comment [A89]: SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS: 21 SEPTEMBER 2012 ("STAKEHOLDER GROUP" TO "STAKEHOLDER CATEGORY").

Comment [A90]: SCRIVENER'S RECOMMENDATION: CONFORMITY

Comment [A91]:  
DRAFTING GUIDANCE:

SHOULD SELECTION CRITERIA FOR THE OMBUDSMAN BE PLACED IN A SPECIAL RULE?

Comment [A92]: SCRIVENER'S RECOMMENDATION - EDIT - CONFORMITY: 28 SEPTEMBER 2012

Comment [A93]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

Comment [A94]: SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS: 21 SEPTEMBER 2012 ("STAKEHOLDER GROUP" TO "STAKEHOLDER CATEGORY").

Comment [A95]: SCRIVENER'S RECOMMENDATION - FORMAT:

<sup>128</sup> **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.1.a, AS FOLLOWS:** "The role of the Ombudsman shall be provided selected by the Secretariat. The Management Council shall establish criteria for the selection of the Ombudsman".

<sup>129</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.1.b.

<sup>130</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.1.c

<sup>131</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.1.d

<sup>132</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.2.1

<sup>133</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.5.

<sup>134</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.2.

2.2.5.3.1. Uphold the IDESG Rules of Association<sup>135</sup>.

Comment [A96]: SCRIVENER'S NOTE: IN LIEU OF BY-LAWS AND CHARTER.

2.2.5.3.2. Facilitate balanced representation within the IDESG<sup>136</sup>.

Comment [A97]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

2.2.5.3.3. Develop and implement complaint and issue resolution policies and procedures for the IDESG<sup>137</sup>.

Comment [A98]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

2.2.5.3.4. Investigate and assist in the resolution of issues and complaints associated with IDESG processes<sup>138</sup>.

Comment [A99]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

2.2.5.3.5. Report on Ombudsman activities to the Management Council<sup>139</sup>.

2.2.5.3.6. Maintain and safeguard records of all Ombudsman activities<sup>140</sup>.

2.2.5.3.7. Provide information on Ombudsman activities, policies, procedures, and processes to the general public including, but not limited to, periodic reports outlining disputes, complaints, recommendations, resolutions and final dispositions<sup>141</sup>.

2.2.5.4. Authority<sup>142</sup>. The Ombudsman shall have the authority to:

Comment [A100]: SCRIVENER'S RECOMMENDATION – FORMAT:

2.2.5.4.1. Attend all IDESG meetings and functions<sup>143</sup>.

Comment [A101]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

<sup>135</sup> REVISION AND RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.2.e AS FOLLOWS: "Uphold the IDESG NSTIC Steering Group Charter, Rules of Association, and Operating Principles".

<sup>136</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.2.f.

<sup>137</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.2.g.

<sup>138</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.2.h.

<sup>139</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.2.i.

<sup>140</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.2.j.

<sup>141</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.2.k.

<sup>142</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.3.

<sup>143</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.3.a.

2.2.5.4.2. Conduct investigations and fact finding into complaints and issues arising from IDESG proceedings<sup>144</sup>.

Comment [A102]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

2.2.5.4.3. Make recommendations and assist in the resolution, mitigation, and prevention of issues and complaints<sup>145</sup>.

2.2.5.5. Steering Group Responsibilities<sup>146</sup>. All members of the IDESG shall cooperate with the Ombudsman in the execution of his or her duties. Appropriate IDESG leadership shall record and publically report all actions taken pursuant to Ombudsman recommendations.

Comment [A103]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

Comment [A104]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

### 2.3. Secretariat<sup>147</sup>.

The Secretariat shall serve as the administrative body of the ~~Steering Group~~ IDESG and promote alignment of the Steering Group's operations with the NSTIC Guiding Principles. The role and responsibilities of the ~~Secretariat~~ are described in the sections that follow.

Comment [A105]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

~~Selection of~~ Secretariat are described in the sections that follow.

2.3.1. Selection of Secretariat<sup>148</sup>. The Secretariat shall initially be provided by the NSTIC National Program Office. At such time that the ~~Steering Group~~ IDESG becomes self-sustaining, the Management Council shall be responsible for acquiring secretariat services support.

Comment [A106]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

2.3.2. Secretariat Responsibilities<sup>149</sup>. The Secretariat shall act in a neutral capacity, divesting itself of any technical or other point of view. The Secretariat is responsible for ensuring that these ~~By-laws~~ Rules and the decisions of the ~~Steering Group~~ IDESG are followed. The Secretariat is responsible for facilitating, monitoring, reporting, and ensuring active

Comment [A107]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

<sup>144</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.3.b.

<sup>145</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.3.c.

<sup>146</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.4.

<sup>147</sup> RECODIFICATION OF NSTIC NPO SECTION 2.3.

<sup>148</sup> RECODIFICATION OF NSTIC NPO SECTION 2.3.1.

<sup>149</sup> RECODIFICATION OF NSTIC NPO SECTION 2.3.2.

progress of the ~~Steering Group~~IDESG work to conclusion. The Secretariat shall:

Comment [A108]: SCRIVENER'S  
RECOMMENDATION – FORMAT:

2.3.2.1. Distribute ~~Steering Group~~IDESG documents and process received comments and input<sup>150</sup>.

2.3.2.2. Assist the ~~Steering Group~~IDESG leadership in establishing work priorities, agendas, target dates and other management activities as needed<sup>151</sup>.

2.3.2.3. Record and make available all decisions of the ~~Steering Group~~IDESG for confirmation, and prepare reports for the ~~Steering Group~~IDESG as requested<sup>152</sup>.

2.3.2.4. Support the Steering Group's efforts to ensure alignment with the NSTIC Guiding Principles and operating principles<sup>153</sup>.

2.3.2.5. Enable timely and public distribution of ~~Steering Group~~IDESG products and information; including, but not limited to, maintenance of the ~~Steering Group~~IDESG Website<sup>154</sup>.

2.3.2.6. Provide the resources and personnel for the Ombudsman position<sup>155</sup>.

2.3.2.7. Take and record attendance at Plenary meetings<sup>156</sup>.

2.3.2.8. During the ~~initial election of delegates and officers, process~~ the Secretariat shall ~~satisfy the requirements outlined~~be responsible for the ~~Nominations Committee in section 3, administration and conduct~~ General Elections. ~~Once the~~

Comment [A109]:  
DRAFTING GUIDANCE:

THE INSTRUCTION ON 25 SEPTEMBER 2012 WAS TO ADDRESS THE ISSUE OF NOMINATIONS AND QUALIFICATIONS FOR OFFICE. IN LIEU OF THE NOMINATIONS COMMITTEE THE MINISTERIAL DUTIES HAVE BEEN ASSIGNED TO THE SECRETARIAT. SINCE THERE IS ONLY A QUALIFICATION PROCESS, NO SLATES AND NO NOMIATIONS....THE NOMINATIONS COMMITTEE HAS BEEN DELETED FROM THE DRAFT.

<sup>150</sup> NSTIC NPO SECTION 2.3.2.a.

<sup>151</sup> NSTIC NPO SECTION 2.3.2.b.

<sup>152</sup> NSTIC NPO SECTION 2.3.2.c.

<sup>153</sup> NSTIC NPO SECTION 2.3.2.d.

<sup>154</sup> NSTIC NPO SECTION 2.3.2.e.

<sup>155</sup> NSTIC NPO SECTION 2.3.2.f.

<sup>156</sup> NSTIC NPO SECTION 2.3.2.g.



~~Nominations Committee is fully established the Secretariat will no longer be required to fill this role~~<sup>157</sup>.

#### **2.3.2.4. Transparency & Dissemination of Information**<sup>158</sup>.

The Steering Group shall conduct all operations and administrative actions in an open and transparent manner.

**2.4.1. Open Meetings.**~~Where~~<sup>159</sup>. ~~Where~~ever possible, meetings of the ~~Steering Group~~ IDESG shall be open for public attendance. Electronic tools and mechanisms shall be made available to enable remote attendance and participation.

Comment [A110]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

**2.4.2. Publication of Operations**<sup>160</sup>. Essential information about ~~Steering Group~~ IDESG activities shall be made publicly available through the ~~Steering Group's~~ IDESG's website.

**2.4.3. Material Distribution**<sup>161</sup>. The Steering Group shall distribute the results of its activities through the ~~Steering Group~~ IDESG website. The website shall include all Plenary deliverables. This includes, but is not limited to, documents, conference presentations, meeting minutes, and publications.

#### **2.5. ~~3.~~ Complaints Pertaining to Actions of the Plenary and the Management Council**<sup>162</sup>.

~~There shall be a written complaint procedure which is known to all Members. Under such procedure a Member may file a complaint arising out of the actions taken by the Plenary or the Management Council. Such a procedure shall outline the steps and decision makers involved in resolving a dispute including the preliminary role of the Ombudsman in fact finding, reviewing and attempting to resolve issues prior to any action by the designated decision maker. The procedure shall include both informal (verbal) and formal (written) steps, who is involved and time frames to ensure timeliness of IDESG response to a complaint.~~

Comment [A111]:  
INSTRUCTIONS FOR DRAFTING – (1) PAGE 1  
ITEM # 1: "PLENARY ACTIONS ARE SUBJECT  
TO THE GRIEVANCE PROCESS".

(2) PAGE 1 ITEM #4 "GRIEVANCE PATHS".

AGREED UPON BY CONSENSUS 14  
SEPTEMBER 2012 AND CONFIRMED on 25  
SEPTEMBER 2012.

Comment [A112]: SCRIVENER'S NOTE:  
"WORKING GROUP" TO "IDESG".

<sup>157</sup> **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 2.3.2.h, AS FOLLOWS:** "During the ~~initial~~ election process of delegates and Officers, the Secretariat shall be responsible for the administration and conduct ~~satisfy the requirements outlined for the Nominations Committee in section 3.~~ General Elections. ~~Once the Nominations Committee is fully established the Secretariat will no longer be required to fill this role.~~"

<sup>158</sup> NSTIC NPO SECTION 2.4.

<sup>159</sup> NSTIC NPO SECTION 2.4.1.

<sup>160</sup> NSTIC NPO SECTION 2.4.2.

<sup>161</sup> NSTIC NPO SECTION 2.4.3.

<sup>162</sup> NEW.

The final decision-maker for complaints: (1) against the Plenary or any Committees or entities thereunder shall be the Management Council; and, (2) against the Management Council shall be the Plenary. The complaint procedure shall be approved by the Plenary and set forth in the IDESG Standing Rules.

### 3. General Elections<sup>163</sup>.

The processes for the electing Management Council Delegates, Plenary Chair and Management Council Chair are described in the sections that follow.

#### 3.1. ~~3.1.~~ General Requirements<sup>164</sup>.

The general requirements for the election process are:

~~3.1.1. Eligible Voters: At-Large Officers<sup>165</sup>. Only Participating Members of a Stakeholder Group may vote for Management Council Delegate candidates being elected from that Stakeholder Group.~~

3.1.1. ~~Only Participating~~Voting Members may vote for At-Large Management Council Delegates, the Plenary Chair, and the Management Council Chair.

~~3.~~

~~3.1.2. Eligible Voters: Stakeholder Categories<sup>166</sup>. Only Voting Members affiliated with a Stakeholder Category may vote for Management Council Delegate candidates being elected from that Stakeholder Category (See, Section 3.3 "Stakeholder Category Affiliation").~~

#### 3.2. Elected Officers of the Steering Group.

The Officers of the IDESG elected at-large by all Voting Members are the Plenary Chair<sup>167</sup>, Management Council Chair<sup>168</sup> and the two (2. ~~Election Process~~) at-

Comment [A113]: SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS: 21 SEPTEMBER 2012.

Comment [A114]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

<sup>163</sup> NSTIC NPO SECTION 3.

<sup>164</sup> NSTIC NPO SECTION 3.1 CONSOLIDATED WITH PORTIONS OF SECTION 3.2 OF THE PROPOSED CHARTER.

<sup>165</sup> NSTIC NPO SECTION 3.1.b.

<sup>166</sup> REVISED NSTIC NPO SECTION 3.1.a: AS FOLLOWS: "Only Voting ~~Participating~~ Members affiliated with ~~of a Stakeholder Category Group~~ may vote for Management Council Delegate candidates being elected from that Stakeholder Category ~~Group~~ (See, Section 3.3 "Stakeholder Category Affiliation)".

