

RULES OF ASSOCIATION FOR THE IDENTITY ECOSYSTEM STEERING GROUP

INTRODUCTION: A CHARTER FOR THE IDENTITY ECOSYSTEM STEERING GROUP.	IV
THE RULES OF ASSOCIATION	1
1. MEMBERSHIP AND OTHER LEVELS OF PARTICIPATION.....	1
1.1. MEMBERSHIP AGREEMENT.....	1
1.1.1 Adoption of Agreement by the Plenary.....	1
1.1.2 Execution of Membership Agreement. Requisite to Membership	1
1.2. MEMBERSHIP CLASSES.....	2
1.2.1 Membership Types.....	2
1.2.2 Organizational Members.....	2
1.2.3 Individual Members.....	3
1.3. MEMBER RIGHTS AND RESPONSIBILITIES.	3
1.3.1. Rights of Members.....	3
1.3.2. Responsibilities of Members.....	4
1.3.3. Additional Rights of Voting Members.....	4
1.3.4. Additional Responsibilities of Voting Members.....	4
1.4. CHANGES IN MEMBERSHIP STATUS.	4
1.4.1. Withdrawal of Membership.....	4
1.4.2. Administrative Modification of Membership.....	5
1.5. OTHER PARTICIPANTS IN THE STEERING GROUP: GENERAL PUBLIC AND LIAISON RELATIONSHIPS.	5
2. STEERING GROUP STRUCTURE AND RESPONSIBILITIES.	5
2.1 THE PLENARY.	6
2.1.1. Plenary Membership.....	6
2.1.2. Plenary Responsibilities.....	6
2.1.3. Committees of the Plenary.....	7
2.1.4. Plenary Chair.....	9
2.1.5. Plenary Vice Chair.....	10
2.2. THE MANAGEMENT COUNCIL.	10
2.3. SECRETARIAT.	15
2.3.1. Selection of Secretariat.....	15
2.3.2. Secretariat Responsibilities.....	16
2.4. TRANSPARENCY AND DISSEMINATION OF INFORMATION.....	16
2.4.1. Open Meetings.....	17
2.4.2. Publication of Operations.....	17
2.4.3. Material Distribution.....	17
2.5. COMPLAINTS PERTAINING TO ACTIONS OF THE PLENARY AND THE MANAGEMENT COUNCIL.	17

1	3. GENERAL ELECTIONS.....	17
2	3.1. GENERAL REQUIREMENTS.....	17
3	3.1.1. <i>Eligible Voters: At-Large Officers.....</i>	17
4	3.1.2. <i>Eligible Voters: Stakeholder Categories.....</i>	18
5	3.2. ELECTED OFFICERS OF THE STEERING GROUP.....	18
6	3.2.1. <i>Term of Office.....</i>	18
7	3.2.2. <i>Limitation of Service.....</i>	18
8	3.2.3. <i>Vacancy.....</i>	18
9	3.2.4. <i>Removal of Management Council Delegates.....</i>	19
10	3.3. STAKEHOLDER CATEGORY AFFILIATION.	19
11	3.3.1. <i>Stakeholder Categories.....</i>	19
12	3.3.2. <i>Periodic Review of Stakeholder Categories.....</i>	21
13	3.3.3. <i>Management of Stakeholder Categories.....</i>	21
14	3.4. ELECTION PROCESS.....	22
15	3.4.1. <i>Role of the Secretariat.....</i>	22
16	3.4.2. <i>Call for Candidates. Notice to Voting Members.....</i>	22
17	3.4.3. <i>Submission of Candidate Recommendations.....</i>	23
18	3.4.4. <i>Candidate Qualifications.....</i>	23
19	3.4.5. <i>Preparation of a Ballot.....</i>	24
20	3.4.6. <i>Voting for Candidates.....</i>	24
21	4. MEETINGS.....	25
22	4.1. MEETINGS REQUIREMENTS & PROCEDURES.....	25
23	4.2. MEETING ADMINISTRATION.....	26
24	4.2.1. <i>Prior Notice of Meetings.....</i>	26
25	4.2.2. <i>Member Submissions.....</i>	26
26	4.2.3. <i>Meeting Agenda.....</i>	26
27	4.2.4. <i>Attendance.....</i>	27
28	5. DECISION MAKING.....	27
29	5.1. QUORUM.....	27
30	5.2. CONSENSUS.....	27
31	5.2.1. <i>Consensus Process.....</i>	27
32	5.2.2. <i>Failure to Reach Consensus.....</i>	28
33	5.3. VOTING.....	28
34	5.3.1. <i>Matters for Voting.....</i>	28
35	5.3.2. <i>Quorum.....</i>	28
36	5.3.3. <i>Voting Process.....</i>	28
37	6. INTELLECTUAL PROPERTY POLICY.....	29
38	7. CONFLICT OF INTEREST.....	29
39	8. NON-LIABILITY.....	30

1	9. PARLIAMENTARY AUTHORITY.	30
2	10. ADOPTION AND AMENDMENTS OF THE RULES OF ASSOCIATION.	30
3	11. SEVERABILITY.	30
4	12. GLOSSARY: DEFINED TERMS.	30
5	SPECIAL RULE OF ORDER #1: IDESG DECISION MAKING AND WORK FLOW POLICY	36
6	PROVISO #1: REGARDING THE INITIAL INTERIM PERIOD	39
7	PROVISO #2: SELECTION OF THE SECRETARIAT.....	39
8	PROVISO #3: COMPLAINT PROCEDURE.....	40
9	PROVISO #4: REGARDING THE INITIAL INTERIM PERIOD	41
10		
11		

FOR PLENARY CONSIDERATION 10-19-12

1 Introduction: A Charter for the Identity Ecosystem Steering Group.

2 **Background.** The National Strategy for Trusted Identities in Cyberspace
3 (“NSTIC” or “Strategy”), signed by President Obama in April 2011, acknowledges
4 and addresses a major weakness in cyberspace – a lack of confidence and
5 assurance that people, organizations, and businesses are who they say they are
6 online¹. Additionally, in the current online environment, individuals are asked to
7 maintain dozens of different usernames and passwords, one for each website
8 with which they interact. The complexity of this approach is a burden:

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

15 Moreover, both businesses and governments are unable to offer many services
16 online, because they cannot effectively identify the individuals with whom they
17 interact. Spoofed websites, stolen passwords, and compromised accounts are all
18 symptoms of inadequate authentication mechanisms².

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

- 23 ▪ The vibrant marketplace created by the Identity Ecosystem will
24 provide people with choices among multiple accredited identity
25 providers, both private and public, and choices among multiple
26 credentials.
- 27 ▪ The added convenience, security, and privacy provided within the
28 Identity Ecosystem will allow additional services to be put online to
29 drive greater economic growth.

30 Notwithstanding the objective to improve identification and authentication in
31 cyberspace for certain types of transactions, not all Internet activities have such

¹ NSTIC Strategy: http://www.whitehouse.gov/sites/default/files/rss_viewer/NSTICstrategy_041511.pdf

² National Strategy for Trusted Identities in Cyberspace, The White House, April 2011, 1.

1 needs. Thus, the capacity for anonymity and pseudonymity will be maintained in
2 the envisioned Identity Ecosystem.

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

17 [Establish a steering group to] administer the process for policy and
18 standards development for the Identity Ecosystem Framework in
19 accordance with the Guiding Principles in [the] Strategy. The steering
20 group will also ensure that accreditation authorities validate
21 participants’ adherence to the requirements of the Identity Ecosystem
22 Framework”³.

23 **Establishment of the Identity Ecosystem Steering Group (“IDESG”).** The
24 NSTIC, which was signed by President Obama in April 2011, called for the
25 establishment of a private sector-led steering group to administer the
26 development and adoption of the Identity Ecosystem Framework: the IDESG. The
27 IDESG receives its authority to operate from the active participation of its
28 membership in accordance with the Rules of Association which follow. The
29 IDESG has been initiated with the support of NIST. Following an initial period,
30 the IDESG will transition to a self-sustaining organization.

31 **A. The Mission.** The Mission of the IDESG shall be to govern and
32 administer the Identity Ecosystem Framework in a manner that stimulates the
33 development and sustainability of the Identity Ecosystem. The IDESG will always
34 operate in accordance with the NSTIC’s Guiding Principles.

³ National Strategy for Trusted Identities in Cyberspace, The White House, April 2011, p. 25.

1 **1. Objectives.** The activities and work products of the IDESG
2 shall be conducted in support of the following objectives:

- 3 ▪ Ensuring that the Identity Ecosystem and Identity
4 Ecosystem Framework conform to the four NSTIC
5 Guiding Principles;
- 6 ▪ Administering the process for policy and standards
7 development and adoption for the Identity Ecosystem
8 Framework and, where necessary establishing policies
9 standards for the Identity Ecosystem Framework.
- 10 ▪ Adopting and, where necessary, establishing standards
11 for the Identity Ecosystem Framework.
- 12 ▪ Certifying that accreditation authorities validate
13 adherence to the requirements of the Identity Ecosystem
14 Framework.

15
16 **2. Purpose.** The purpose of the IDESG shall be to develop and
17 administer the process for policy and technical standards development
18 for the Identity Ecosystem Framework. The IDESG shall bring together all
19 of the interested stakeholders, both in private and public sectors, to
20 confirm that the Identity Ecosystem Framework provides a minimum
21 baseline of privacy, security, interoperability, and ease-of-use through
22 standards and policies, without creating unnecessary barriers to entry.
23 The IDESG shall facilitate the fulfillment of the NSTIC goals to develop a
24 comprehensive Identity Ecosystem Framework; build and implement the
25 Identity Ecosystem; enhance confidence and willingness to participate in
26 the Identity Ecosystem; and, support the long-term success and
27 sustainability of the Identity Ecosystem.