<sup>167</sup> NSTIC NPO SECTION 2.1.2.1 IS CONSOLIDATED INTO THIS PROVISION AND DELETED AS FOLLOWS: "~~2.1.2.1 Election With the exception of the initial election, nominees for this position shall be approved by the Nominations Committee. The Plenary Chair shall be elected by the Voting Members within the Plenary in accordance with section 3, General Elections.~~" See, also, Identity Ecosystem Steering Group Charter, Section 2.1.1, Plenary Chair.

<sup>168</sup> NSTIC NPO SECTION 2.2.4.1.1., IS CONSOLIDATED INTO THIS PROVISION AND DELETED AS FOLLOWS: "~~Selection Process. Nominees for this position shall be approved by the Nominations Committee. The~~

large Management Council Delegates<sup>169</sup>. The fourteen (14) Stakeholder Category Delegates shall be elected by the Voting Members within each Stakeholder Category (See, Section 3.3 "Stakeholder Category Affiliation").<sup>170</sup> All Officer shall serve until their successors are elected and qualified<sup>171</sup>.

**3.2.1. Term of Office. Staggered Terms for Council Stakeholder Delegates<sup>172</sup>.** Commencing on January 28, 2013 the following Officers shall serve two (2) year terms: Plenary Chair<sup>173</sup>, Management Council Chair<sup>174</sup> and Management Council Delegates<sup>175</sup> (See, "Proviso #2: Election Transition Protocols").

**3.2.2. Limitation of Service.** The Plenary Chair<sup>176</sup>, Management Council Chair<sup>177</sup> and Management Council Delegates<sup>178</sup> may serve no more than two (2) terms consecutively but may serve any number of non-consecutive terms (See, "Proviso #2: Election Transition Protocols").

**Comment [A115]: SCRIVENER'S RECOMMENDATION – FORMAT:**

**Comment [A116]:**  
SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS: 21 SEPTEMBER 2012.

**Comment [A117]: DRAFTING INSTRUCTIONS...** "DRAFT ON BASIS OF FAVORING ROTATING OF LEADERSHIP. TERM LIMITS MAY BE GOOD, PERHAPS PERMITTING NONCONSECUTIVE SERVICE, BUT NOT CONSECUTIVE REELECTIONS". AGREED UPON BY CONSENSUS 14 SEPTEMBER 2012.

**Comment [A118]: SCRIVENER'S RECOMMENDATION – FORMAT:**

**Comment [A119]: SCRIVENER'S RECOMMENDATION – FORMAT AND CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS: 14 SEPTEMBER 2012.**

~~Management Council Chair shall be selected by Voting Members in the Plenary in accordance with section 3, General Elections."~~

<sup>169</sup> ~~NTSIC NPO SECTIONS 2.2.3 AND 2.2.3.2. ARE CONSOLIDATED INO THIS PROVISION AND DELETED AS FOLLOWS: "2.2.3. Management Council Delegates Selection Process. The management council selection processes is described in the sections that follow". AND "2.2.3.2 At Large Delegates shall be selected through an election held among the Voting Members within the Plenary. All Voting Members may vote for candidates being elected for At Large Delegate positions in accordance with section 3, General Elections".~~

<sup>170</sup> ~~REVISED AND RECODIFIED NTSIC NPO SECTION 2.2.3.1 CONSOLIDATED WITH SECTION 3.2 OF THE PROPOSED CHARTER, AS FOLLOWS: "The fourteen (14) Stakeholder Category Delegates shall be selected by through an election held among the Voting Members within each Stakeholder Category in accordance with section 3, General Elections".~~

<sup>171</sup> ~~NEW.~~

<sup>172</sup> ~~NEW.~~

<sup>173</sup> ~~REVISION AND RECODIFICATION OF NTSIC NPO SECTION 2.1.2.3 (First sentence), IN LIEU FO THE FOLLOWING: "Plenary Chair 2.1.2.3 Term of Service"<sup>173</sup>; The Plenary Chair shall serve a (Two (2) years term". The second sentence was moved to Section 3.2.2.~~

<sup>174</sup> ~~REVISION AND RECODIFICATION OF NTSIC NPO SECTION 2.2.4.1.3, IN LIEU OF THE FOLLOWING: "Management Council Chair Term of Office"<sup>174</sup>; The term of the Management Council Chair shall be Three years....". The following clause is addressed in Section 3.2.2: "...with no restriction on the number of consecutive terms".~~

<sup>175</sup> ~~REVISION AND RECODIFICATION IN LIEU OF NTSIC NPO SECTION 2.2.3.4 and 2.2.3.4.a~~

<sup>176</sup> ~~REVISION AND RECODIFICATION OF NTSIC NPO SECTION 2.1.2.3 (Second sentences), IN LIEU OF THE FOLLOWING: "...The Plenary Chair may serve no more than two (2) terms consecutively but may serve any number of non-consecutive terms".~~

<sup>177</sup> ~~REVISION AND RECODIFICATION OF NTSIC NPO SECTION 2.2.4.1.3, IN LIEU OF THE FOLLOWING: "...with no restriction on the number of consecutive terms".~~

<sup>178</sup> ~~REVISION AND RECODIFICATION IN LIEU OF NTSIC NPO SECTION 2.2.3.4.b., AS FOLLOWS: "There are no term limits for delegates. ".~~

**3.2.3. Vacancy.** In the event an Officer voluntarily resigns, is unable to complete his or her term of due to a change in a Member's status according to these Rules (See, Section 1.5 "Changes in Membership Status") or is removed from Office, the Plenary shall elect a successor as set forth in these Rules (See, Section 3.4 "Election Process").<sup>179</sup> Should an Officer become unable to fulfill their commitment, they shall be expected to vacate their seat. Once vacated, a replacement must be chosen by election at the earliest reasonable opportunity in accordance with these Rules to fill the remaining portion of the unexpired term (See, Section 3.4 "Election Process") unless there is less than ninety (90) days remaining in the term of office. Vacancies shall not affect the ability to make decisions.<sup>180</sup>

**Comment [A120]:**

**DRAFTING INSTRUCTIONS...** "FILLING MID-TERM VACANCIES: SPECIAL ELECTION. REPLACEMENT SERVES TO END OF PARTIAL TERM. NO ELECTION IF REMAINING TERM < 30 DAYS". AGREED UPON BY CONSENSUS 14 SEPTEMBER 2012.

**3.2.4. Removal of Management Council Delegates<sup>181</sup>.** Management Council Delegates shall be subject to removal from elected office, for cause, by the Plenary in accordance with the provisions set forth by the IDESG's parliamentary authority. The procedures and grounds for removal shall be set forth in IDESG Standing Rules.

**Comment [A121]:**

**DRAFTING GUIDANCE: WHAT DOES THIS MEAN?**

**Comment [A122]:**

**INSTRUCTIONS FOR DRAFTING:** "STAKEHOLDER DELEGATE ELECTION CONTINUED (3.1)". AGREED UPON BY CONSENSUS 21 SEPTEMBER 2012.

**DRAFTING GUIDANCE:**

**IT WAS NOT CLEAR IF THE GTF WANTED THE ABILITY TO REMOVE OTHER OFFICERS OF THE IDESG.**

### **3.3. Stakeholder Category Affiliation<sup>182</sup>.**

Each Member shall self-select into the Stakeholder Category that they consider best represents its roles or interests in the Identity Ecosystem. Affiliation into these Stakeholder Categories shall be used solely for the purposes of electing delegates to the Management Council. Member Representatives and Member Associates shall be affiliated with the Stakeholder Category selected by their respective Organizational Member. Individual Members shall have the option to self-identify into any of the fourteen (14) Stakeholder Categories, including Unaffiliated Individuals (See, Section 3.2, "Stakeholder Category Affiliation").

**Comment [A123]: SCRIVENER'S NOTE:** "WORKING GROUP" TO "IDESG".

**Comment [A124]:**

**SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS: 21 SEPTEMBER 2012 ("STAKEHOLDER GROUP" REPLACED BY "STAKEHOLDER CATEGORY").**

**Comment [A125]:**

**INSTRUCTIONS FOR DRAFTING. REPLACE THE TERM "STAKEHOLDER GROUP" WITH "STAKEHOLDER CATEGORY". AGREED UPON BY CONSENSUS 21 SEPTEMBER 2012**

**Comment [A126]:**

**INSTRUCTIONS FOR DRAFTING: "WHO CAN ELECT STAKEHOLDER DELEGATE? (2.1)". AGREED UPON BY CONSENSUS 21 SEPTEMBER 2012**

<sup>179</sup> **REVISION AND RECODIFICATION IN LIEU OF NSTIC NPO SECTIONS 2.1.2.3** (Third sentence pertaining to the vacancy in the office of Plenary Chair); and, **2.2.3.5** (First Paragraph pertaining to the vacancy in the office of a Management Council Delegate). **PLEASE NOTE:** There was no applicable provision pertaining to Management Council Chair and the Scrivener included that position within these rules.

<sup>180</sup> **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 2.2.3.5 (second Paragraph), WHICH EXPANDED THE PROVISION TO COVER THE PLENARY AND MANAGEMENT COUNCIL CHAIRS, AS FOLLOWS:** "Should an Officer ~~a~~ Delegate become unable to fulfill their commitment, they shall be expected to vacate their seat. Once vacated, a replacement must be chosen by election at the earliest reasonable opportunity in accordance with these Rules to fill the remaining portion of the unexpired term (See, Section 3.4 "Election Process"), unless there is less than ninety (90) days remaining in the term of office. ~~section 3, General Elections.~~ Vacancies shall not affect the ability to make decisions".

<sup>181</sup> NEW.

<sup>182</sup> NSTIC NPO SECTION 1.3.

3.3.1. Stakeholder Categories<sup>183</sup>. Members shall choose to affiliate with one of the following Stakeholder Categories. For detailed descriptions of the Stakeholder Categories see the Charter<sup>184</sup>.

3.3.1.1. Privacy and Civil Liberties (Category 1): protection of individuals' privacy and civil liberties;

3.3.1.2. Usability & Human Factors (Category 2): technologies and solutions that are usable and incorporate the human, cognitive, and social properties unique to the characteristics of humans;

3.3.1.3. Consumer Advocates (Category 3): the interests and accessibility of consumers and other individual end-user populations;

3.3.1.4. U.S. Federal Government (Category 4): the departments and agencies that comprise the U.S. Federal Government. Under its various forms and component programs, the government acts as an identity provider, attribute provider, and relying party. This group's Management Council Delegate will be responsible for advocating for the Federal Government as a stakeholder; unlike the Vice-Chair who advocates on behalf of the NSTIC itself;

3.3.1.5. U.S. State, Local, Tribal, and Territorial Government (Category 5): the interests of the various state, local, tribal, and territorial governments that exist within the U.S.;

3.3.1.6. Research, Development, Education & Innovation (Category 6): research, teaching, and technology development in support of the Identity Ecosystem;

**Comment [A127]:**

SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS: 21 SEPTEMBER 2012 ("STAKEHOLDER GROUP" REPLACED BY "STAKEHOLDER CATEGORY".

SCRIVENER'S NOTES: THIS SECTION INCORPORATES THE PROVISIONS OF THE PROPOSED CHARTER WHICH DESCRIBED EACH "TAKEHOLDER CATEGORY".

<sup>183</sup> NSTIC NPO SECTION 1.3.1. Consolidates provisions of proposed Charter Sec. 3.2.2.

<sup>184</sup> NSTIC NPO COMMENT: Identity Ecosystem Steering Group Charter, Section 3.2.2, Stakeholder Groups.

3.3.1.7. Identity & Attribute Providers (Category 7): the processes and technologies associated with establishing, managing, and securing digital identities and attributes;

3.3.1.8. Interoperability (Category 8): supporting interoperability within the Identity Ecosystem, inclusive of Trust Framework Providers and standards development organizations;

3.3.1.9. Information Technology (IT) Infrastructure (Category 9): IT infrastructure relevant to the functioning of the Identity Ecosystem, inclusive of different types of communications and network traffic, as well as virtual and distributed functions that produce and provide hardware, software, and IT systems and services;

3.3.1.10. Regulated Industries (Category 10): Industries covered by sector-specific regulations that may be affected by the development of the Identity Ecosystem Framework;

3.3.1.11. Small Business & Entrepreneurs (Category 11): impact of the development of the Identity Ecosystem Framework on small businesses and individual business owners/operators;

3.3.1.12. Security (Category 12): IT security services that support the confidentiality, integrity, and availability of identity solutions;

3.3.1.13. Relying Parties (Category 13): transaction decisions based upon receipt, validation, and acceptance of an entity's authenticated credential(s) and identity attributes; and,

3.3.1.14. Unaffiliated Individuals (Category 14): any Individual Member who does not self-identify into one of the other Stakeholder Categories.

**Comment [A128]:**  
SCRIVENER'S CORRECTION IN ACCORD  
WITH DRAFTING INSTRUCTIONS: 21  
SEPTEMBER 2012 ("STAKEHOLDER GROUP"  
REPLACED BY "STAKEHOLDER CATEGORY").

**3.3.2. Additional Stakeholder Categories<sup>185</sup>.** The IDESG shall periodically review the list of designated Stakeholder Categories to confirm that it accurately reflects the broad array of Identity Ecosystem stakeholders and provides balanced representation for all parties. Accordingly, the IDESG may add, remove, or modify Stakeholder Categories at any time, as necessary by Consensus or the vote of the majority of the ballots cast by Voting Members.

Comment [A129]: SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS: 21 SEPTEMBER 2012 ("STAKEHOLDER GROUP" REPLACED BY "STAKEHOLDER CATEGORY").

Comment [A130]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

Comment [A131]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

Comment [A132]: SCRIVENER'S RECOMMENDATION - FORMAT CONFORMITY ("CONSENSUS" AS DEFINED TERM).

Comment [A133]:  
AGREED UPON BY CONSENSUS 25  
SEPTEMBER 2012.

Comment [A134]: SCRIVENER'S RECOMMENDATION REGARDING THE ELECTION PROCESS IN ACCORD WITH GTF REQUEST TO REVISE THIS PROVISION: 25 SEPTEMBER 2012.

Comment [A135]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

Comment [A136]: SCRIVENER'S RECOMMENDATION - FORMAT:

### **3.4. Election Process<sup>186</sup>.**

The election process is described in the sections that follow.

**3.4.1. Role of the Secretariat<sup>187</sup>.** The Secretariat shall assume all responsibilities for the conduct IDESG elections. The Secretariat shall prepare and distribute candidate ballots for IDESG elections in accord with these Rules.

**3.4.1.3.4.2. Call for Candidates. Notice to Voting Members<sup>188</sup>.** When one or more seats become available, the ~~Nominations Committee~~ Secretariat shall issue a call to Voting Members for candidates as follows:

~~3.4.1.1.3.4.2.1. For Management Council Delegate vacancies, the request notice shall indicate the number of seats to be filled and provide guidance on specific candidate attributes that may be needed to fulfill~~

<sup>185</sup> **REVISED NSTIC NPO SECTION 1.3.2 AND CONSOLIDATION WITH PROPOSED CHARTER SECTION 3.2.2, AS FOLLOWS:** "The Steering Group shall periodically review the list of designated Stakeholder Categories to confirm that it accurately reflects the broad array of Identity Ecosystem stakeholders and provides balanced representation for all parties. Accordingly, the Steering Group may add, remove, or modify Stakeholder Categories at any time, as necessary by consensus or the vote of the majority of ballots case by Voting Members".

<sup>186</sup> RECODIFICATION OF NSTIC NPO SECTION 3.2.

<sup>187</sup> **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 11.2, AS FOLLOWS:** "The Secretariat shall assume all responsibilities for the conduct of the ~~Nominations Committee~~ for the initial IDESG elections. The Secretariat shall prepare and distribute candidate ~~slates and~~ ballots for initial IDESG elections in accord with these Rules. ~~as far in advance as practicable~~".

<sup>188</sup> **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 3.2.1.** "Secretariat" replaces the "Nominations Committee" and "issue" replaces "hold" and adds the term "Voting Members".

~~requirements for skills, experience, and cross industry representation~~<sup>189</sup>.

~~3.4.1.2.3.4.2.2.~~ For the Plenary Chair and Management Council Chair positions, the request shall be made up to three (3) months prior, but not less than one (1) month prior, to the end of terms of the Plenary Chair or Management Council Chair<sup>190</sup>.

~~3.4.1.3.3.4.2.3.~~ ~~If no candidate is slated at~~The Secretariat shall seek the ~~end~~assistance of the ~~evaluation process, the~~ Management Council ~~Chair may request the Nominations Committee to initiate another call for candidates~~<sup>191</sup>.

~~3.2.1.1.~~ ~~The Secretariat shall hold the initial call for Management Council candidates.~~

~~3.4.2.3.4.3.~~ Submission of Candidate Recommendations<sup>192</sup>. The process for the submission of candidate recommendations is as follows:

Comment [A137]: SCRIVENER'S RECOMMENDATION – FORMAT:

~~3.4.2.1.3.4.3.1.~~ For Plenary Chair, Management Council Chair, and Management Council At-Large Delegate positions, any Voting member may submit recommendations for vacancies<sup>193</sup>.

~~3.4.2.2.3.4.3.2.~~ For Management Council Stakeholder ~~Group~~Category Delegate positions, any

Comment [A138]: SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS: 21 SEPTEMBER 2012 ("STAKEHOLDER GROUP" REPLACED BY "STAKEHOLDER CATEGORY").

<sup>189</sup> REVISION AND RECODIFICATION OF NSTIC NPO SECTION 3.2.1.a, AS FOLLOWS: "For Management Council Delegate vacancies, the notice request shall indicate the number of seats to be filled and provide guidance on specific candidate attributes that may be needed to fulfill requirements for skills, experience, and cross industry representation".

<sup>190</sup> NSTIC NPO SECTION 3.2.1.b.

<sup>191</sup> REVISION AND RECODIFICATION OF NSTIC NPO SECTION 3.2.1.c, AS FOLLOWS: "The Secretariat shall seek the assistance of the ~~If no candidate is slated at the end of the evaluation process, the~~ Management Council Chair may request the ~~Nominations Committee~~ to initiate another call for candidates".

NSTIC NPO SECTION 3.2.1.D IS DELETED AS FOLLOWS: "The Secretariat shall hold the initial call for Management Council candidates".

<sup>192</sup> RECODIFICATION OF NSTIC NPO SECTION 3.2.2.

<sup>193</sup> REVISION AND RECODIFICATION OF NSTIC NPO SECTION 3.2.2.a, by adding the word "Voting".



~~member~~Voting Member affiliated with the Stakeholder ~~Group~~Category for which there is a vacancy may submit recommendations<sup>194</sup>.

~~3.4.3.3.4.4. Candidate Evaluations. The Nominations Committee shall evaluate nominations in accordance with eligibility criteria established for each open position. These criteria include~~Qualifications<sup>195</sup>. The Secretariat shall review candidate qualifications in accordance with the following qualifications criteria:

~~3.2.1.2. —~~Members may hold only one leadership position within the ~~Steering Group~~IDESG. Leadership positions include:

~~3.2.1.2.1. —~~as follows<sup>196</sup>: Management Council Delegate (Stakeholder ~~Group~~Category and At-Large)

~~3.2.1.2.2. —~~<sup>197</sup>: Management Council Chair

~~3.4.3.1.3.4.4.1. ; and~~<sup>198</sup>, Plenary Chair<sup>199</sup>.

~~3.4.3.2.3.4.4.2. —~~The nominee must confirm his or her willingness to be a candidate for the position<sup>200</sup>.

~~3.2.1.3. — Selection criteria for Management Council Delegates in the Charter~~<sup>201</sup>.

Comment [A139]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

Comment [A140]: SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS: 21 SEPTEMBER 2012 ("STAKEHOLDER GROUP" REPLACED BY "STAKEHOLDER CATEGORY".

Comment [A141]: SCRIVENER'S RECOMMENDATION – FORMAT:

<sup>194</sup> REVISION AND RECODIFICATION OF NSTIC NPO SECTION 3.2.2.b. by adding the word "Voting".

<sup>195</sup> REVISION AND RECODIFICATION OF NSTIC NPO SECTION 3.2.3, by replacing "Evaluations" with "Qualifications"; "Nominations Committee" with "Secretariat"; "evaluate nominations" with "review candidate qualifications"; and "eligibility (criteria) established for each open position. These criteria include" with "the following qualifications (criteria)". ~~Deletes~~ (1) the following provision of NSTIC NPO SECTION 3.2.3.c. : "Selection criteria for Management Council Delegates in the Charter" as well as Proposed Charter Section 3.2.1, "Delegate Selection Criteria"; (2) NSTIC NPO SECTION 3.2.3.d and e; and (3) NSTIC NPO SECTION 2.2.3.3 and Proposed Charter Section 3.2.1.

<sup>196</sup> REVISION AND RECODIFICATION OF NSTIC NPO SECTION 3.2.3.a. "As follows" in lieu of "include"/

<sup>197</sup> RECODIFICATION OF NSTIC NPO SECTION 3.2.3.a.i

<sup>198</sup> RECODIFICATION OF NSTIC NPO SECTION 3.2.3.a.ii

<sup>199</sup> RECODIFICATION OF NSTIC NPO SECTION 3.2.3.a.iii

<sup>200</sup> RECODIFICATION OF NSTIC NPO SECTION 3.2.3.b.

<sup>201</sup> ~~Identity Ecosystem Steering Group, Section 3.2.1, Delegate Selection Criteria.~~

~~3.4.3.3.3.4.4.3.~~ The nominee must be a ~~Participating~~Voting Member<sup>202</sup>.

~~3.2.1.4.~~ Additional criteria to determine the eligibility of candidates for the positions of Plenary Chair and Management Council Chair include:

~~3.2.1.4.1.~~ Breadth of experience.

~~3.2.1.4.2.~~ Contributions to the identity management community.

~~3.2.1.4.3.~~ Demonstrated ability to effectively lead a significant organization or organization's board.

~~3.2.2.~~ Preparation of a ~~Slate~~Ballot<sup>203</sup>. The ~~Nominations Committee~~Secretariat shall develop a ~~slate~~ballot of all eligible candidates from the candidate nominations received during the call for candidates corresponding to the requirements for vacant seats.

Comment [A142]: SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS: 25 SEPTEMBER 2012.

~~3.4.4.3.4.5.~~ Candidates shall only appear once ~~per slate~~on an election ballot<sup>204</sup>.

Comment [A143]: SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS: 25 SEPTEMBER 2012 RE - REMOVAL OF MC ROLE IN SLATE SELECTION.

~~3.2.3. Confirmation and Approval~~Voting for ~~Slate of~~ Candidates. The process for confirming and approving the slate of candidates is as follows.

<sup>202</sup> RECODIFICATION OF NSTIC NPO SECTION 3.2.3.d.

<sup>203</sup> REVISION AND RECODIFICATION OF NSTIC NPO SECTION 3.2.4 BY REPLACING "NOMINATIONS COMMITTEE" WITH "SECRETARIAT", "SLATE" WITH "BALLOT" AND "PER SLATE" WITH "ON AN ELECTION BALLOT".

<sup>204</sup> NSTIC NPO SECTION 3.2.5. IS DELETED AS FOLLOWS: "Confirmation and Approval for Slate of Candidates"<sup>204</sup>. The process for confirming and approving the slate of candidates is as follows: The slate of eligible candidates and their qualifications shall be presented by the Nominations Committee before the sitting Management Council. Except for the nominations for the initial Management Council, the sitting Management Council shall review and ratify the slate. Cause for rejection shall be clearly documented so that the Nominations Committee may propose a new slate or a partial slate<sup>204</sup>.

~~3.2.3.1. The slate of eligible candidates and their qualifications shall be presented by the Nominations Committee before the sitting Management Council.~~

~~3.2.3.2. Except for the nominations for the initial Management Council, the sitting Management Council shall review and ratify the slate.~~

~~3.2.3.3. Cause for rejection shall be clearly documented so that the Nominations Committee may propose a new slate or a partial slate.~~

~~3.4.5.3.4.6.~~ **Voting for Candidates.**<sup>205</sup> The process for voting for candidates is as follows:

**Comment [A144]: SCRIVENER'S RECOMMENDATION – FORMAT:**

~~3.4.6.1. The Management Council shall, upon the notice of the call for candidates, set the date for the election of the Plenary Chair, Management Council Chair and two (2) At-large Management Council Delegates at least two (2) weeks prior to the election of the Management Council Stakeholder Category Representatives~~<sup>206</sup>.