28 The IDESG shall not itself be a standards development body, but
29 rather an organization that promotes the development of standards by
30 other existing standards development organizations and develops
31 policies that serve to accelerate the development and adoption of the
32 Identity Ecosystem.

33 **B. The Scope of IDESG Activities.** The Primary Activities of the IDESG
34 shall be limited to achievement of the objectives listed in this charter. Additional
35 activities that are not considered essential to completion of these objectives
36 may be conducted when determined appropriate through IDESG consensus. The
37 scope of the IDESG's activities is summarized in the sections that follow.

1 **1. Adopt and Establish Standards.** The IDESG shall establish
2 forums and procedures to review applicable standards and adopt those
3 that support achievement of the NSTIC vision, conform to the Guiding
4 Principles, and meet other established requirements. Additionally, the
5 IDESG shall

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

11
12 **2. Develop and Maintain Policies.** The IDESG shall establish
13 the mechanisms necessary to develop, implement, and maintain
14 standards, policies and procedures that are appropriate for use in the
15 Identity Ecosystem and conform to the NSTIC Guiding Principles. The
16 IDESG shall support the timely development and implementation of
17 policies.

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

25 **4. Develop and Maintain Identity Ecosystem Operating**
26 **Procedures.** The IDESG shall develop, administer, and maintain Identity
27 Ecosystem Operating Procedures to facilitate interoperability between and
28 among the Identity Ecosystem participants. Operating Procedures refers
29 to the set of policies and standards created by the IDESG as accepted
30 baseline requirements for participating in the Identity Ecosystem
31 Framework.

32 **C. Adherence to the NSTIC Guiding Principles.** The IDESG, its
33 components, and its members shall at all times operate in accordance with four
34 Guiding Principles set forth in the NSTIC. They are:

- 35 **1. Identity solutions will be privacy-enhancing and voluntary.**
36 The Identity Ecosystem will be grounded in a holistic, integrated

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

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

29 **3. Identity solutions will be interoperable.** Interoperability
30 encourages and enables service providers to accept a wide variety of
31 credentials and enables users to take advantage of different credentials
32 to assert their identity online. Two types of interoperability are
33 recognized in the Identity Ecosystem: technical interoperability is the
34 ability for different technologies to communicate and exchange data
35 based upon well-defined and testable interface standards; policy-level
36 interoperability is the ability for organizations to adopt common business
37 policies and processes.

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

8 **D. Operating Principles.** The IDESG shall adhere to the following four
9 operating principles.

10 **1. Openness and Transparency.** The work of the IDESG,
11 including all Committees, shall facilitate broad participation and be
12 publically accessible. The IDESG shall take the following steps to provide
13 openness and transparency in all its proceedings:

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

22
23 **2. Balance.** The IDESG shall strive to achieve balanced
24 representation among all stakeholder categories regardless of the size of
25 their organization, financial status, or sector alignment/affiliation.

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

1 **4. Harmonization.** The IDESG shall encourage harmonization
2 of standards and policies and shall always strive to recognize the
3 impacts of policy and standards on all stakeholders in the Identity
4 Ecosystem.

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

12 **F. Organizational Structure.** The Steering Group shall be comprised
13 as set forth in Section 2 of the Rules of Association, which follow.

The Rules of Association

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 (“IDESG” or “Steering Group”).

1. Membership and Other Levels of Participation.

Membership in the IDESG shall be open and the extent of participation shall be voluntary. Membership in the IDESG shall be open to organizations and individuals that have an interest in the development and administration of the Identity Ecosystem and are able to execute the required Membership Agreement. Membership classifications, participation levels and member categories are described in the sections that follow. The complete list of Members shall be available to the public, along with their disclosure of their Stakeholder Category.

1.1. Membership Agreement.

1.1.1 Adoption of Agreement by the Plenary. The Plenary shall adopt a form of Membership Agreement which shall be used and signed by all IDESG members. The form of the agreement may be amended from time to time by the Plenary; however, those amendments shall not be retroactively effective against existing members unless an amended form of Agreement is executed by the Member.

1.1.2 Execution of Membership Agreement. Requisite to Membership. To become a member, an Individual or Organizational Member shall complete and execute the Steering Group Membership Agreement, 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 and a Membership Roster shall be sent to the Secretariat who shall collect and record the Membership Agreements and publish the Member name and Affiliated Stakeholder Category to the public list.

1.2. Membership Classes.

There are two classes of membership – Organizational Members and Individual Members as set forth in this section. A person representing or acting on behalf of an Organizational Member in any formal or informal capacity within the IDESG are considered acting as a representative of the interests or acting on behalf or at the behest of such Organizational Member and shall not be treated as or considered for membership as an Individual Member. Each Member shall elect to participate in the Plenary as either a Voting Member or a Non-Voting Member.

1.2.1 Membership Types.

1.2.1.1 Voting Members. Voting Members shall be members that actively participate in the IDESG and the work of the Plenary and its Committees. Voting Members shall have a vote in Plenary-wide proceedings and in the elections of officers and delegates. Voting Members may self-select into one of the defined Stakeholder Categories.

1.2.1.2 Non-Voting Members. Non-Voting Members shall be members that do not meet the criteria for Voting Members or chose not to become voting member, but that actively participate in the IDESG and the work of the Plenary and its Committee. Non-Voting Members may contribute to the work of the Plenary and its commits but shall not be permitted to vote in Plenary-wide proceedings and in the elections of officers and delegates. Non-Voting Members are not required, but may choose to, self-select into one of the defined Stakeholder Categories.

1.2.2 Organizational Members.

1.2.2.1 General Terms. An Organization (may join the IDESG and shall, if a Voting Member, be permitted to join any one of the Stakeholder Categories.

1.2.2.2 Member Representatives. Each Organizational Member shall designate one person as its Member Representative, in accord with its own selection process. No person shall represent more than one Organizational Member. Each

1 Organizational Member is authorized to designate, in writing to
2 the Secretariat, alternate Member Representatives who may act on
3 their behalf in the absence of the Member Representative.
4

5 **1.2.2.3 Member Associates.** Each Organizational
6 Member may have multiple Member Associates who shall be
7 authorized to participate in Committee Decision Making
8 procedures on behalf of the Member in the absence of the Voting
9 Representative; however, each Organizational Member shall be
10 entitled to only one voting representative in the deliberations of a
11 Committee.
12

13 **1.2.3 Individual Members.** An individual shall be permitted to join
14 the IDESG under the terms set forth in Section 1.1 and may join as either
15 a Voting or Non-Voting Member. If joining as a Voting Member, an
16 individual may chose to identify with one of the Stakeholder Categories.
17 Individual Members shall not represent the interests or act on behalf or at
18 the behest of an Organizational Member. Individual Members, at all
19 times, shall act on their own behalf and solely represent themselves.
20 Individual Non-voting Members shall enjoy the pertinent Rights and
21 Responsibilities found in Sections 1.3.1 and 1.3.2.

22 **1.3. Member Rights and Responsibilities.**

23
24 **1.3.1. Rights of Members.** All Members shall have the right to:

25
26 **1.3.1.1.** Participate as Members for as long as they
27 meet the requirements of membership.
28

29 **1.3.1.2.** Submit proposed requirements for the Identity
30 Ecosystem Framework.
31

32 **1.3.1.3.** Participate in the Plenary process and establish
33 the overall direction of the Plenary through active participation in
34 Committees of the Plenary, or other entities established as needed to
35 address specific issues.
36

1 1.3.1.4. Participate in the Consensus decision-making
2 process.

3
4 **1.3.2. Responsibilities of Members.** Members shall have the
5 responsibility to abide by the Membership Agreement and comply with
6 these Rules.

7
8 **1.3.3. Additional Rights of Voting Members.** Voting Members shall
9 have the right to:

10
11 1.3.3.1. Vote in IDESG elections in accordance with
12 these Rules.

13
14 1.3.3.2. Vote on proposed Plenary standards, policies,
15 and procedures in accordance with these Rules.

16
17 1.3.3.3. Stand for nomination for Management Council,
18 Delegate, At-Large Delegate, and Plenary Chair and Vice-Chair and
19 Management Council Chair (and on or after September 1, 2014, the
20 Management Council Vice Chair) positions.

21
22 **1.3.4. Additional Responsibilities of Voting Members.** Voting
23 Members shall have the responsibility to:

24
25 1.3.4.1. Participate in Plenary meetings.

26
27 1.3.4.2. Review Plenary documents.

28
29 1.3.4.3. Ensure that their attendance is accurately
30 recorded by the Secretariat.

31 **1.4. Changes in Membership Status.**

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

33
34 **1.4.1. Withdrawal of Membership.** Members may voluntarily
35 withdraw from the IDESG or change their voting status at any time by
36 stating their intention in writing to the Secretariat subject to the
37 applicable rules herein.

1
2 **1.4.2. Administrative Modification of Membership.** Any change in
3 legal status of members shall result in the appropriate modification or
4 termination of their membership. Situations that may result in the
5 modification of membership include, but are not limited to:

6
7 **1.4.2.1.** Dissolution of an Organizational Member.

8
9 **1.4.2.2.** Acquisition or divestiture of one Organizational
10 Member by another Organizational Member.