**Comment [A145]: DRAFTING INSTRUCTION: 25 SEPTEMBER 2012: STAGGERED ELECTIONS OF "AT-ARGE" AND "CATEGORY" OFFICERS.**

~~3.4.5.1.3.4.6.2.~~ The Secretariat shall prepare ballots for each election and distribute sample ballots no less than fifteen (15) days prior to an election<sup>207</sup>.

~~3.4.6.3.~~ Only Voting Members of the IDESG as of the date of the notice of call of candidates shall be eligible to vote in the election<sup>208</sup>.

**Comment [A146]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".**

**Comment [A147]: DRAFTING INSTRUCTIONS: 25 SEPTEMBER 2012.**

~~3.4.5.2.3.4.6.4.~~ The Secretariat shall administer the vote, tally the ballots, and report the results<sup>209</sup>.

<sup>205</sup> NSTIC NPO SECTION 3.2.6.

<sup>206</sup> NEW.

<sup>207</sup> RECODIFICATION OF NSTIC NPO SECTION 3.2.6.a.

<sup>208</sup> NEW.

<sup>209</sup> RECODIFICATION OF NSTIC NPO SECTION 3.2.6.b.

~~3.4.5.3.3.4.6.5.~~ For elected positions ~~a simple majority vote shall decide~~ the candidate receiving the highest number of votes cast by Voting Members shall be deemed the winner. ~~In the event that there is no majority the candidates with the two highest vote counts shall participate in a run-off~~<sup>210</sup>.

Comment [A148]: DRAFTING  
INSTRUCTION: 25 SEPTEMBER 2012

~~3.4.5.4.3.4.6.6.~~ In the event of an election tie, another ballot that includes only the tied candidates shall be conducted in a timely fashion.<sup>211</sup>.

4. \_\_\_\_\_

#### 4. Meetings<sup>212</sup>.

The Steering Group meeting requirements are described in the sections that follow.

##### 4.1. Meetings Requirements & Procedures.

Except as otherwise noted, the Plenary and Management Council, and all ~~Working Groups and Standing Committees of the Plenary~~ shall conduct meetings as follows:

Comment [A149]:  
SCRIVENER'S CORRECTION IN ACCORD  
WITH DRAFTING INSTRUCTIONS –  
"COMMITTEES OF THE PLENARY" IN LIEU OF  
STANDING COMMITTEES AND WORKING  
GROUPS".

4.1.1. Meetings shall be presided over by the respective chair.

4.1.2. Attendance shall be recorded for all meetings.

4.1.3. At the start of every meeting, participants shall review the intellectual property disclosure policy and activities that violate anti-trust law.

4.1.4. The Plenary and Management Council each shall hold face-to-face meetings at least two (2) times per year. Provisions shall be made to allow for members to attend via remote electronic mechanisms.

<sup>210</sup> REVISION AND RECODIFICATION OF NSTIC NPO SECTION 3.2.6.c AS FOLLOWS: "For elected positions the candidate receiving the highest number of votes cast by Voting Members a simple majority vote shall decide be deemed the winner. In the event that there is no majority the candidates with the two highest vote counts shall participate in a run-off".

<sup>211</sup> RECODIFICATION OF NSTIC NPO SECTION 3.2.6.d.

<sup>212</sup> NSTIC NPO SECTION 4.

4.1.5. There shall be no defined maximum limit on the number of meetings that can be convened. The scheduling of meetings shall be left to the discretion of the ~~Steering Group~~ IDESG body that calls the meeting.

Comment [A150]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

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4.1.6. Minutes shall be ~~recorded~~ documented for all meetings.

Comment [A151]: SCRIVENER'S RECOMMENDATION – FORMAT:

4.1.7. Draft meeting minutes shall be distributed or otherwise made available to the members in attendance for comment and shall be revised accordingly. Approved minutes shall be made publicly available as soon as practicable after meetings.

4.1.8. Electronic Meetings. All Members may participate in all meetings of the IDESG by any means of communication (i.e. electronic, telephone, internet/on-line etc....) by which all Members participating may simultaneously hear each other during the meeting. The entire meeting may be conducted through such means. Moreover, such meetings shall provide, at a minimum, conditions of opportunity for simultaneous aural communications among all participating members equivalent to those of meetings in one room or area. A Member participating in a meeting by this means shall be deemed present in person at the meeting<sup>213</sup>.

Comment [A152]:  
DRAFTING GUIDANCE: SUBJECT TO REVIEW BY GTF.

#### 4.2. Meeting Administration

The sections that follow describe administrative requirements for ~~Steering Group~~ IDESG meetings.

Comment [A153]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

4.2.1. **Prior Notice of Meetings.** Announcements of full Plenary and Management Council meetings must be made no fewer than thirty (30) days in advance by e-mail notice to members, delegates, and ~~officers~~ Officers and posted on the ~~Steering Group~~ IDESG website.

Comment [A154]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

Meetings of ~~Standing Committees and Working Groups~~ of the ~~Plenary~~ should be announced as far in advance as practicable.

Comment [A155]:  
SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS – "COMMITTEES OF THE PLENARY" IN LIEU OF STANDING COMMITTEES AND WORKING GROUPS".

4.2.2. **Meeting Agenda.** An agenda shall be included in the meeting notice and shall include the date and time for the meeting, the

<sup>213</sup> NEW.

meeting's subject matter, relevant recommendations of the ~~Working Groups and Standing Committees of the Plenary~~, web links to any related working papers, anticipated votes, member contributions, and other relevant and useful materials. Plenary contributions shall be posted on the ~~Steering Group~~ IDESG website at least fifteen (15) business days in advance.

**Comment [A156]:**  
SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS – "COMMITTEES OF THE PLENARY" IN LIEU OF STANDING COMMITTEES AND WORKING GROUPS".

**Comment [A157]:** SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

**4.2.3. Attendance.** Attendance at Plenary meetings is an obligation of ~~Participating~~ Voting Members. The Secretariat shall record the presence of each member at each Plenary meeting. It shall be the responsibility of members to make their attendance at meetings known to the Secretariat.

5. \_\_\_\_\_

## 5. Decision Making<sup>214</sup>.

~~The decision making~~ The Decision Making procedures for the ~~Steering Group~~ Primary Activities of the IDESG are described in the sections that follow; however, a Committee of the Plenary may adopt Decision Making protocols in its Charter, as may be approved by the Plenary.

**Comment [A158]:** SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

**Comment [A159]:**  
SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS: 25 SEPTEMBER 2012.

### 5.1. Quorum<sup>215</sup>.

A Quorum of the Plenary ~~is defined as greater than fifty percent of Participating Members and~~ shall be ~~sufficient~~ required for the transaction of business, as set forth herein, taking into account the eligible Members present as set forth in section 4.1.8 of these Rules.

**Comment [A160]:**  
**DRAFTING GUIDANCE:**  
THIS PROVISION IS CONSISTENT WITH DISCUSSIONS OF THE GTF; HOWEVER, MAY CONFLICT WITH THE DISCUSSION ON IPR POLICY (SEE ALSO SEC. 2.1.4.4).

### 5.2. Consensus<sup>216</sup>.

The Steering Group shall seek to reach its decisions through a ~~consensus~~ Consensus process that emphasizes due diligence and cooperation. When no consensus can be reached in a timely manner, the decision shall be reached by voting as defined in section ~~5.3, Voting.~~ (See, Section 5.3 "Voting").

**Comment [A161]:** SCRIVENER'S RECOMMENDATION – EDIT CONSISTENT WITH DEFINED TERM AND DRAFTING INSTRUCTIONS: 25 SEPTEMBER 2012.

**Comment [A162]:**  
SCRIVENER'S RECOMMENDATION – FORMAT CONFORMITY ("CONSENSUS" AS DEFINED TERM).

<sup>214</sup> **REVISED NSTIC NPO SECTION 5, AS FOLLOWS:** "The decision making procedures for the Primary Activities of the IDESG ~~Steering Group~~ are described in the sections that follow; however, a Committee of the Plenary may adopt Decision Making protocols in its Charter, as may be approved by the Plenary".

<sup>215</sup> **REVISED NSTIC NPO SECTION 5.1, AS FOLLOWS:** "A Quorum of the Plenary ~~is defined as greater than fifty (50%) percent of Voting Members and~~ shall be required ~~sufficient~~ for the transaction of business as set forth herein, taking into account the eligible Members present as set forth in section 4.1.8 of these Rules".

<sup>216</sup> NSTIC NPO SECTION 5.2.

**5.2.1. Consensus Process<sup>217</sup>.** The following procedures shall be used in the ~~consensus~~Consensus process:

**5.2.1.1.** ~~A quorum is required to reach consensus~~All members of the IDESG shall be allowed to participate in the Consensus decision-making process<sup>218</sup>.

**5.2.1.2.** ~~A Quorum of Voting and Non-Voting Members is required to reach Consensus~~<sup>219</sup>.

~~5.2.1.2.5.2.1.3.~~ **5.2.1.3.** ~~The chair of the respective body~~ shall act as the facilitator of the ~~consensus~~Consensus process<sup>220</sup>.

~~5.2.1.3.5.2.1.4.~~ **5.2.1.4.** Items that require decisions shall be clearly presented with all available research and information by the individual, ~~Working Group, or standing committee or Committee of the Plenary~~ responsible for the proposal<sup>221</sup>.

~~5.2.1.4.5.2.1.5.~~ **5.2.1.5.** The proposal shall be discussed and debated by those ~~in attendance~~ and any amendments or modifications to the proposal shall be presented<sup>222</sup>.

~~5.2.1.5.5.2.1.6.~~ **5.2.1.6.** A call for objections shall be made to all members<sup>223</sup>.

~~5.2.1.6.5.2.1.7.~~ **5.2.1.7.** The absence of sustained objection shall be considered ~~consensus~~Consensus <sup>224</sup>.

~~5.2.1.7.5.2.1.8.~~ **5.2.1.8.** Sustained objections which cannot be resolved through continued Consensus discussion ~~will result in the~~

**Comment [A163]:**  
SCRIVENER'S RECOMMENDATION - FORMAT CONFORMITY ("CONSENSUS" AS DEFINED TERM).

**Comment [A164]:** SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

**Comment [A165]:**  
SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS: 25 SEPTEMBER 2012.

**Comment [A166]:**  
SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS - "COMMITTEES OF THE PLENARY" IN LIEU OF STANDING COMMITTEES AND WORKING GROUPS".

**Comment [A167]:**  
SCRIVENER'S RECOMMENDATION - FORMAT CONFORMITY ("CONSENSUS" AS DEFINED TERM).

<sup>217</sup> NSTIC NPO SECTION 5.2.1.

<sup>218</sup> NSTIC NPO SECTION 5.2.1.h.

<sup>219</sup> **REVISED NSTIC NPO SECTION 5.2.1.a AS FOLLOWS:** "A Quorum of Voting and Non-Voting Members is required to reach consensus".

<sup>220</sup> NSTIC NPO SECTION 5.2.1.b.

<sup>221</sup> NSTIC NPO SECTION 5.2.1.c.

<sup>222</sup> NSTIC NPO SECTION 5.2.1.d.

<sup>223</sup> NSTIC NPO SECTION 5.2.1.e.

<sup>224</sup> NSTIC NPO SECTION 5.2.1.f.

~~motion being moved to a vote or tabled for modification~~the Chair of the Plenary may act in accordance with Section 2.3.1.2 of these Rules or will be subject to a motion, by a Voting Member: to move the proposal to a vote; or, in the alternative; or, to table for further consideration<sup>225</sup> <sup>226</sup>.

~~5.2.1.8. All members of the Steering Group shall be allowed to participate in the consensus decision making process.~~

### 5.3. Voting<sup>227</sup>.

The requirements and processes for voting within the ~~Steering Group~~IDESG bodies are described in the sections that follow.

Comment [A168]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

~~5.3.1. Matters for Voting~~<sup>228</sup>. Any matters that are not able to be resolved through the ~~consensus~~Consensus process may be voted upon by the ~~Participating Members of the Plenary~~.

Comment [A169]: SCRIVENER'S RECOMMENDATION - FORMAT CONFORMITY ("CONSENSUS" AS DEFINED TERM).

~~5.3.2. Qualifications for Voting Privilege and Restoration. Any Participating Member who is absent for two consecutive Plenary meetings shall forfeit the privilege of voting on Plenary matters. Participating Members who lose voting privileges shall maintain all the rights and responsibilities of Observing Members.~~

~~A Participating Member whose voting privileges are suspended shall have voting privileges restored upon attendance at two consecutive meetings. Restoration of voting privileges begins after determination of quorum at the second consecutive meeting attended.~~

~~5.3.3.5.3.1. All Participating Members attending the first two meetings shall be eligible to vote at those meetings. Thereafter, the provisions of these By-laws shall take effect of the Plenary.~~

<sup>225</sup> REVISION AND RECODIFICATION IN ACCORDANCE WITH NSTIC NPO SECTION 5.2.1.g, AS FOLLOWS: "Sustained objections which cannot be resolved through continued Consensus discussion the Chair of the Plenary may act in accordance with Section 2.3.1.2 of these Rules or will be subject to a motion, by a Voting Member: to move the proposal to a vote; or, in the alternative; or, result in the motion being moved to a vote or to tabled for further action ~~modification~~".

<sup>226</sup> See, section 5.3.1 Matters for Voting.

<sup>227</sup> NSTIC NPO SECTION 5.3.

<sup>228</sup> NSTIC NPO SECTION 5.3.1.



**5.3.2. Quorum<sup>229</sup>. A Quorum of Voting Members is required.**

**5.3.4.5.3.3. Voting Process<sup>230</sup>.** The voting process is described in the sections that follow.

**5.3.4.1. Voting Procedures<sup>231</sup>.** Voting percentages shall be calculated in terms of the number of “yes” and “no” votes cast.

**5.3.4.2.5.3.3.1.** A record of voting on all measures requiring a vote shall be maintained by the Secretariat. Participating Members may choose to qualify their votes with comments for the record.

**5.3.3.2. Requirements for Approval<sup>232</sup>.**

**5.3.4.3. Preponderance of the Plenary.** An affirmative vote of ~~seventy-five (75%) percent~~ more than two-thirds (2/3rds) of the Voting Members shall be required to ~~pass~~ adopt all matters before the Plenary whether technical measures. Technical measures are those that deal with standards, procedures, policies, for the identity ecosystem framework.

**Comment [A170]:**  
SCRIVENER'S EDIT IN ACCORD WITH  
DRAFTING INSTRUCTIONS: 25 SEPTEMBER  
2012.

**QUALIFICATIONS FOR VOTING PRIVILEGE  
AND RESTORATION DELETED BY  
CONSENSUS: 25 SEPTEMBER 2012.**

**Comment [A171]:**  
INSTRUCTIONS FOR DRAFTING: 14  
SEPTEMBER 2012

<sup>229</sup> **NEW.** NSTIC NPO SECTION 5.3.2 is deleted as follows: “~~Qualifications for Voting Privilege and Restoration. Any Voting Member who is absent for two (2) consecutive Plenary meetings shall forfeit the privilege of voting on Plenary matters. Voting Members who lose voting privileges shall maintain all the rights and responsibilities of Non Voting Members. A Voting Member whose voting privileges are suspended shall have voting privileges restored upon attendance at two (2) consecutive meetings. Restoration of voting privileges begins after determination of quorum at the second consecutive meeting attended. All Participating Members attending the first two meetings shall be eligible to vote at those meetings. Thereafter, the provisions of these Rules shall take effect.~~ **Proposed Charter Section 1.5 is deleted.**

<sup>230</sup> NSTIC NPO SECTION 5.3.3.

<sup>231</sup> NSTIC NPO SECTION 5.3.3.1.

<sup>232</sup> REVISION OF NSTIC NPO SECTION 5.3.3.2, ASA FOLLOWS: “**5.3.4.2.1 Preponderance of the Plenary.** An affirmative vote of more than two-thirds (2/3rds) ~~seventy-five (75%) percent~~ of the Voting Members shall be required to adopt all matters before the Plenary whether ~~pass~~ technical or **measures**. ~~Technical measures are those that deal with standards, procedures, policies, for the identity ecosystem framework.~~ **An affirmative vote of a simple majority shall be required to pass administrative measures. Administrative are those that deal with the internal operations of the IDESG.** **5.3.4.2.2 Supermajority Vote of the Plenary.** Notwithstanding the provisions of Section 5.3.4.2.1, an affirmative vote of more than three-fourths (3/4ths) of the Voting Members shall be required for approval, in the event the Privacy and Civil Liberties Committee raises a Rule 2142 Objection. In the alternative, said matter may be tabled for further consideration”.

~~5.3.4.3.1.5.3.3.2.1. An affirmative vote of a simple majority shall be required to pass or administrative measures. Administrative are those that deal with the internal operations of the identity ecosystem steering group.~~

~~6.——~~

5.3.3.2.2. Supermajority Vote of the Plenary. Notwithstanding the provisions of Section 5.3.4.2.1, an affirmative vote of more than three-fourths (3/4ths) of the Voting Members shall be required for approval, in the event the Privacy and Civil Liberties Committee raises a "Rule 2142 Objection". In the alternative, that matter may be tabled for further consideration.

Comment [A172]: DRAFTING GUIDANCE: DOES THIS TITLE MAKE SENSE?

## 6. Intellectual Property Policy<sup>233</sup>.

Comment [A173]: IN ACCORDANCE WITH INSTRUCTIONS FOR DRAFTING: 25 SEPTEMBER 2012

~~The Steering Group policy related to Intellectual Property is based on the following principles:~~

- ~~—The Steering Group shall function in an open working environment. The Steering Group and its members shall not accept any documentary or oral disclosure of proprietary information from any member as a part of the conduct of business. In addition, no information of a secret or proprietary nature shall be made available~~

<sup>233</sup> REVISION OF NSTIC NPO SECTION 6. The following provisions are deleted: "The Steering Group policy related to Intellectual Property is based on the following principles:

~~The Steering Group shall function in an open working environment. The Steering Group and its members shall not accept any documentary or oral disclosure of proprietary information from any member as a part of the conduct of business. In addition, no information of a secret or proprietary nature shall be made available as official documents, and no such documents (or documents marked as such) will be made official documents or forwarded to the membership.~~

~~All proprietary information which may nonetheless be publicly disclosed by any participant during any meeting shall be deemed to have been disclosed on a non confidential basis, without any restrictions on use by anyone, except that no valid copyright or invention right shall be deemed to have been waived by such disclosure.~~

~~There may be Steering Group proceedings (e.g., accreditations process) that will require separate or specific intellectual property requirements or non disclosure statements".~~

~~as official documents, and no such documents (or documents marked as such) will be made official documents or forwarded to the membership.~~

- ~~○ All proprietary information which may nonetheless be publicly disclosed by any participant during any meeting shall be deemed to have been disclosed on a non-confidential basis, without any restrictions on use by anyone, except that no valid copyrightPlenary shall adopt one or invention right shall be deemed to have been waived by such disclosure.~~
- ~~○ There may be Steering Group proceedings (e.g., accreditations process) that will require more IPR Policies (which may constitute a single policy, or include separate or specific intellectual property requirements or non-disclosure statements.~~

#### **~~6.1. Steering Group Patent Policy Inclusion of Patents in Steering Group Products~~**

~~Some Steering Group products may include the use of an essential patent claim if technical reasons justify this approach. If the Steering Group receives a notice that a proposed or an approved Steering Group product may require the use of such a patent claim, the procedures in the following sections will be followed.~~

~~**6.1.1. Statement from patent holder.** The Steering Group will request from the patent holder or a party authorized to make assurances on its behalf, in written or electronic form an assurance that a license to such essential patent claim(s) will be made available to applicants desiring to utilize the license for the purpose of implementing the Steering Group product either:~~

~~**6.1.1.1.** On a non-discriminatory basis and under reasonable terms and conditions; or~~

~~**6.1.1.2.** Without compensation and under reasonable terms and conditions that are demonstrably free of any unfair discrimination.~~

~~If the patent holder or party authorized to make assurances on its behalf does not agree to these terms, then this decision will be documented~~

clearly. As it may pose risks to the implementation of the Identity Ecosystem, this decision will be seriously considered by the Steering Group in any related activity or vote.

**6.1.2. Record of statement.** A record of the patent holder's statement will be retained in the Steering Group files and posted on-line.

**6.1.3. Notice.** When the Steering Group receives from a patent holder the assurance set forth in 6.1.1 above, the expected result will include a note substantially as follows<sup>234</sup>:

By publication of Steering Group expected results, no position is taken with respect to the validity of any such claim(s) or of any patent rights in connection therewith. If a patent holder has filed a statement of willingness to grant a license under section 6.1.1, details may be obtained from the patent holder.

**6.1.4. Responsibility for identifying policies regarding copyrights and patents.** The Steering Group is not responsible for identifying patents for which a license may be required for use of a Steering Group expected result or for conducting inquiries into the legal validity or scope of those patents that are brought to their attention.

## **6.2. Copyrights.**

Copyright-), to which all IDESG members agree in materials produced prior to the Membership in the Steering Group remains the property of the copyright owner. However, copyrighted materials offered for incorporation into Steering Group outputs must be made available on a royalty-free basis. Agreement. The IPR Policy may be amended from time to time by the Plenary; however, changes shall not be retroactively effective, except as the Membership Agreement may provide otherwise. Said Policy shall, if necessary, include reference to the utilization of patents<sup>235</sup>, copyrights<sup>236</sup> and other legal considerations.

Comment [A174]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

<sup>234</sup>. **NOTE:** The user's attention is called to the possibility that compliance with this expected result may require use of an invention covered by patent rights.

<sup>235</sup> **DELETION OF NSTIC NPO SECTIONS 6.1, 6.1.1, 6.1.1a, 6.1.1b, 6.1.2, 6.1.3, 6.1.4, AS FOLLOWS:**

• **6.1 Steering Group Patent Policy Inclusion of Patents in Steering Group Products.** Some Steering Group products may include the use of an essential patent claim if technical reasons justify this approach. If the

~~Standards developers whose standards are referenced in Steering Group outputs retain copyright ownership and control of the standards themselves.~~

## 7. ~~7.~~ Conflict of Interest<sup>237</sup>.

Members shall anticipate any situation in which a conflict of interest may arise and shall bring these concerns before the ~~Steering Group~~IDESG and the Secretariat for resolution. ~~Steering Group~~IDESG members must be sensitive to conflict of interest issues; however, being a member of the ~~Steering Group~~IDESG should not disadvantage an individual or their organizations.

Comment [A175]: SCRIVENER'S NOTE:  
"WORKING GROUP" TO "IDESG".

Members may present arguments and evidence of a conflict of interest to the Management Council and the Secretariat.

In the event a Participating Member Representative has a conflict of interest on a particular vote or discussion and the ~~Organizational~~ Member ~~Organization~~ does

~~Steering Group receives a notice that a proposed or an approved Steering Group product may require the use of such a patent claim, the procedures in the following sections will be followed:~~

- ~~• 6.1.1 Statement from patent holder. The Steering Group will request from the patent holder or a party authorized to make assurances on its behalf, in written or electronic form an assurance that a license to such essential patent claim(s) will be made available to applicants desiring to utilize the license for the purpose of implementing the Steering Group product either: 6.1.1.1 On a non-discriminatory basis and under reasonable terms and conditions; or 6.1.1.2 Without compensation and under reasonable terms and conditions that are demonstrably free of any unfair discrimination. If the patent holder or party authorized to make assurances on its behalf does not agree to these terms, then this decision will be documented clearly. As it may pose risks to the implementation of the Identity Ecosystem, this decision will be seriously considered by the Steering Group in any related activity or vote.~~
- ~~• 6.1.2 Record of Statement. A record of the patent holder's statement will be retained in the Steering Group files and posted on line.~~
- ~~• 6.1.3 Notice. When the Steering Group receives from a patent holder the assurance set forth in 6.1.1 above, the expected result will include a note substantially as follows: By publication of Steering Group expected results, no position is taken with respect to the validity of any such claim(s) or of any patent rights in connection therewith. If a patent holder has filed a statement of willingness to grant a license under section 6.1.1, details may be obtained from the patent holder.~~
- ~~• 6.1.4. Responsibility for identifying patents. The Steering Group is not responsible for identifying patents for which a license may be required for use of a Steering Group expected result or for conducting inquiries into the legal validity or scope of those patents that are brought to their attention.~~

<sup>236</sup> ~~DELETION OF NSTIC NPO SECTION 6.2, AS FOLLOWS: "6.2 Copyrights. Copyright in materials produced prior to Membership in the Steering Group remains the property of the copyright owner. However, copyrighted materials offered for incorporation into Steering Group outputs must be made available on a royalty free basis. Standards developers whose standards are referenced in Steering Group outputs retain copyright ownership and control of the standards themselves".~~

<sup>237</sup> NSTIC NPO SECTION 7.

not, the Organizational Member ~~Organization~~ may designate a different Member Representative for the purposes of participating in the particular vote or discussion.