11
12 **1.4.2.3.** Change in employment status or affiliation of any
13 individual.

14
15 **1.4.2.3.1.** Persons who are employees of an
16 Organization which is not a Member and acting on behalf or
17 at the behest of any other Members, cannot be Individual
18 Voting Members;

19
20 **1.4.2.3.2.** A person can be an Individual Member
21 when employed (contracted etc...) by another Member, as
22 long as he/she is not representing the interests, or acting
23 on behalf or behest of his/her employer (client).

24 **1.5. Other Participants in the Steering Group: General Public and**
25 **Liaison Relationships.**

26 Participation and attendance by members of the public in meetings of the IDESG
27 may be permitted, and the Management Council, subject to ratification by the
28 Plenary at its next regularly scheduled meeting, may enter into liaison or other
29 agreements on behalf of the IDESG, with other organizational and entities;
30 provided, however, that none of the foregoing arrangements or agreements
31 shall violate these Rules, or the policies of the IDESG, including IPR Policy/ies.

32 **2. Steering Group Structure and Responsibilities.**

33 The Steering Group shall employ the NSTIC as its initial strategy. IDESG shall
34 consist of two bodies: the Plenary and the Management Council. Additionally,
35 the IDESG shall also have a Secretariat serving it's the administrative arm. The

1 roles and responsibilities of each component are described in the sections that
2 follow. The Voting Members shall elect the Chair of the Plenary, the Vice Chair
3 of the Plenary, the Chair of the Management Council (and on or after September
4 1, 2014, the Management Council Vice Chair) and the Delegates of the
5 Management Council as set forth in these Rules.

6 **2.1 The Plenary.**

7 The Plenary shall be the authoritative governance body of the IDESG. The
8 Plenary shall provide for the Plenary Chair and Committees. The roles,
9 responsibilities and participation requirements of each component are described
10 in the sections that follow.

11
12 **2.1.1. Plenary Membership.** The Plenary shall be open to all IDESG
13 Members.

14
15 **2.1.2. Plenary Responsibilities.** The Plenary shall:

16
17 **2.1.2.1.** Facilitate the timely review, recommendation and
18 adoption of standards related to the development and governance
19 of the Identity Ecosystem.

20
21 **2.1.2.2.** Develop and maintain work products and
22 Governance Documents to include: (a) a framework for testing and
23 certifying Identity Ecosystem components; (b) the Identity
24 Ecosystem Framework, as described in the NSTIC; and, (c) produce,
25 develop and maintain work products for the Identity Ecosystem
26 and IDESG Governance Documents as well as documents and
27 materials.

28
29 **2.1.2.3.** Recommend creation or dissolution of
30 Committees to perform the Plenary's work.

31
32 **2.1.2.4.** Develop and establish accountability measures for
33 the Plenary and its components.

34
35 **2.1.2.5.** Facilitate the ongoing operation of the IDESG.
36

1 **2.1.2.6.** Perform all other acts necessary and appropriate
2 to the conduct of the Plenary's activities and achievement of the
3 Plenary's goals.
4

5 **2.1.2.7. Conducting & Participating in Elections.** The
6 Plenary shall be responsible for electing Management Council
7 Delegates and the Plenary Chair and Vice Chair and Management
8 Council Chairs.
9

10 **2.1.3. Committees of the Plenary.** There shall be such
11 Committees, as set forth in or as otherwise established by the Plenary in
12 accordance with these Rules.
13

14 **2.1.3.1. The Privacy Committee.** There shall be a Privacy
15 Committee which shall have such responsibilities and authority as
16 specially set forth in these Rules and the Committee Charter,
17 including:
18

19 **2.1.3.1.1.** The responsibility to develop, maintain,
20 publish and adhere to a consistent evaluation methodology
21 for identifying privacy, and identity-related civil liberties
22 risks and issues ("Privacy Evaluation Methodology").
23

24 **2.1.3.1.2.** The responsibility to proactively
25 communicate with and appoint liaisons to other committees
26 of the plenary to identify and resolve potential privacy
27 concerns during the development of IDESG work products.
28

29 **2.1.3.1.3.** The responsibility to review all IDESG
30 work products prior to approval by the Plenary in a timely
31 manner and issue a Privacy Review Report, consistent with
32 the time frames and procedures enumerated in the Privacy
33 Evaluation Methodology.
34

35 **2.1.3.1.4.** The authority to raise formal objections
36 to IDESG proposals as set forth in Section 5.3.3.2 of these
37 Rules if a proposal fails to overcome shortcomings
38 identified in the Privacy Review Report.

1
2 **2.1.3.2. Other Committees.** Committees may be created
3 and Committee Charters shall be approved by the Plenary
4 following review and comment of the Management Council, in
5 accordance with these Rules. There shall be Committees:
6

7 **2.1.3.2.1.** responsible for addressing and
8 coordinating ongoing/permanent development issues and
9 matters, including but not limited to, the coordination of
10 Policy, Standards and Accreditation, the nomination,
11 evaluation and qualification of candidates of IDESG
12 elections; and,
13

14 **2.1.3.2.2.** comprised of domain experts, as
15 necessary, to accomplish the work of the IDESG, including
16 but not limited to, usability and accessibility, security and
17 international coordination.
18

19 **2.1.3.3. Committee Charters: Contents.** Charters shall, at a
20 minimum outline the mission and jurisdiction, operational
21 principles, decision making procedures, leadership selection
22 processes and interrelationships with other committee activities
23 and deliverables, if applicable. All charters will support the NSTIC
24 Guiding Principles and the IDESG operating principles.
25

26 **2.1.3.4. Participation Requirements.** Participation in and
27 meetings of the Committees shall be open to all Members;
28 however, only Voting Members may vote on work products and
29 recommendations. Moreover, Members can participate in an
30 unlimited number of Committees; however, in such Committee
31 each Voting Member shall have only one vote in each Committee.
32

33 **2.1.3.5. Final Plenary Approval.** All Committee
34 recommendations and work products shall be subject to
35 consideration by the Plenary in accordance with the provisions
36 pertaining to Decision Making.
37

1 **2.1.4. Plenary Chair.** The Plenary Chair shall be the presiding
2 Officer of the Plenary. The Chair shall be responsible for facilitating the
3 actions, managing the Decision Making, and providing general leadership
4 to the Plenary.
5

6 **2.1.4.1. Duties.** The Plenary Chair is responsible for the
7 overall management of the Plenary, including the Committees of
8 the Plenary. In fulfilling this role, the Plenary Chair shall:
9

10 **2.1.4.1.1.** Act in a purely neutral capacity,
11 when presiding over or conducting the business of the
12 Plenary, divesting him- or her-self of any organizational or
13 technical position within the IDESG.
14

15 **2.1.4.1.2.** Guide the Secretariat in carrying out
16 its duties and responsibilities as they pertain to the Plenary.
17

18 **2.1.4.1.3.** Guide the Consensus processes in
19 the Plenary, ensuring that all points of view, to include
20 minority views, are adequately expressed and understood
21 by all present; and, when necessary, in the absence of
22 achieved consensus, directing votes of the Plenary as may
23 be required under these Rules.
24

25 **2.1.4.1.4.** Ensure that all information and
26 decisions are clearly and effectively communicated.
27

28 **2.1.4.1.5.** Coordinate with the Management
29 Council and ensure that the policy and strategic goals of the
30 IDESG are being met.
31

32 **2.1.4.1.6.** Foster an open and amiable
33 atmosphere at Plenary meetings.
34

35 **2.1.4.1.7.** Assist in the resolution of any
36 appeal against a Plenary decision.
37

1 **2.1.4.1.8.** Call meetings of the Plenary from
2 time to time.

3
4 **2.1.4.2. Authority.** The Plenary Chair shall have authority
5 to call for affirmation of Consensus, mediate with dissenting
6 parties, and to recommend committal or recommitment of a matter to
7 Committee for further action.

8
9 **2.1.5. Plenary Vice Chair.** The Plenary Vice Chair shall, in the
10 absence of the Chair, preside over the Plenary and may represent the
11 Plenary Chair in other IDESG activities at the request of the Chair.

12 **2.2. The Management Council.**

13 The Management Council shall provide guidance to the Plenary on the broad
14 objectives envisioned by the NSTIC, produce work-plans to prioritize work items
15 and monitor progress, ensure that Steering Group work activities align with the
16 NSTIC Guiding Principles, and shall have overall administrative and fiduciary
17 responsibility for the IDESG. The Management Council shall have general
18 administration of the affairs of the IDESG between meetings of the Plenary.

19
20 **2.2.1. Management Council Membership.** The Management
21 Council shall be comprised of elected Management Council Delegates,
22 the Management Council Chair, the appointed Vice Chair (and on or after
23 September 1, 2014, the Management Council Vice Chair). and
24 Ombudsman. There shall be sixteen (16) Delegates as follows:

25
26 **2.2.1.1. Stakeholder Category Delegates.** Management
27 Council Delegates shall be elected; one from each of the
28 Stakeholder Categories as enumerated herein

29
30 **2.2.1.2. At-Large Delegates.** Two (2) At-Large
31 Management Council Delegates shall be elected as set forth
32 herein.