**8. ~~8.~~ Non-Liability<sup>238</sup>.**

Members, delegates, and ~~officers~~Officers shall not be liable for the debts, liabilities, or other obligations of the ~~Steering Group~~IDESG.

**9. ~~9.~~ Charter and By-laws Parliamentary Authority<sup>239</sup>.**

The rules contained in the current edition of Robert's Rules of Order, as updated from time to time, shall govern the IDESG in all cases in which they are not inconsistent with this Rules of Association and any other governance rules the IDESG shall adopt.

**~~9-10.~~ Ratification & Amendments of the Rules of Association<sup>240</sup>.**

**10.1. Initial Approval.**

Ratification of the initial ~~Charter and By-laws~~Rules of Association shall be accomplished by ~~simple~~majority vote of ~~Participating Member Representatives~~the votes cast by Voting Members of the Plenary.

**~~10.1.~~10.2. Subsequent Amendments.**

Any subsequent amendments to the ~~Charter or By-laws~~Rules shall be accomplished by a super majority vote ~~(75%) of the Participating Member Representatives~~of more than three-quarters (3/4ths) of the votes cast by the ~~Voting Members the Plenary~~ following a review and ~~approval~~comment<sup>241</sup> of the proposed amendment by the Management Council.

**11. ~~10.~~ Severability<sup>242</sup>.**

<sup>238</sup> NSTIC NPO SECTION 8.

<sup>239</sup> NEW.

<sup>240</sup> REVISION OF NSTIC NPO SECTION 9, AS FOLLOWS: "Ratification and Amendments of the ~~Charter and By-laws~~ Rules of Association. Ratification of the initial ~~Charter and~~ Rules of Association shall be accomplished by ~~simple~~ majority vote of the votes cast by the Voting Members of the Plenary. Any subsequent amendments to the ~~Charter or~~ Rules shall be accomplished by a super majority vote of more than three-quarters (3/4ths) of the votes cast by the Voting Members ~~(75%)~~ of the Plenary following a review and approval of the proposed amendment by the Management Council".

<sup>241</sup> In lieu of "approve".

<sup>242</sup> NSTIC NPO SECTION 10.

Comment [A176]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

Comment [A177]: DRAFTING GUIDANCE: SHOULD THE RULES INCLUDE PARLIAMENTARY AUTHORITY?

Comment [A178]: INSTRUCTIONS FOR DRAFTING - PAGE 1 ITEM # 1: "PLENARY IS THE AUTHORITATIVE BODY FOR BY-LAW CHANGES". AGREED UPON BY CONSENSUS 14 SEPTEMBER 2012.

Comment [A179]: INSTRUCTIONS FOR DRAFTING - PAGE 1 ITEM # 1: "PLENARY IS THE AUTHORITATIVE BODY FOR BY-LAW CHANGES". AGREED UPON BY CONSENSUS 14 SEPTEMBER 2012.

AGREED UPON 25 SEPTEMBER 2012. ESTABLISH A SEPARATE THRESHOLD FOR APPROVAL OF STAKEHOLDER CATEGORY AMENDMENT. MOTION FOR STAKEHOLDER ONLY

If any part of these ~~By laws~~Rules of Association shall be determined to be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not be affected.

## 12. ~~11.~~—Glossary: Defined Terms<sup>243</sup>.

Capitalized terms used within these Rules have the meaning assigned below and generally apply equally to singular and plural forms. Alternate forms that may appear in parenthesis after a defined term are generally used throughout these Rules for simplicity and brevity. These definitions are intended to introduce concepts, processes or bodies more explicitly defined in the full text of these Rules.

Committees of the Plenary (“Committees”): Committees responsible for addressing and coordinating the ongoing and/or permanent activities that occur within the Plenary (See, Section 2.1 “The Plenary”; in particular, Section 2.1.4).

Consensus: The absence of sustained objection when a Quorum has been achieved as forth in these Rules (See, Section 5.2 “Consensus”).

Identity Ecosystem Management Council (“Management Council”)<sup>244</sup>: This Council provides general administrative supervision of the affairs of the Steering Group as set forth in these Rules (See, Section 2.2 “The Management Council”).

Management Council Chair<sup>245</sup>: The Presiding Officer of the Management Council as set forth in these Rules (See, Section 2.2 “The Management Council”).

Management Council Delegates: Persons elected to represent each of the fourteen (14) Stakeholder Categories on the Management Council. There are an additional two (2) At-Large Delegates (See, Section 3.3 “Stakeholder Category Affiliation”).

Management Council Vice-Chair: This Officer shall assist the IDESG in maintaining alignment with NSTIC objectives and the NSTIC Guiding Principles<sup>246</sup>.

Comment [A180]: SCRIVENER'S RECOMMENDATION: NEW PREFATORY LANGUAGE REGARDING THE SUE OF COMMON TERMS.

Comment [A181]: REVISION IN ACCORDANCE WITH INSTRUCTIONS FOR DRAFTING. AGREED UPON BY CONSENSUS 14 SEPTEMBER 2012.

Comment [A182]: SCRIVENER'S RECOMMENDATION: CONFORMITY.

Comment [A183]: SCRIVENER'S RECOMMENDATION – FORMAT: ALL DEFINED TERMS IN QUOTES THROUGHT HE DEFINITION SECTION.

Comment [A184]: SCRIVENER'S RECOMMENDATION – TEXT

Comment [A185]: SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS: 21 SEPTEMBER 2012 (“STAKEHOLDER GROUP” REPLACED BY “STAKEHOLDER CATEGORY”).

Comment [A186]: SCRIVENER'S NOTE: “WORKING GROUP” TO “IDESG”.

<sup>243</sup> The term “Working Group” is deleted, as follows: “Working Groups: Temporary/ad hoc groups that conduct the work necessary for standards adoption and policy development/implementation as needed”.

<sup>244</sup> The term Management Council is modified as follows: “This Council pProvides general administrative supervision of the affairs of the Steering Group as set forth in these Rules (See, generally Section 2.2 “Identity Ecosystem Management Council”) guidance to the Plenary on the broad objectives envisioned by the NSTIC; produces, prioritizes and monitors progress of Steering Group work plans; provides necessary resources, and ensure that Steering Group work activities adhere to the NSTIC Guiding Principles and Goals; and ratifies policy and standards recommendations approved by the Plenary”.

<sup>245</sup> In lieu of the following: The Presiding Officer who provides general leadership, conducts the meetings and oversees the Decision Making process of the Management Council as set forth in these Rules (See, Section 2.2 “The Management Council”).

**Identity Ecosystem Plenary (“Plenary”)**<sup>247</sup>: The body of all Members of the IDESG. The Plenary is the authoritative body responsible for the advancement of the Primary Activities of IDESG and the adoption of: technical standards, procedures/policies for governing the Identity Ecosystem, accountability measures to promote broad adherence to these procedures, in accordance with the decision-making procedures set forth in the Rules of Association, (See, Section 5 “Decision Making”) and all other governing documents approved by the Plenary. The Plenary is open to all Members of the IDESG; however, only Voting Members shall participate in voting as may be required by these rules, including, but not limited to elections for Management Council Delegates, Management Council Officers, and the Plenary Chair (See, Section 2.1 “The Plenary”).

**Identity Ecosystem Steering Group (“Steering Group” or “IDESG”)**: The overall Identity Ecosystem governance structure which consists of the Plenary and the Management Council. The responsibilities, mission, and activities of the Steering Group are defined in these Rules of Association and as further set forth in any such supplemental governance documents approved by the Plenary.

**Member**: Any Organizational Member or Individual Member that signs the Membership Agreement (See, Section 1.1 “Membership Agreement”)<sup>248</sup>.

**Individual Member**: Any person who does not represent or act on behalf of a Organizational Member in any formal or informal capacity within the IDESG<sup>249</sup>. An individual shall be defined as any person who does not represent or act on behalf of an Organizational Member in any formal or informal capacity within the IDESG (See, Section 1.2 “Membership Classifications”)<sup>250</sup>.

**Member Associates**: Employees and associates of Organizational Members who participate in the Committees of the Plenary. All Member Associates shall be listed in the Membership Agreement and shall comply

<sup>246</sup> This term is consolidated with the provisions of Section 3.1 of the Proposed Charter pertaining to the “Vice-Chair”. The second sentence is deleted and moves to Section \_\_\_\_ of these Rules, as follows: “This Officer shall assist the Steering Group in maintaining alignment with NSTIC objectives and the NSTIC Guiding Principles”<sup>246</sup>. ~~This position shall be filled by the Director of the National Program Office”.~~

<sup>247</sup> **THE TERM “PLENARY” CONSOLIDATES THE PROVISION OF NSTIC NPO SECTION 2, AS FOLLOWS:** “The body of all Members of the Steering Group. The Plenary is the authoritative body responsible for the advancement of the Primary Activities of IDESG and the adoption of: technical standards, procedures/policies for governing the Identity Ecosystem, accountability measures to promote broad adherence to these procedures, in accordance with the decision-making procedures set forth in the Rules of Association, (See, Section 5 “Decision Making”) and all other governing documents approved by the Plenary. The Plenary is open to all Members of the Steering Group; however, only Voting Members shall participate in voting as may be required by these rules, including, but not limited to elections for Management Council Delegates, Management Council Officers, and the Plenary Chair”.

<sup>248</sup> **THE TERM “MEMBER” IS MODIFIED AS FOLLOWS:** “Any Organizational ~~organization~~ (“Member Organization”) or individual (“Individual Member”) that signs the Membership Agreement (See, Section 1.1 “Membership Agreement”).”.

<sup>249</sup> **THE TERM “INDIVIDUAL” IS MODIFIED AS FOLLOWS:** “Individual Member: Any person who does not represent or act on behalf of a Organizational Member ~~Organization~~ in any formal or informal capacity within the IDESG”.

<sup>250</sup> **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 1.1.2 (Second Sentence).**

**Comment [A187]: SCRIVENER’S NOTE:**  
“WORKING GROUP” TO “IDESG”.

**Comment [A188]:**  
INSTRUCTIONS FOR DRAFTING – PAGE 1  
ITEM # 1: PLENARY IS THE AUTHORITATIVE  
BODY FOR APPROVAL OF THE IDECOSYSTEM  
FRAMEWORK RECOMMENDATIONS”.  
AGREED UPON BY CONSENSUS 14  
SEPTEMBER 2012.

**Comment [A189]: SCRIVENER’S EDIT:**  
CONSISTENT WITH INSTRUCTIONS FOR  
DRAFTING – PAGE 1 ITEM # 1: “PLENARY IS  
THE AUTHORITATIVE BODY...”.

**Comment [A190]: SCRIVENER’S EDIT:**  
THROUGHOUT THE DOCUMENT I HAVE  
SUBSTITUTED “IDESG” FOR “STEERING  
GROUP” WITHOUT FURTHER COMMENT.

**Comment [A191]:**  
SCRIVENER’S RECOMMENDATION –  
FORMAT:

**Comment [A192]:**  
CONSISTENT WITH DRAFTING  
INSTRUCTIONS”. AGREED UPON BY  
CONSENSUS 25 SEPTEMBER 2012. TERMS  
“ORGANIZATIONAL MEMBER” AND  
“INDIVIDUAL MEMBER” REPLACE THE TERMS  
“MEMBER ORGANIZATION” AND “INDIVIDUAL”  
THROUGHOUT WITHOUT FURTHER  
COMMENT.