33
34 **2.2.1.3. Exercise of Judgment.** All Delegates are expected
35 to exercise their best judgment and strategic responsibility to help
36 the IDESG fulfill its mission of implementing the NSTIC and
37 sustaining the Identity Ecosystem as a whole. Although each

1 Stakeholder Category Delegate has chosen to self-select into a
2 particular Stakeholder Category, they are not expected to take
3 selective or special direction from their Stakeholder Category.
4

5 **2.2.2. Administrative Activities.** The Management Council shall
6 perform administrative duties to facilitate the operations of the IDESG.
7 The Management Council shall:
8

9 **2.2.2.1.** Manage the resources and procuring services
10 necessary to execute work programs and action plans and to
11 operate the Plenary in order to facilitate the transition to a self-
12 sustaining organization.
13

14 **2.2.2.2.** Review proposals for the standards, policies, and
15 other components of the Identity Ecosystem Framework prior to
16 consideration by the Plenary in accordance with the policy of the
17 Plenary to ensure adherence with these Rules and other procedural
18 policies for the IDESG.
19

20 **2.2.2.3.** Review charters of the Committees of the Plenary
21 in accordance with the policy of the Plenary pertaining to the
22 development of policies for the IDESG.
23

24 **2.2.2.4.** Periodically review and recommend to the Plenary
25 necessary updates, revisions or additions to IDESG organization
26 policies and Governance Documents.
27

28 **2.2.2.5.** Manage marketing and public relations activities.
29

30 **2.2.2.6.** Act on behalf of the IDESG when in situations that
31 require immediate attention and convening the Plenary is
32 impracticable.
33

34 **2.2.3. Management Council Chair.** The Management Council Chair
35 shall be the presiding Officer of the Management Council.
36

1 **2.2.3.1. Duties.** The Management Council Chair shall be
2 responsible for the overall management of the Management
3 Council and shall:
4

5 **2.2.3.1.1.** Act in a purely neutral capacity,
6 when presiding over or conducting the business of the
7 Management Council, divesting him or her of any
8 organizational or technical position in Management Council
9 activities.
10

11 **2.2.3.1.2.** Guide the Secretariat in carrying out
12 its duties and responsibilities as they pertain to the
13 Management Council.
14

15 **2.2.3.1.3.** Guide the Consensus process in the
16 Management Council.
17

18 **2.2.3.1.4.** Preside over meetings and oversee
19 votes of the Management Council.
20

21 **2.2.3.1.5.** Ensure that all decisions are clear
22 and made available in written form to the Secretariat.
23

24 **2.2.3.1.6.** Coordinate with the Plenary Chair as
25 necessary to ensure that IDESG strategic and policy goals
26 are being met.
27

28 **2.2.3.1.7.** Act as the lead spokesperson for the
29 Management Council between meetings.
30

31 **2.2.3.1.8.** Assist in the resolution of an appeal
32 against a Management Council decision.
33

34 **2.2.4. Management Council Vice-Chair.** This position shall be
35 filled by the Director of the National Program Office.
36

37 **2.2.4.1. Duties.** The Management Council Vice-Chair
38 shall:

1
2 **2.2.4.1.1.** Promote Identity Ecosystem
3 stakeholder involvement and engagement.

4
5 **2.2.4.1.2.** Build Consensus on policy
6 frameworks necessary to achieve the vision.

7
8 **2.2.4.1.3.** Actively participate within and
9 across relevant public and private sector forums.

10
11 **2.2.4.1.4.** Assess progress against the goals,
12 objectives, and milestones of the NSTIC.

13
14 **2.2.4.1.5.** Assume the responsibilities of the
15 Management Council Chair in his or her temporary absence.

16
17 **2.2.4.2. Term of Office.** Initially this ex-officio position
18 shall be held by the Director of the National Program Office until
19 August 31, 2014. After that time it will be a position filled by
20 election in the same manner as the Management Council Chair.

21
22 **2.2.5. Ombudsman.** The Ombudsman shall be responsible for:
23 reviewing the activities of the Officers and bodies of the IDESG to assure
24 the actions and decisions that uphold the NSTIC Guiding Principles;
25 ensuring that the interests of consumers or other individuals and
26 underrepresented groups are represented and advocated; safeguarding
27 against individual Stakeholder Categories exerting excessive influence;
28 monitoring and reporting on Management Council activities, managing
29 grievances and complaints from the Members; and facilitating public
30 comment and citizen outreach. The Ombudsman shall be a non-voting
31 Officer.

32
33 **2.2.5.1. Selection.** The Ombudsman shall be selected by
34 the Secretariat. The Management Council shall establish criteria for
35 the selection of the Ombudsman. The Ombudsman shall:

36
37 **2.2.5.1.1.** Be independent from IDESG
38 Members, Officers, representatives or employees of the

1 Secretariat and any association with any particular
2 Stakeholder Category or other interest in the Identity
3 Ecosystem.

4 .
5 **2.2.5.1.2.** Be capable of maintaining objectivity
6 in the execution of all duties and responsibilities.

7
8 **2.2.5.1.3.** Have strong communication,
9 interpersonal, and problem solving skills.

10
11 **2.2.5.1.4.** Have experience in complaint
12 resolution and investigation.

13
14 **2.2.5.2. Term of Office.** There are no term limits for the
15 Ombudsman.

16
17 **2.2.5.3. Duties.** The Ombudsman shall:

18
19 **2.2.5.3.1.** Uphold the provisions of the IDESG
20 Governance Documents.

21
22 **2.2.5.3.2.** Facilitate balanced representation
23 within the IDESG.

24
25 **2.2.5.3.3.** Develop and implement complaint
26 and issue resolution policies and procedures for the IDESG.

27
28 **2.2.5.3.4.** Investigate and assist in the
29 resolution of issues and complaints associated with IDESG
30 processes.

31
32 **2.2.5.3.5.** Report on Ombudsman activities to
33 the Management Council.

34
35 **2.2.5.3.6.** Maintain and safeguard records of
36 all Ombudsman activities.

1 **2.2.5.3.7.** Provide information on Ombudsman
2 activities, policies, procedures, and processes to the general
3 public including, but not limited to, periodic reports
4 outlining disputes, complaints, recommendations,
5 resolutions and final dispositions.
6

7 **2.2.5.4. Authority.** The Ombudsman shall have the
8 authority to:
9

10 **2.2.5.4.1.** Attend all IDESG meetings and
11 functions.
12

13 **2.2.5.4.2.** Conduct investigations and fact
14 finding into complaints and issues arising from IDESG
15 proceedings.
16

17 **2.2.5.4.3.** Make recommendations to the
18 Plenary and/or the Management Council, as appropriate,
19 and assist in the resolution, mitigation, and prevention of
20 issues and complaints.
21

22 **2.2.5.5. Steering Group Responsibilities.** Each member of
23 the IDESG shall cooperate with the Ombudsman in the execution of
24 his or her duties. Appropriate IDESG leadership shall record and
25 publically report all actions taken pursuant to Ombudsman
26 recommendations.

27 **2.3. Secretariat.**

28 The Secretariat shall serve as the administrative body of the IDESG and promote
29 alignment of the Steering Group's operations with the NSTIC Guiding Principles.
30 The role and responsibilities of the Secretariat are described in the sections that
31 follow.
32

33 **2.3.1. Selection of Secretariat.** At such time that the IDESG
34 becomes self-sustaining, the Management Council shall be responsible
35 for acquiring secretariat services support.
36

1 **2.3.2. Secretariat Responsibilities.** The Secretariat shall act in a
2 neutral capacity, divesting itself of any technical or other point of view.
3 The Secretariat is responsible for ensuring that these Rules and the
4 decisions of the IDESG are followed. The Secretariat is responsible for
5 facilitating, monitoring, reporting, and ensuring active progress of the
6 IDESG work to conclusion. The Secretariat shall:

7
8 **2.3.2.1.** Distribute IDESG documents and process received
9 comments and input.

10
11 **2.3.2.2.** Assist the IDESG leadership in establishing work
12 priorities, agendas, target dates and other management activities
13 as needed.

14
15 **2.3.2.3.** Record and make available all decisions of the
16 IDESG for confirmation, and prepare reports for the IDESG as
17 requested.

18
19 **2.3.2.4.** Support the Steering Group's efforts to ensure
20 alignment with the NSTIC Guiding Principles and operating
21 principles.

22
23 **2.3.2.5.** Enable timely and public distribution of IDESG
24 products and information; including, but not limited to,
25 maintenance of the IDESG Website.

26
27 **2.3.2.6.** Provide the resources and personnel for the
28 Ombudsman position.

29
30 **2.3.2.7.** Take and record attendance at Plenary meetings.

31
32 **2.3.2.8.** During the election process the Secretariat shall
33 be responsible for the administration and conduct of General
34 Elections.

35 **2.4. Transparency and Dissemination of Information.**

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

1
2 **2.4.1. Open Meetings.** Wherever possible, meetings of the IDESG
3 shall be open for public attendance; however, public participation shall be
4 governed by the provisions of Section 1.5, above. Electronic tools and
5 mechanisms shall be made available to enable remote attendance and
6 participation.
7

8 **2.4.2. Publication of Operations.** Essential information about
9 IDESG activities shall be made publicly available through the IDESG's
10 website.
11

12 **2.4.3. Material Distribution.** The Steering Group shall distribute
13 the results of its activities through the IDESG website. The website shall
14 include all Plenary deliverables. This includes, but is not limited to,
15 documents, conference presentations, meeting minutes, and
16 publications.
17

18 **2.5. Complaints Pertaining to Actions of the Plenary and the
19 Management Council.**

20 The Plenary shall adopt a written complaint procedure which is known to all
21 Members.

22 **3. General Elections.**

23 The processes for the electing Management Council Delegates, Plenary Chair,
24 Plenary Vice Chair and Management Council Chair (and on or after September 1,
25 2014, the Management Council Vice Chair) are described in the sections that
26 follow.