**Comment [A193]: SCRIVENER’S NOTE:**  
“WORKING GROUP” TO “IDESG”.

**Comment [A194]:**  
SCRIVENER’S CORRECTION IN ACCORD  
WITH DRAFTING INSTRUCTIONS –  
“COMMITTEES OF THE PLENARY” IN LIEU OF  
STANDING COMMITTEES AND WORKING  
GROUPS”.



with the same obligations as the Organizational Member under the Membership Agreement (See, Section 1.1 "Membership Agreement").

**Non-Voting Member**<sup>251</sup>: Members that do not meet the criteria for Voting Members, but that wish to maintain a formal and ongoing presence in the IDESG. Non-Voting Members may still contribute to the work of the Plenary and its Committees. While they may participate in the Consensus process (See, Section 5.2 "Consensus"), they shall not be permitted to vote in Plenary or Committee proceedings and in the elections of Officers and delegates. The requirements for qualification as a Non-Voting Member are set forth in these Rules (See, Section 1.4 "Member Rights and Responsibilities").

**Non-Voting Member Representative**<sup>252</sup>: The person, whether or not an employee of the Member<sup>253</sup>, selected by each Non-Voting Member to execute the Steering Group Membership Agreement and maintain currency of Member Associates.

Comment [A195]:

INSTRUCTIONS FOR DRAFTING. REPLACE THE TERM "OBSERVING MEMBER" WITH "NON-VOTING MEMBER". AGREED UPON BY CONSENSUS 21 SEPTEMBER 2012

Comment [A196]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

Comment [A197]: SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS. 25 SEPTEMBER 2012 IN ADDITION TO CONFORMITY EDITS

Comment [A198]: SCRIVENER'S RECOMMENDATION - FORMAT CONFORMITY ("CONSENSUS" AS DEFINED TERM).

Comment [A199]: SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS: \_\_ SEPTEMBER 2012.

<sup>251</sup> THE TERM "NON-VOTING MEMBER" REPLACES "OBSERVING MEMBER" CONSOLIDATING THE DEFINITION THE PROVISIONS OF NSTIC NPO SECTION 1.2.2 AND PROPOSED CHARTER SECTION 1.5, AS FOLLOWS: "**Observing Non-Voting** Members that do not meet the criteria for Participating Members, but that wish to maintain a formal and ongoing presence in the Steering Group. **Observing Non-Voting** Members may still contribute to the work of the Plenary and its Standing Committees, and/or Working Groups. While they may participate in the consensus process (See, Section 5.2 "Consensus"), but they shall not be permitted to vote in Plenary proceedings or Committee proceedings and in the elections of Officers and delegates. The requirements for qualification as a Non-Voting Member are set forth in these Rules (See, Section 1.4 "Member Rights and Responsibilities")."

The following language from NSTIC NPO SECTION 1.2.2 is deleted: "~~Non-Voting Members. Non-Voting Members shall be members that do not meet the criteria for Voting Members, but that wish to maintain a formal and ongoing presence in the Steering Group. Non-Voting Members may contribute to the work of the Plenary, its Standing Committees, and/or Working Groups, but shall not be permitted to vote in Plenary wide proceedings and in the elections of Officers and delegates. The requirements for qualification as a Non-Voting Member are defined in section 1.4, Member Rights and Responsibilities.~~"

The following definition is deleted: "~~Unaffiliated Individual: Any Individual Member who chooses not to self-select into one of the other Stakeholder Categories. Unaffiliated Individuals shall not represent the interests or act on behalf of a Member Organizations or Stakeholder Categories.~~"

<sup>252</sup> CONSOLIDATES THE PROVISION OF NSTIC NPO SECTION 1.2.3.2, AS FOLLOWS: "**Non-Voting Member Representative**<sup>252</sup>: The person, whether or not an employee of the Member<sup>252</sup>, selected by each Non-Voting Member to execute the Steering Group Membership Agreement and maintain currency of Member Associates." The following language from NSTIC NPO SECTION 1.2.3.2 is deleted: "~~Non-Voting Member Representatives. Member Representatives of Non-Voting Members shall be referred to as Non-Voting Member Representatives.~~"

<sup>253</sup> The following language from NSTIC NPO SECTION 1.5 is deleted and consolidated into this definition: "~~A Member Organization may designate someone other than an employee to represent its organization.~~"

**Voting Member**<sup>254</sup>: Members that actively participate in the IDESG and the work of the Plenary and its Committees. Voting Members shall participate in Decision Making (See, Section 5, "Decision Making"), including, but not limited to the right to a vote in Plenary-wide or Committee proceedings and in the elections of Officers and delegates. The requirements for qualification as a Voting Member are set forth in these Rules (See, Section 1.4 "Member Rights and Responsibilities").

**Voting Member Representative**<sup>255</sup>: The person, whether or not an employee of the Member<sup>256</sup>, selected by each Voting Member to execute the Steering Group Membership Agreement, maintain currency of Member Associates, and represent the Voting Member in Plenary-wide votes. Voting Member Representatives shall be responsible for casting votes in the Plenary.

**Officers**: The Chair of the Plenary is the sole Officer thereof. The Officers of the Management Council are the Chair, Vice Chair, and the Ombudsman.

**Ombudsman**<sup>257</sup>: This Officer serves the functions set forth in these Rules (See, Section 2.2 "The Management Council"; in particular Section \_\_\_\_).

**Organization**<sup>258</sup>: An organization shall be defined as a commercial, governmental, or<sup>259</sup> other separately constituted legal entity (regardless of the

Comment [A200]:

INSTRUCTIONS FOR DRAFTING. REPLACE THE TERM "PARTICIPATING MEMBER" WITH "VOTING MEMBER". AGREED UPON BY CONSENSUS 21 SEPTEMBER 2012.

Comment [A201]: SCRIVENER'S NOTE: "WORKING GROUP" TO "IDESG".

Comment [A202]: SCRIVENER'S CORRECTION IN ACCORD WITH DRAFTING INSTRUCTIONS.

Comment [A203]: SCRIVENER'S RECOMMENDATION - COMMONLY USED TERM

Comment [A204]: DRAFTING NOTE: DAVID TEMOSHAK HAS PROPOSED LANGUAGE THAT WOULD ALTER THIS PROVISION AS IN FN.

<sup>254</sup> THE TERM "VOTING MEMBER" REPLACES "PARTICIPATING MEMBER". DEFINITION OF "VOTING MEMBER" CONSOLIDATES THE PROVISION OF NSTIC NPO SECTION 1.2.1 AND PROPOSED CHARTER SECTION 1.5, AS FOLLOWS: "Members that ~~who~~ actively participate in the Steering Group and the work of the Plenary—and its ~~Standing Committees, and/or Working Groups~~. Voting Members shall participate in Decision Making (See, Section 5 (Decision Making)), including, but not limited to, the right to ~~have a~~ vote in Plenary-wide or Committee proceedings and in the elections of Officers and delegates. The requirements for qualification as a Voting Member are set forth in these Rules (See, section 1.4, "Member Rights and Responsibilities").

The following language from NSTIC NPO SECTION 1.2.1 is deleted: "~~Voting Members. Voting Members shall be members that actively participate in the Steering Group and the work of the Plenary, Standing Committees, and/or Working Groups. Voting Members shall have a vote in Plenary wide proceedings and in the elections of Officers and delegates.~~ The requirements for qualification as a Voting Member are defined in section 1.4, "Member Rights and Responsibilities

<sup>255</sup> CONSOLIDATES THE PROVISION OF NSTIC NPO SECTION 1.2.3.1, AS FOLLOWS: "The person selected by each Voting Member to execute the Steering Group Membership Agreement, maintain currency of Member Associates, and represent the Voting Membership organization in Plenary-wide votes. Voting Member Representatives shall be responsible for casting votes in the Plenary."

The following language from NSTIC NPO SECTION 1.2.3.2 is deleted: "~~Voting Members Representatives. Member Representatives of Voting Members shall be referred to as Voting Member Representatives. Voting Member Representatives shall be responsible for casting votes in the Plenary.~~"

<sup>256</sup> The following language from NSTIC NPO SECTION 1.5 is deleted and consolidated into this definition: "~~A Member Organization may designate someone other than an employee to represent its organization.~~"

<sup>257</sup> In lieu of the following: "This e-Officer serves the functions set forth in these Rules (See, Section 2.2 "The Management Council"; in particular Section \_\_\_\_ ) ~~to support equitable representation of all Stakeholder Categories and Members in the Identity Ecosystem in the advancement of the NSTIC Guiding Principles.~~"

form of business organization) and, when applicable, its parent company or organizations, its subsidiaries, affiliations (whether as a member of another company or as a subordinate entity under the control of another or if one of multiple entities under the control of a third company), controlled groups, divisions, committees, and working groups. Divisions, international affiliates, subsidiaries, committees of organizations, etc. are part of their parent organizations and are not considered separate organizations for IDESG membership purposes.

**Plenary Chair**<sup>260</sup>: The Presiding Officer of the Plenary as set forth in these Rules (See, Section 2.1 "The Plenary"; in particular Section 2.1.3).

**"Primary Activities" or "Scope of Activities"**: The primary activities of the Steering Group shall be to: Adopt and establish standards for the Identity Ecosystem Framework; Develop and maintain policies for the Identity Ecosystem Framework; Develop and maintain processes for the accreditation of Identity Ecosystem Entities; and, Develop and maintain Identity Ecosystem Operating procedures<sup>261</sup>.

**Quorum**: A quorum of the Plenary is defined as greater than fifty (50%) percent of Voting Members and shall be sufficient for the transaction of business; however, in the case of the Consensus process Non-Voting Members shall taken into account. The Quorum requirement shall apply to Committees unless otherwise modified as set forth in the Committee Charter<sup>262</sup>.

**Rules of Association (the "Rules")**<sup>263</sup>: The documents that contain the basic rules relating to the primary characteristics of the IDESG, prescribing how the Steering Group functions. The Rules shall also include ancillary and supplemental governance documents such as "Rules of Order", which address the rules of procedure governing the operation of the Plenary; "Standing Rules" which relate to the details of the administration of the IDESG; and "Provisos" pertaining to the mechanics of transition under the Rules. Such ancillary and supplemental

<sup>258</sup> In lieu of the following: "A commercial, governmental, or other separately constituted legal entity and, when applicable, its parent company or organizations, its subsidiaries, affiliations, divisions, committees, and working groups".

<sup>259</sup> DAVID TEMOSHAH LANGUAGE: "THE FEDERAL DEPARTMENTS AND INDEPENDENT AGENCIES MAY JOIN IDESG AS ORGANIZATIONAL MEMBERS WITHIN THE FEDERAL GOVERNMENT STAKEHOLDER CATEGORY."

<sup>260</sup> In lieu of the following: "The Presiding Officer of the Plenary as set forth in these Rules (See, Section 2.1 "Identity ecosystem Plenary"; in particular Section 2.1.3), who provides general leadership and direction of the actions, conducts the meetings, supervises the election process, and oversees the Decision Making process of the Plenary".

<sup>261</sup> REVISED NSTIC NPO OPENING STATEMENT (Second Paragraph) based upon proposed Charter Sections 1.2.1, 1.2.2 1.2.3 and 1.2.4, AS FOLLOWS: "As stated in the Charter, The primary activities of the Steering Group shall be to: Adopt and establish standards for the Identity Ecosystem Framework; Develop and maintain policies for the Identity Ecosystem Framework; Develop and maintain processes for the accreditation of Identity Ecosystem Entities; and, Develop and maintain Identity Ecosystem Operating procedures".

<sup>262</sup> DEFINITION OF "QUORUM" CONSOLIDATES THE PROVISION OF NSTIC NPO SECTION 5.1, AS FOLLOWS: "A quorum of the Plenary is defined as greater than fifty (50%) percent of Voting Participating Members and shall be sufficient for the transaction of business however, in the case of the consensus process Non-Voting Members shall taken into account. The Quorum requirement shall apply to Committees unless otherwise modified as set forth in the Committee Charter."

<sup>263</sup> NEW.

**Comment [A205]:**

CONCEPTS FOR DRAFTING: MEMBERSHIP. "ANY ENTITY OF ANY KIND REGARDLESS OF LEGAL STATUS MAY BE AN ORGANIZATIONAL MEMBER PARTICIPATING OR OBSERVING". AGREED UPON BY CONSENSUS 21 SEPTEMBER 2012.