27 **3.1. General Requirements.**

28 The general requirements for the election process are:

29 **3.1.1. Eligible Voters: At-Large Officers.** Only Voting Members
30 may vote for At-Large Management Council Delegates, the Plenary Chair,
31 the Plenary Vice-Chair and the Management Council Chair (and on or
32 after September 1, 2014, the Management Council Vice Chair).
33

1 **3.1.2. Eligible Voters: Stakeholder Categories.** Only Voting
2 Members affiliated with a Stakeholder Category may vote for Management
3 Council Delegate candidates seeking election from that Stakeholder
4 Category.

5 **3.2. Elected Officers of the Steering Group.**

6 The Officers of the IDESG elected at-large by all Voting Members are the Plenary
7 Chair, the Plenary Vice-Chair, Management Council Chair and the two (2) at-
8 large Management Council Delegates (and on or after September 1, 2014, the
9 Management Council Vice Chair). The Stakeholder Category Delegates shall be
10 elected by the Voting Members within each Stakeholder Category as enumerated
11 in Section 3.3.1, below. All Officers shall serve until their successors are elected
12 and qualified.

13
14 **3.2.1. Term of Office.** Commencing on January 28, 2013 the
15 following Officers shall serve one (1) year terms or until their successors
16 are elected and qualified: Plenary Chair, the Plenary Vice-Chair,
17 Management Council Chair and Management Council Delegates (and on
18 or after September 1, 2014, the Management Council Vice Chair).

19
20 **3.2.2. Limitation of Service.** The Plenary Chair, the Plenary Vice-
21 Chair, Management Council Chair and Management Council Delegates
22 (and on or after September 1, 2014, the Management Council Vice Chair)
23 may serve no more than two (2) terms consecutively but may serve any
24 number of non-consecutive terms.

25
26 **3.2.3. Vacancy.** In the event that an Officer voluntarily resigns, is
27 unable to complete his or her term of due to a change in a Member's
28 status according to these Rules or is removed from Office as set forth in
29 Section 3.2.4, below, the position shall be deemed vacant and the Plenary
30 shall elect a successor as set forth in these Rules. Should an Officer
31 become unable to fulfill their commitment, they shall be expected to
32 vacate their seat. Once vacated, a replacement must be chosen by
33 election at the earliest reasonable opportunity in accordance with these
34 Rules to fill the remaining portion of the unexpired term, unless there is
35 less than ninety (90) days remaining in the term of office. Vacancies shall
36 not affect the ability to make decisions.

1 **3.2.4. Removal of Management Council Delegates.** Management
2 Council Delegates shall be subject to removal from elected office, for
3 cause, by the Plenary in accordance with the provisions set forth by the
4 IDESG's parliamentary authority. The procedures and grounds for removal
5 shall be set forth in IDESG Standing Rules.

6 **3.3. Stakeholder Category Affiliation.**

7 Each Voting Member may self-select into the Stakeholder Category that they
8 consider best represents its roles or interests in the Identity Ecosystem.
9 Affiliation into these Stakeholder Categories shall be used solely for the purpose
10 of electing delegates to the Management Council. However, Voting Members
11 are not required to join or remain in a Stakeholder Category and in the event a
12 Stakeholder Category is not selected the Member shall be deemed for purposes
13 of participating in the Election Process: "no category selected".
14

15 Stakeholder Categories shall not be chartered entities and, as such, shall not
16 conduct work for the IDESG. However, to the extent that a group of stakeholders
17 belonging to a particular category should meet together, it is expected that they
18 follow the IDESG Operating Principles of Openness and Transparency, as set
19 forth in these Rules.
20

21 Member Representatives and Member Associates may be affiliated with the
22 Stakeholder Category selected by their respective Organizational Member.
23 Individual Members shall have the option to self-identify into any of the
24 Stakeholder Categories enumerated in Section 3.3.1, below, including
25 Unaffiliated Individuals.
26

27 **3.3.1. Stakeholder Categories.** Members may choose to affiliate
28 with only one of the following Stakeholder Categories.
29

30 **3.3.1.1. Privacy and Civil Liberties:** protection of
31 individuals' privacy and civil liberties;
32

33 **3.3.1.2. Usability & Human Factors:** technologies and
34 solutions that are usable and incorporate the human, cognitive,
35 and social properties unique to the characteristics of humans;
36

1 **3.3.1.3. Consumer Advocates:** the interests and
2 accessibility of consumers and other individual end-user
3 populations;
4

5 **3.3.1.4. U.S. Federal Government:** the departments and
6 agencies that comprise the U.S. Federal Government. Under its
7 various forms and component programs, the government acts as
8 an identity provider, attribute provider, and relying party. This
9 group's Management Council Delegate will be responsible for
10 advocating for the Federal Government as a stakeholder; unlike
11 the Vice-Chair who advocates on behalf of the NSTIC itself;
12

13 **3.3.1.5. U.S. State, Local, Tribal, and Territorial**
14 **Government:** the interests of the various state, local, tribal, and
15 territorial governments that exist within the U.S.;
16

17 **3.3.1.6. Research, Development, Education & Innovation:**
18 research, teaching, and technology development in support of the
19 Identity Ecosystem;
20

21 **3.3.1.7. Identity & Attribute Providers:** the processes
22 and technologies associated with establishing, managing, and
23 securing digital identities and attributes;
24

25 **3.3.1.8. Interoperability:** supporting interoperability
26 within the Identity Ecosystem, inclusive of Trust Framework
27 Providers and standards development organizations;
28

29 **3.3.1.9. Information Technology (IT) Infrastructure:** IT
30 infrastructure relevant to the functioning of the Identity
31 Ecosystem, inclusive of different types of communications and
32 network traffic, as well as virtual and distributed functions that
33 produce and provide hardware, software, and IT systems and
34 services;
35

36 **3.3.1.10. Regulated Industries:** Industries covered by
37 sector-specific regulations that may be affected by the
38 development of the Identity Ecosystem Framework;

1
2 **3.3.1.11. Small Business and Entrepreneurs:** impact of the
3 development of the Identity Ecosystem Framework on small
4 businesses and individual business owners/operators;
5

6 **3.3.1.12. Security:** IT security services that support the
7 confidentiality, integrity, and availability of identity solutions;
8

9 **3.3.1.13. Relying Parties:** transaction decisions based
10 upon receipt, validation, and acceptance of an entity's
11 authenticated credential(s) and identity attributes; and,
12

13 **3.3.1.14. Unaffiliated Individuals:** any Individual Member
14 who does not self-identify into one of the other Stakeholder
15 Categories.
16

17 **3.3.2. Periodic Review of Stakeholder Categories.** The Plenary
18 shall periodically review the list of designated Stakeholder
19 Categories to confirm that it accurately reflects the broad array of
20 Identity Ecosystem stakeholders and provides balanced
21 representation for all parties. Accordingly, the Plenary may add,
22 remove, or modify Stakeholder Categories at any time, as necessary by
23 Consensus or the vote of the majority of the ballots cast by Voting
24 Members.
25

26 **3.3.3. Management of Stakeholder Categories.**
27

28 **3.3.3.1.** The Stakeholder Categories enumerated in the
29 Rules as of the date of the Call for Candidates and Notice to Voting
30 Members, as set forth in Section 3.4.2, shall be the Categories
31 used in that election.
32

33 **3.3.3.2.** At its sole discretion, by giving Notice to the
34 Secretariat, a Voting Member may:
35

1 **3.3.3.2.1.** Join one (1) Stakeholder Category in
2 which allows the Voting Member to participate in the
3 election of a Stakeholder Delegate;

4
5 **3.3.3.2.2.** Change status to select a different
6 Stakeholder Category; or,

7
8 **3.3.3.2.3.** Change status to “no category
9 selected” which allows the Voting Member to participate
10 only in the election of at-large Officers and Management
11 Council Delegates.

12
13 A Voting Member remains in his/her/its chosen Stake-holder
14 Category until he/she/it has given Notice of a change.

15
16 **3.3.3.3.** A Voting Member shall only join a Stakeholder
17 Category corresponding to its primary role or interest in the
18 Identity Ecosystem.

19 **3.4. Election Process.**

20 The election process is described in the sections that follow.

21
22 **3.4.1. Role of the Secretariat.** The Secretariat shall assume all
23 responsibilities for the conduct of IDESG elections. The Secretariat shall
24 prepare and distribute candidate ballots for IDESG elections in accord
25 with these Rules.

26
27 **3.4.2. Call for Candidates. Notice to Voting Members.** When one
28 or more seats are vacated for any reason including resignations, removal
29 for cause, inability of a Delegate to continue in service, or completion of a
30 Delegates term of office, at the direction of the Management Council, the
31 Secretariat shall issue a call to Voting Members for candidates as follows:

32
33 **3.4.2.1.** For Management Council Delegate vacancies, the
34 notice shall indicate the number of seats to be filled and shall
35 identify the specific Stakeholder Category and/or At-Large seats
36 that are to be filled.

1 **3.4.2.2.** The notice shall be made up to three (3) months
2 prior, but not less than one (1) month prior, to the end of terms of
3 the Plenary Chair, the Plenary Vice–Chair or Management Council
4 Chair.

5
6 **3.4.2.3.** The Secretariat shall seek the assistance of the
7 Management Council.

8
9 **3.4.3. Submission of Candidate Recommendations.** The process
10 for the submission of candidate recommendations is as follows:

11
12 **3.4.3.1.** For Plenary Chair, the Plenary Vice–Chair,
13 Management Council Chair (and on or after September 1, 2014,
14 the Management Council Vice Chair), and Management Council At–
15 Large Delegate positions, any Voting member may submit
16 recommendations for vacancies.

17
18 **3.4.3.2.** For Management Council Stakeholder Category
19 Delegate positions, any Voting Member affiliated with the
20 Stakeholder Category for which there is a vacancy may submit
21 recommendations.

22
23 **3.4.4. Candidate Qualifications.** The Secretariat shall review
24 candidate qualifications in accordance with the following qualifications
25 criteria:

26
27 **3.4.4.1.** Members may hold only one leadership position
28 within the IDESG. Leadership positions as follows: Management
29 Council Delegate (Stakeholder Category and At–Large);
30 Management Council Chair (and on or after September 1, 2014,
31 the Management Council Vice Chair); the Plenary Vice–Chair; and,
32 Plenary Chair, upon election as set forth in these Rules.

33
34 **3.4.4.2.** The nominee must confirm his or her willingness
35 to be a candidate for the position.

36
37 **3.4.4.3.** The nominee must be a Voting Member.
38

1 **3.4.5. Preparation of a Ballot.** The Secretariat shall develop a
2 ballot of all eligible candidates from the candidate nominations received
3 during the call for candidates corresponding to the requirements for
4 vacant seats. Candidates shall only appear once on an election ballot.
5

6 **3.4.6. Voting for Candidates.** The process for voting for
7 candidates is as follows:
8

9 **3.4.6.1.** The Management Council shall, prior to the notice
10 of the call for candidates, set the date for the election of the
11 Plenary Chair, the Plenary Vice-Chair, Management Council Chair
12 (and on or after September 1, 2014, the Management Council Vice
13 Chair) and two (2) At-large Management Council Delegates at least
14 two (2) weeks prior to the election of the Management Council
15 Stakeholder Category Representatives.
16

17 **3.4.6.2.** The Secretariat shall prepare ballots for each
18 election and distribute such ballots no less than fifteen (15) days
19 prior to an election.
20

21 **3.4.6.3.** Only Voting Members as of the date of the Call of
22 Candidates and Notice to Voting Members, as set forth in Section
23 3.4.2, shall be eligible to vote in the election for at-large
24 candidates and for the candidate of the Stakeholder Category
25 designated by the Voting Member as of that date.
26

27 **3.4.6.4.** The Secretariat shall administer the vote, tally the
28 ballots, and report the results.
29

30 **3.4.6.5.** For elected positions the candidate receiving the
31 highest number of votes cast by Voting Members shall be deemed
32 the winner.
33

34 **3.4.6.6.** In the event of an election tie, another ballot that
35 includes only the tied candidates shall be conducted in a timely
36 fashion.
37

1 **4. Meetings.**

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

4 **4.1. Meetings Requirements & Procedures.**

5 Except as otherwise noted, the Plenary and Management Council, and all
6 Committees of the Plenary shall conduct meetings as follows:

7
8 **4.1.1.** Meetings shall be presided over by the respective chair.

9
10 **4.1.2.** Attendance shall be recorded for all meetings.

11
12 **4.1.3.** At the start of every meeting, participants shall review the
13 intellectual property disclosure policy and any activities that may violate
14 anti-trust law.

15
16 **4.1.4.** The Plenary and Management Council each shall hold face-
17 to-face meetings at least two (2) times per year. Provisions shall be made
18 to allow for members to attend remotely via electronic mechanisms.

19
20 **4.1.5.** There shall be no defined maximum limit on the number of
21 meetings that can be convened. The scheduling of meetings shall be left
22 to the discretion of the IDESG body that calls the meeting.

23
24 **4.1.6.** Minutes shall be documented for all meetings.

25
26 **4.1.7.** Draft meeting minutes shall be distributed or otherwise
27 made available to the members in attendance for comment and shall be
28 revised accordingly. Approved minutes shall be made publicly available as
29 soon as practicable after meetings.

30
31 **4.1.8. Electronic Participation.** All Members may participate in all
32 meetings and Decision Making of the IDESG by any means of
33 communication (i.e. electronic, telephone, internet/on-line etc....) by
34 which all Members participating may simultaneously hear each other
35 and/or participate during the meeting or other activity of the Plenary,

1 including electronic deliberations. The entire meeting or activity may be
2 conducted through such means.

3
4 **4.1.8.1.** Moreover, meetings shall provide, at a minimum,
5 conditions of opportunity for simultaneous aural communications
6 among all participating members equivalent to those of meetings
7 in one room or area.

8
9 **4.1.8.2.** A Member participating in a meeting by electronic
10 means shall be deemed present in person at the meeting.

11 **4.2. Meeting Administration.**

12 The sections that follow describe administrative requirements for IDESG
13 meetings.

14
15 **4.2.1. Prior Notice of Meetings.** Announcements of full Plenary and
16 Management Council meetings must be made no fewer than thirty (30)
17 days in advance by e-mail notice to members, delegates, and Officers
18 and posted on the IDESG website.

19
20 Meetings of Committees of the Plenary should be announced as far
21 in advance as practicable.

22
23 **4.2.2. Member Submissions.** All Members may submit proposals,
24 items and matters for consideration by the Plenary or any of its
25 Committees or other bodies or the Management Council ("Submissions").

26
27 **4.2.3. Meeting Agenda.** An agenda shall be included in the
28 meeting notice and shall include the date and time for the meeting, the
29 meeting's subject matter, relevant recommendations of the Committees
30 of the Plenary, web links to any related working papers, notice of any
31 anticipated votes, Member Submissions, and other relevant and useful
32 materials. All Submissions for consideration at any IDESG meeting shall
33 be posted on the IDESG website at least fifteen (15) business days in
34 advance; unless otherwise permitted by Special Rule of Order of the
35 Plenary.

1 **4.2.4. Attendance.** Attendance at Plenary meetings is an
2 obligation of Voting Members. The Secretariat shall record the presence
3 of each member at each Plenary meeting. It shall be the responsibility of
4 members to make their attendance at meetings known to the Secretariat.
5

6 **5. Decision Making.**

7 The Decision Making procedures for the Primary Activities of the IDESG are
8 described in the sections that follow; however, a Committee of the Plenary may
9 adopt Decision Making protocols in its Charter, consistent with these Rules, as
10 may be approved by the Plenary. Procedures for Decision Making by electronic
11 deliberation shall be set forth in a Standing Rule of Order of the Plenary.

12 **5.1. Quorum.**

13 A Quorum of the Plenary shall be required for the transaction of business, as set
14 forth herein, taking into account the eligible Members present including those
15 remotely via electronic means. Members absent from the current and the two
16 (2) immediately preceding Plenary meetings shall not be considered in the
17 calculation of quorum at the Plenary.

18 **5.2. Consensus.**

19 The Steering Group shall seek to reach its decisions through a Consensus
20 process that emphasizes due diligence and cooperation.
21

22 **5.2.1. Consensus Process.** The following procedures shall be used
23 in the Consensus process:
24

25 **5.2.1.1.** All Voting and Non-Voting Members of the IDESG
26 shall be allowed to participate in the Consensus decision-making
27 process.
28

29 **5.2.1.2.** A Quorum of Members (any mix of Voting and
30 Non-Voting Members) is required to reach Consensus.
31

32 **5.2.1.3.** The chair of the respective body shall act as the
33 facilitator of the Consensus process.
34

1 **5.2.1.4.** Items that require decisions shall be clearly
2 presented so that they body of the IDESG can understand the issues
3 being considered.

4
5 **5.2.1.5.** A call for objections shall be made to all
6 members.

7
8 **5.2.1.6.** The absence of sustained objection shall be
9 considered Consensus.

10
11 **5.2.1.7.** Sustained objections which cannot be resolved
12 through continued discussion may be acted upon by the Chair of the
13 Plenary in accordance with the applicable Standing Rules of Order or;
14 alternatively, be subject to a motion, by a Voting Member: to move
15 the proposal to a vote; or, table for further consideration.

16
17 **5.2.2. Failure to Reach Consensus.** When no consensus can be
18 reached in a timely manner, the decision shall be reached by voting as
19 defined in section.

20 21 **5.3. Voting.**

22 The requirements and processes for voting within the IDESG bodies are
23 described in the sections that follow.

24
25 **5.3.1. Matters for Voting.** Any matters that are not able to be
26 resolved through the Consensus process may be voted upon by the
27 Voting Members.

28
29 **5.3.2. Quorum.** A Quorum of Voting Members is required.

30
31 **5.3.3. Voting Process.** The voting process is described in the
32 sections that follow.

33
34 **5.3.3.1. Voting Procedures.** Voting percentages shall
35 be calculated in terms of the number of “yes” and “no” votes cast.
36 A record of voting on all measures requiring a vote shall be
37 maintained by the Secretariat. Voting Members may choose to

1 qualify their votes with comments for the record, in person or via
2 electronic means.

3
4 **5.3.3.2. Requirements for Approval.** All matters before
5 the Plenary for a vote, whether technical or administrative, shall be
6 adopted by a Preponderance of the Plenary. In the event the
7 Privacy Committee raises a written and unresolved objection in
8 accordance with Section 2.1.4.1 of these Rules the matter shall be
9 adopted by a Supermajority Vote of the Plenary.