**Comment [A206]:**

CONCEPTS FOR DRAFTING: MEMBERSHIP. "GIVE GUIDANCE THAT CONSOLIDATED SUBSIDIARIES OR GROUPS UNDER COMMON CONTROL (SIMILAR TO THE US SEC DEFINITION OF 'AFFILIATE') ARE DEEMED TO BE THE SAME ENTITY". AGREED UPON BY CONSENSUS 21 SEPTEMBER 2012.

**Comment [A207]:**

CONCEPTS FOR DRAFTING: MEMBERSHIP. "NO JURISDICTIONAL OR CITIZENSHIP LIMITATIONS; HOWEVER, GENERALLY, GUIDANCE SHOULD INDICATE THAT ACME (US) IS COUNTED AS THE SAME ENTITY AS ACME (BELGIUM) AND ACME (JAPAN)". AGREED UPON BY CONSENSUS 21 SEPTEMBER 2012.

**Comment [A208]: SCRIVENER'S NOTE:**  
"WORKING GROUP" TO "IDESG".

**Comment [A209]: SCRIVENER'S**  
RECOMMENDATION - CONFORMITY

**Comment [A210]:**  
SCRIVENER'S RECOMMENDATION - FORMAT  
CONFORMITY ("CONSENSUS" AS DEFINED  
TERM).

**Comment [A211]:**  
SCRIVENER'S CORRECTION IN ACCORD  
WITH DRAFTING INSTRUCTIONS. 25  
SEPTEMBER 2012

**Comment [A212]:**  
SCRIVENER'S CORRECTION IN ACCORD  
WITH DRAFTING INSTRUCTIONS. 25  
SEPTEMBER 2012

**Comment [A213]: SCRIVENER'S NOTE:**  
"WORKING GROUP" TO "IDESG".

documents shall set forth a reference to the underlying Rule and shall be hyperlinked to such Rule and be distributed to the Members.

**Secretariat:** Provides administrative and material support to the IDESG (See, Section 2.3 "Secretariat").

Comment [A214]: SCRIVENER'S NOTE:  
"WORKING GROUP" TO "IDESG".

### Rule of Order #1: IDESG Decision Making and Work Flow Policy

A. Purpose: The purpose of the IDESG Decision Making and Work Flow Policy is to more specifically implement Section 5 of the Rules of Association. This Decision Making and Work Flow Policy applies to all decisions of the IDESG.

B. Process: When a charter, work product or other proposal (hereinafter "proposal") is introduced to the Plenary for consideration and approval the Proposal shall simultaneously be submitted to the Management Council and to all Members of the Plenary for comment:

#### 1. Administrative Role of Management Council.

(a) Within fourteen (14) days the Management Council will review the proposal for compliance with the proposal writing criteria.

(b) If the Management Council determines that the criteria has not been met, the Management Council will return the proposal with specific comments and objections noted to the originator for comment and inform members of the Plenary of such action.

(c) If the proposal is not resubmitted the decision making process will terminate for that proposal.

(d) Upon resubmission, Management Council will notify the Plenary and have fourteen (14) days will review the proposal for compliance with the proposal writing criteria.

(e) If the Management Council does not approve the proposal, or the time for approval expires, the Plenary may override the decision of the Management Council in accordance with the Consensus and Voting requirements outlined in Section 5 the Rules of Association and in accordance with the process outlined below.

## 2. Role of Plenary: The First Reading.

(a) The Plenary, including the Management Council in its capacity as a body of the Plenary, will consider the proposal during a thirty (30) day comment period.

(b) In accordance with the Consensus process, any member may object to the proposal by submitting a formal objection to the Plenary Chair.

(c) The Plenary will exercise due diligence and consider formal objections and other comments in discussion.

(d) If Consensus is reached by a Quorum of all Voting and Non-Voting members as set forth in Section 5.2.1 of the Rules of Association, the proposal shall be deemed adopted.

(e) If Consensus is not reached the proposal will be referred back to the originator for revision.

(f) If the proposal is not resubmitted the decision making process will terminate for that proposal.

## 3. Role of Plenary: The Second Reading.

(a) Upon resubmission the Management Council will review the proposal for compliance with the proposal writing criteria as set forth in Section B. a. above.

(b) The Plenary, including the Management Council in its capacity as a body of the Plenary, will consider the proposal during a thirty (30) day comment period

(c) The Plenary will exercise due diligence and consider the formal objections and other comments in discussion.

(d) If Consensus is reached by a Quorum of all Voting and Non-Voting members as set forth in Section 5.2.1 of the Rules of Association, the proposal will be adopted.

(e) If Consensus cannot be achieved, the Plenary Chair will determine the sense of the Plenary and, if no action is forthcoming from the Plenary, either: (i) defer decision; (ii) refer the proposal back to the originators or the relevant Committee; or, (iii) submit the matter to a vote of Plenary in accordance with Section 5.3 of the Rules of Association.

**Proviso #1: Regarding the Initial Interim Period-**

~~Due~~**A. Initial Interim Period**<sup>264</sup>. The Initial Interim Period commenced on August 15, 2012 and October \_\_, 2012, due to the need to quickly initiate a new organization, the provisions of this section define an initial interim period for the ~~Steering Group~~ IDESG. The provisions of this section shall be in effect for an initial interim period of ninety (90) days from the date of ratification of ~~these By-laws~~ the interim Rules approved on August 15, 2012. All ~~By-laws~~ such Rules shall be in effect upon ratification except as specified in this section. After the initial ninety (90) day period, the provisions of this section will no longer be in effect, except as otherwise approved by the Plenary.

~~11.1.~~—

**B. Participating and Interim Members**

~~An~~<sup>265</sup>. During the Initial Interim Period an organization or individual shall be permitted to join the ~~Steering Group~~ IDESG by executing the Membership Agreement as a ~~Participating~~ Voting or Non-Voting Member or by expressing the intent to join as an Interim Member. Interim Members shall have the same rights and responsibilities as ~~Participating~~ Voting and Non-Voting Members. Interim Members shall execute the Membership Agreement no later than the ~~end of the initial interim period~~ date upon which the Call for Candidates occurs as set forth in the Rules of Association in order to remain members.

Comment [A215]: DRAFTING GUIDANCE

1. **Member Representatives**<sup>266</sup>. Each Interim Member shall designate a Member Representative in accordance with section 1.2.3 of these ~~By-laws~~ Rules.

Comment [A216]:  
SCRIVENER'S CORRECTION CONFORMITY:  
"BY-LAWS" TO "RULES".

<sup>264</sup> **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 11, AS FOLLOWS:** "The Initial Interim Period commenced on August 15, 2012 and October \_\_, 2012, due to the need to quickly initiate a new organization, the provisions of this section define an initial interim period for the ~~Steering Group~~ IDESG. The provisions of this section shall be in effect for an initial interim period of ninety (90) days from the date of ratification of the interim Rules approved on August 15, 2012 ~~these By-laws~~. All such ~~By-laws~~ Rules shall be in effect upon ratification except as specified in this section. After the initial ninety (90) day period, the provisions of this section will no longer be in effect, except as otherwise approved by the Plenary".

<sup>265</sup> **MODIFICATION AND RECODIFICATION OF NSTIC NPO SECTION 11.1, AS FOLLOWS:** "During the Initial Interim Period aAn organization or individual shall be permitted to join the ~~Steering Group~~ IDESG by executing the Membership Agreement as a ~~Participating~~ Voting or Non-Voting Member or by expressing the intent to join as an Interim Member. Interim Members shall have the same rights and responsibilities as ~~Participating~~ Voting and Non-Voting Members. Interim Members shall execute the Membership Agreement no later than the date upon which the Call for Candidates occurs as set forth in the Rules of Association ~~end of the initial interim period~~ in order to remain members".

<sup>266</sup> NSTIC NPO SECTION 11.1.1.



2. Stakeholder GroupCategory Affiliation<sup>267</sup>. Each Interim Member shall self-select into the Stakeholder GroupCategory that they consider best represents its roles or interests in the Identity Ecosystem.

**11.1. Elections.**

~~The Secretariat shall assume all responsibilities of the Nominations Committee for the initial Steering Group elections. The Secretariat shall prepare and distribute candidate slates and ballots for initial Steering Group elections as far in advance as practicable.~~

Comment [A217]:  
SCRIVENER'S CORRECTION IN ACCORD  
WITH DRAFTING INSTRUCTIONS: 21  
SEPTEMBER 2012 ("STAKEHOLDER GROUP"  
REPLACED BY "STAKEHOLDER CATEGORY").

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<sup>267</sup> NSTIC NPO SECTION 11.1.2.

## Proviso #2: Election Transition Protocols

### 11.2. A. Officer and Delegate Terms of Service

<sup>268</sup>. The initial terms of service for the Management Council Chair, Plenary Chair, and Management Council Delegates elected during the ~~initial interim period shall be six (6) months~~Initial Interim Period shall be from August 16, 2012 through January 27, 2013.

B. The Staggering of Terms for Management Council Stakeholder Delegates. In accordance with the provisions of section 3.2.1.1 and 3.2.1.2 of the Rules of Association the following provisions pertain to the transition to the staggered term of office for Management Council Stakeholder Delegates<sup>269</sup>:

1. Implementing Provision Pertaining to Management Council Delegates from Stakeholder Categories 1, 3, 5, 7, 9 and 11. A One (1) year term commencing on January 28, 2013 (the "Implementing Term").

2. Implementing Provision Pertaining to Management Council Delegates from Stakeholder Categories 2, 4, 6, 8, 10 and 12. A Two (2) year term commencing on January 28, 2013.

C. Limitation of Service Provisions Pertaining to Interim Office Holders at Management Council Delegates from Stakeholder Categories 1, 3, 5, 7, 9 and 11.

1. Implementing Provision Pertaining to the Completion of Terms for those Elected for Terms of up to Six (6) Month Terms Commencing on August 15, 2012 ("Interim Term of Service"). Completion of the Interim Term of Service<sup>270</sup>. The Interim Term of Service shall not apply to the limitation of service set forth in Section

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<sup>268</sup> REVISION AND RECODIFICATION OF NSTIC NPO SECTION 11.3, AS FOLLOWS: "The initial terms of service for the Management Council Chair, Plenary Chair, and Management Council Delegates elected during the Initial Interim Period shall be from August 16, 2012 through January 27, 2013 ~~six (6) months~~."

<sup>269</sup> REVISION AND RECODIFICATION IN LIEU OF NSTIC NPO SECTION 2.2.3.4 (Final paragraph) BY DELETING THE FOLLOWING: "In the first term of office following the initial interim period - where all delegates shall serve for a period of six months (see Section 11, Initial Interim Period) - one-half of Stakeholder Category Delegates and one At-Large Delegate shall serve a one-year term".

<sup>270</sup> NEW.

3.2.2 of the Rules of Association. The Interim Term of Service shall end at the close of business on January 27, 2013.

2. Implementing Provision Pertaining to the Transition Term of Office for Management Council Delegates from Stakeholder Categories 1, 3, 5, 7, 9 and 11<sup>271</sup>. The Interim Term of Service shall not apply to the limitation of service set forth in Section 3.2.2 of the Rules of Association.

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<sup>271</sup> NEW.

<sup>A</sup> The full Strategy can be found at:

[http://www.whitehouse.gov/sites/default/files/rss\\_viewer/NSTICstrategy\\_041511.pdf](http://www.whitehouse.gov/sites/default/files/rss_viewer/NSTICstrategy_041511.pdf)

<sup>B</sup> National Strategy for Trusted Identities in Cyberspace, The White House, April 2011, 1.

<sup>C</sup> For example, imagine that a student could get a digital credential from her cell phone provider and another one from her university and use either of them to log-in to her bank's website, her e-mail, three social networking sites, four online commerce sites, and so on, all without having to remember dozens of passwords.

<sup>D</sup> National Strategy for Trusted Identities in Cyberspace, The White House, April 2011, p. 25.

<sup>E</sup> National Strategy for Trusted Identities in Cyberspace, The White House, April 2011, p. 31.

<sup>F</sup> National Strategy for Trusted Identities in Cyberspace, The White House, April 2011, 25, 11-14.