10
11 **5.3.3.3. Member Eligibility.** The Plenary shall adopt a
12 Standing Rule of Order pertaining to the cut-off date of eligibility
13 of Voting Members to vote under this section.

14 **6. Intellectual Property Policy.**

15 The Plenary shall adopt one or more IPR Policies (which may constitute a single
16 policy, or include separate policies regarding copyrights and patents), which
17 shall be referenced by or included in the Membership Agreement which all
18 IDESG all required to sign. The IPR Policy may be amended from time to time by
19 the Plenary; however, changes shall not be retroactively effective, except as the
20 Membership Agreement may provide otherwise. Said Policy shall, if necessary,
21 include reference to the utilization of patents, copyrights and other legal
22 considerations.

23 **7. Conflict of Interest.**

24 Members shall anticipate any situation in which a conflict of interest may arise
25 and shall bring these concerns before the IDESG Plenary, Management Council
26 or Secretariat for resolution. IDESG members must be sensitive to conflict of
27 interest issues; however, being a member of the IDESG should not disadvantage
28 an individual or their organizations.

29
30 Members may present arguments and evidence of a conflict of interest to the
31 Plenary, Management Council or the Secretariat, in accordance with such rules
32 as may be approved by the Plenary.

33
34 In the event a Participating Member Representative has a conflict of interest on a
35 particular vote and the Organizational Member does not, the Organizational

1 Member may designate a different Member Representative for the purposes of
2 participating in the particular vote or discussion.

3 **8. Non-Liability.**

4 Members, delegates, and Officers shall not be liable for the debts, liabilities, or
5 other obligations of the IDESG.

6 **9. Parliamentary Authority.**

7 The rules contained in the current edition of Robert's Rules of Order, as updated
8 from time to time, shall govern the IDESG in all cases in which they are not
9 inconsistent with these Rules of Association and any other governance rules the
10 Plenary shall adopt.

11 **10. Adoption and Amendments of the Rules of Association.**

12 These Rules were adopted, by simple majority vote of the Voting Members in
13 accordance with the Section 9 of the Interim Operating Principles of the IDESG
14 adopted on August 15, 2012. Any subsequent amendments to the Rules shall be
15 accomplished by a vote of more than two-thirds (2/3rds) of the votes cast by
16 the Voting Members the Plenary following a review and comment of the
17 proposed amendment by the Management Council; except in the event the
18 Privacy Committee submits an objection regarding modification of Section
19 2.1.3.1 or 5.3.3.2, such amendments shall be a Super Majority Vote.

20 **11. Severability.**

21 If any part of these Rules of Association shall be determined to be invalid, illegal
22 or unenforceable, the validity, legality and enforceability of the remaining
23 provisions shall not be affected.

24 **12. Glossary: Defined Terms.**

25 Capitalized terms used within these Rules have the meaning assigned below and
26 generally apply equally to singular and plural forms. Alternate forms that may
27 appear in parenthesis after a defined term are generally used throughout these
28 Rules for simplicity and brevity. These definitions are intended to introduce
29 concepts, processes or bodies more explicitly defined in the full text of these

1 Rules. In the event of a conflict between a defined term and any other provision
2 of these Rules, the specific provision of the Rules shall apply.

3
4 **12.1 Committees of the Plenary (“Committees”):** Committees
5 responsible for addressing and coordinating the ongoing and/or permanent
6 activities that occur within the Plenary.

7
8 **12.2 Consensus:** The absence of sustained objection when a Quorum
9 has been achieved as forth in these Rules.

10
11 **12.3 Governance Documents:** These Rules including the Charter for the
12 Identity Ecosystem Steering Group, and any other included or referenced
13 documents such as Operating Rules or Guidelines, Provisos, Intellectual Property
14 or Copyright Policies or Agreements, Liaison Agreements with other
15 organizations or any other agreements or contracts of legal consequence that
16 are required for the operation and maintenance of the Steering Group.

17
18 **12.4 Identity Ecosystem Management Council (“Management Council”):**
19 This Council provides general administrative supervision of the affairs of the
20 Steering Group as set forth in these Rules.

21
22 **12.4.1 Management Council Chair:** The Presiding Officer of the
23 Management Council as set forth in these Rules.

24
25 **12.4.2 Management Council Delegates:** Persons elected to
26 represent each of the fourteen (14) Stakeholder Categories on the
27 Management Council. There are an additional two (2) At-Large
28 Delegates.

29
30 **12.4.3 Management Council Vice–Chair:** This Officer shall
31 assist the IDESG in maintaining alignment with NSTIC objectives and the
32 NSTIC Guiding Principles.

33
34 **12.5 Identity Ecosystem Plenary (“Plenary”):** The body of all Members of
35 the IDESG. The Plenary is the authoritative body responsible for the
36 advancement of the Primary Activities of IDESG and the adoption of: technical
37 standards, procedures/policies for governing the Identity Ecosystem,
38 accountability measures to promote broad adherence to these procedures, in

1 accordance with the decision-making procedures set forth in the Rules of
2 Association and all other Governing Documents approved by the Plenary. The
3 Plenary is open to all Members of the IDESG; however, only Voting Members
4 shall participate in voting as may be required by these rules, including, but not
5 limited to elections for Management Council Delegates, Management
6 Council Chair (and on or after September 1, 2014, the Management Council
7 Vice Chair), the Plenary Vice-Chair and the Plenary Chair.

8
9 **12.6 Identity Ecosystem Steering Group (“Steering Group” or “IDESG”):**
10 The overall Identity Ecosystem governance structure which consists of the
11 Plenary and the Management Council. The responsibilities, mission, and
12 activities of the Steering Group are defined in these Rules of Association and as
13 further set forth in any such supplemental governance documents approved by
14 the Plenary.

15
16 **12.7 Member:** Any Organizational Member or Individual Member that
17 signs the Membership Agreement.

18
19 **12.7.1 Individual Member:** Any person who does not represent
20 or act on behalf of an Organizational Member in any formal or informal
21 capacity within the IDESG. An individual shall be defined as any person
22 who does not represent or act on behalf of an Organizational Member in
23 any formal or informal capacity within the IDESG.

24
25 **12.7.2 Member Associates:** Employees and associates of
26 Organizational Members who participate in the Committees of the
27 Plenary. All Member Associates shall be listed in the Membership
28 Agreement in the Membership Roster. Such Member Associates shall
29 comply with the same obligations as the Organizational Member under
30 the Membership Agreement.

31
32 **12.7.3 Member Representative:** The person, whether or not an
33 employee of an Organizational Member, selected to act on behalf of the
34 member and may be responsible for executing the Steering Group
35 Membership Agreement and shall maintain the Membership Roster. In
36 the case of a representative of a Voting Member the representative shall
37 be responsible for casting votes in the Plenary (“Voting Member
38 Representative”). In the case of a representative of a Non-Voting Member

1 the representative shall have no vote in the Plenary (“Non-Voting Member
2 Representative”).

3
4 **12.7.4 Membership Roster:** A list of all current Members to be
5 maintained and up-dated by the Member Representative and supplied to
6 the Secretariat.

7
8 **12.7.5 Organizational Member:** Any Organization, regardless of
9 its nation of organization.

10
11 **12.7.6 Non-Voting Member:** Members that do not meet the
12 criteria for Voting Members, but that wish to maintain a formal and
13 ongoing presence in the IDESG. Non-Voting Members may still contribute
14 to the work of the Plenary and its Committees. While they may participate
15 in the Consensus process, they shall not be permitted to vote in Plenary
16 or Committee proceedings and in the elections of Officers and delegates.
17 The requirements for qualification as a Non-Voting Member are set forth
18 in these Rules.

19
20 **12.7.7 Voting Member:** Members that actively participate in the
21 IDESG and the work of the Plenary and its Committees. Voting Members
22 shall participate in Decision Making, including, but not limited to the
23 right to a vote in Plenary-wide or Committee proceedings and in the
24 elections of Officers and delegates. The requirements for qualification as
25 a Voting Member are set forth in these Rules

26
27 **12.8 NSTIC:** The National Strategy for Trusted Identity in Cyberspace, as
28 signed by the President of the United States. NSTIC is the initial strategy of the
29 IDESG. NSTIC, as it applies to the IDESG, may be revised or superseded by the
30 Plenary in whole or in part.

31
32 **12.9 Officers:** The Offices of the Plenary are the Chair and Vice-Chair.
33 The Officers of the Management Council are the Chair, Vice Chair and the
34 Ombudsman.

35
36 **12.10 Ombudsman:** This Officer serves the functions set forth in these
37 Rules.

1 **12.11 Organization:** An organization shall be defined as a commercial,
2 governmental, or other separately constituted legal entity regardless of the form
3 of business organization or its nation of origin and, when applicable, its parent
4 company or organizations, its subsidiaries, affiliations (whether as a member of
5 another company or as a subordinate entity under the control of another or if
6 one of multiple entities under the control of a third company), controlled
7 groups, divisions, committees, and working groups. Divisions, international
8 affiliates, subsidiaries, committees of organizations, etc. are part of their parent
9 organizations and are not considered separate organizations for IDESG
10 membership purposes.

11
12 **12.12 Plenary Chair:** The Presiding Officer of the Plenary as set forth in
13 these Rules.

14
15 **12.13 Preponderance of the Plenary:** An affirmative vote of more than
16 two-thirds (2/3rds) of the votes cast by the Voting Members of the Plenary.

17
18 **12.14 Primary Activities or Scope of Activities:** The primary activities of
19 the Steering Group shall be to: Adopt and establish standards for the Identity
20 Ecosystem Framework; Develop and maintain policies for the Identity Ecosystem
21 Framework; Develop and maintain processes for the accreditation of Identity
22 Ecosystem Entities; and, Develop and maintain Identity Ecosystem Operating
23 procedures.

24
25 **12.15 Quorum:** A quorum of participation is required to make decisions
26 within the IDESG. In the case of Consensus made during a meeting (physical or
27 teleconference), a quorum is defined as being greater than 50% of any mix
28 Voting and Non-Voting Members attending the meeting. In the case of
29 Consensus made during an electronic discussion (e.g. via email discussion list),
30 in accordance with the policies of the Plenary, a Quorum shall be considered
31 reached if the call for input on a specific item is held for at least fourteen (14)
32 days. In the case of a vote being called at a meeting (in accordance with Section
33 4.1.8), a Quorum is defined as greater than 50% of Voting Members attending
34 the meeting

35
36 **12.16 Rules of Association (the “Rules”):** The documents that contain the
37 basic rules relating to the primary characteristics of the IDESG, prescribing how

1 the Steering Group functions. The Rules shall include those Special Rules of
2 Order, Standing Rules and Provisos as the Plenary may adopt from time to time.

3
4 **12.17 Secretariat:** Provides administrative and material support to the
5 IDESG.

6
7 **12.18 Supermajority Vote of the Plenary:** An affirmative vote of more
8 than three-fourths (3/4ths) of the votes cast by the Voting Members of the
9 Plenary.

10
11
12
FOR PLENARY CONSIDERATION 10-19-11

1 **Special Rule of Order #1: IDESG Decision Making and Work Flow Policy**

2 **A. Purpose:** The purpose of the IDESG Decision Making and Work Flow
3 Policy is to more specifically implement Section 5 of the Rules of Association.
4 This Decision Making and Work Flow Policy shall apply to all decisions of the
5 IDESG.

6
7 **B. Process:** When a charter, Governance Document, work product or
8 other proposal (hereinafter "Proposal") is introduced to the Plenary for
9 consideration and approval, the Proposal shall simultaneously be submitted to
10 the Management Council and to all Members of the Plenary for comment:

11
12 **1. Administrative Role of Management Council.**

13
14 (a) Within fourteen (14) days the Management Council
15 will review the proposal for compliance with the proposal writing
16 criteria.

17
18 (b) If the Management Council determines that the
19 Criteria has not been met, the Management Council will return the
20 proposal with specific comments and objections noted to the
21 originator for comment and inform members of the Plenary of
22 such action.

23
24 (c) If the proposal is not resubmitted the decision
25 making process will terminate for that proposal.

26
27 (d) Upon resubmission, Management Council will notify
28 the Plenary and have fourteen (14) days to review the proposal for
29 compliance with the Criteria.

30
31 (e) The Management Council may issue an objection to
32 the proposal, with explanation. If the Management Council fails to
33 approve the proposal in the allotted time or approves the Proposal
34 with or without comment, the proposal shall proceed to the
35 Plenary. The Plenary may override a Management Council
36 objection in accordance with the Decision Making provisions of the

1 Rules of Association and in accordance with the process outlined
2 below.

3
4 **2. Role of Plenary: The First Reading.**

5
6 (a) The Plenary will consider the proposal during a thirty
7 (30) day comment period.

8
9 (b) In accordance with the Consensus process, any
10 member may object to the proposal by submitting a formal written
11 objection to the Plenary Chair.

12
13 (c) The Plenary will exercise due diligence and consider
14 formal objections and other comments in discussion.

15
16 (d) If Consensus is reached by a Quorum of all Voting
17 and Non-Voting members as set forth in Section 5.2.1 of the Rules
18 of Association, the proposal shall be deemed adopted.

19
20 (e) If Consensus is not reached the proposal will be
21 referred back to the originator for revision.

22
23 (f) If the proposal is not resubmitted the decision
24 making process will terminate for that proposal.

25
26 **3. Role of Plenary: The Second Reading.**

27
28 (a) Upon resubmission the Management Council will
29 review the proposal for compliance with the proposal writing
30 criteria as set forth in Section B. a. above.

31
32 (b) The Plenary will consider the proposal during a thirty
33 (30) day comment period.

34
35 (c) The Plenary will exercise due diligence and consider
36 the formal objections and other comments in discussion.

1 (d) If Consensus is reached by a Quorum of all Voting
2 and Non-Voting members as set forth in Section 5.2.1 of the Rules
3 of Association, the proposal will be adopted.
4

5 (e) If Consensus cannot be achieved, the Plenary Chair
6 will determine the sense of the Plenary and, if no action is
7 forthcoming from the Plenary, either: (i) defer decision; (ii) refer
8 the proposal back to the originators or the relevant Committee; or,
9 (iii) submit the matter to a vote of Plenary in accordance with
10 Section 5.3 of the Rules of Association.
11

12 **4. Minority Report.** At any juncture in the Decision
13 Making Process a Voting Member may file a Minority Report.
14

1 **Proviso #1: Regarding the Initial Interim Period**

2 **A. Duration of Initial Interim Period.** The Initial Interim Period
3 commenced on August 15, 2012 and the Interim Operating Principles (“IOP”)
4 approved by the Plenary on that date shall remain in effect until 11:59:59 P.M.
5 on November 14, 2012; except as set forth in paragraph B, below. the Rules of
6 Association, if adopted by the Plenary shall take effect on 12:00 A.M. on
7 November 15, 2012. Following the expiration of the IOP the provisions of this
8 section will no longer be in effect; unless, otherwise ratified by the Plenary.
9

10 **B. Officer and Delegate Terms of Service.** Notwithstanding the
11 provisions of paragraph A, above, the initial terms of service for the
12 Management Council Chair, Plenary Chair, and Management Council Delegates
13 elected during the Initial Interim Period shall be from August 16, 2012 through
14 the earlier of the date upon which the election may occur, in accordance with
15 the provisions of the Rules of Association or April 15, 2013.
16

17 **C. Implementing Provision Pertaining to the Completion of Terms for**
18 **those Elected for Terms Commencing on August 15, 2012 during the Initial**
19 **Interim Period (“Interim Term of Service”).** The Interim Term of Service shall not
20 apply to the limitation of service set forth in Section 3.2.2 of the Rules of
21 Association. The Interim Term of Service shall end upon the election and
22 qualification of a successor to the office held.
23

24 **Proviso #2: Selection of the Secretariat**

25 The Secretariat shall initially be provided by the NSTIC National Program
26 Office. At such time that the IDESG becomes self-sustaining, the Management
27 Council shall be responsible for acquiring secretariat services support.
28
29

1 **Proviso #3: Complaint Procedure**

2 A. The Ombudsman shall recommend to the Plenary, for
3 consideration as a Special Rule of Order at its first meeting in 2013, a complaint
4 procedure with due consideration of the following attributes:
5

6 1. Any Member may file with the Ombudsman an informal or
7 written complaint arising out of actions taken by the Plenary,
8 Management Council, or any Committee or other body of the Plenary.
9

10 2. An outline of the steps, participants, and timetable to
11 resolve a dispute, including: a preliminary fact-finding by the
12 Ombudsman; and, attempted resolution by the mediation of the
13 Ombudsman.
14

15 3. If mediation fails, for complaints against the Plenary, the
16 Management Council shall decide a final resolution.
17

18 4. If mediation fails, for complaints against a Committee of the
19 Plenary or the Management Council, the Plenary Chair shall decide a final
20 resolution.
21

22 5. A reasonable timetable for resolution of each complaint.
23
24

1 **Proviso #4: Regarding the Initial Interim Period**

2
3 Notwithstanding the chartering requirements of the §§2.1.3.2 and
4 2.1.3.3 of the Rules of Association (the “Rules”), there shall be a special
5 (temporary) committee on governance established, as follows:

6 **A. Scope of Work:**

7 1. Develop a Membership Agreement for consideration at the
8 first Plenary meeting of 2013 after a sixty (60) day review period. The
9 Membership Agreement shall include but not be limited to the following:

10 (a) IPR policy, following the consensus attained in the
11 Governance Task Force (“GTF”) process which commenced on
12 August and ceased in October of 2012;

13 (b) Anti-trust policy; and,

14 (c) Requirement that every person acting in IDESG on
15 behalf of a Member shall cooperate with the Ombudsman during
16 his execution of his duties.

17 2. In accordance with §5 of the Rules, develop appropriate
18 provision(s) addressing on-line electronic deliberation and voting outside
19 the context of a meeting.

20 3. Revise the governance documents for consideration not
21 later than the first Plenary in 2014, taking into account:

22 (a) The experiences of IDESG during 2013;

23 (b) Those items deferred or not taken up by the GTF;

24 (c) Preparations for transition to a self-sustaining
25 organization; and,

26 (d) Any other proposals made to it by Members.

1 4. Create a charter for this special committee as soon as
2 practicable.

3 5. Any other tasks the Plenary may assign to it from time to
4 time.

5 **B. Term:** The special committee shall dissolve upon its report to the
6 first Plenary of 2014.

7 **C. Membership:** The special committee's membership shall be open
8 to any interested Member.

9 **D. Chair:** The special committee shall select one or more chairs at its
10 first meeting, which shall be held during the October 29–30, 2012 Plenary
11 meetings.

FOR PLENARY CONSIDERATION 10-10-12