

# Identity Ecosystem Steering Group

## *Proposed By-Laws*

**Status:** Discussion Draft  
**Created:** June 10, 2012  
**Modified:** August 14, 2012  
**Editor:** J. Trent Adams

### Summary:

These By-Laws are proposed as a companion to the proposed Charter for the “Identity Ecosystem Steering Group” as initially described by the National Strategy for Trusted Identities in Cyberspace (NSTIC)<sup>1</sup>. This proposal takes as input the “Recommendations for Establishing an Identity Ecosystem Governance Structure”<sup>2</sup> as well as the direct responses to the Notice of Inquiry into the NSTIC Governance Structure such as those provided by PayPal<sup>3</sup>, the W3C<sup>4</sup>, ISOC<sup>5</sup>, Kantara<sup>6</sup>, and others<sup>7</sup>. Also referenced are the “Recommended Charter for the Identity Ecosystem Steering Group”<sup>8</sup>, the “Comments on U.S. NSTIC Steering Group Draft Charter and Related Governance Issues” released by the Open Identity Exchange (OIX)<sup>9</sup>, the “Identity Ecosystem Steering Group By-Laws Discussion Document”<sup>10</sup> as published by the National Institute of Standards and Technology (NIST), as well as discussions convened by NIST and held at events such as the Internet Identity Workshop, and ad hoc conversations with various collaborators.

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<sup>1</sup> [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>2</sup> <http://www.nist.gov/nstic/2012-nstic-governance-recs.pdf>

<sup>3</sup> [http://www.nist.gov/nstic/governance-comments/Paypal\\_Signed\\_Rev\\_2011-07-24\\_NSTIC\\_Governance\\_Response.pdf](http://www.nist.gov/nstic/governance-comments/Paypal_Signed_Rev_2011-07-24_NSTIC_Governance_Response.pdf)

<sup>4</sup> [http://www.nist.gov/nstic/governance-comments/World-Wide-Web\\_nsticnoi.pdf](http://www.nist.gov/nstic/governance-comments/World-Wide-Web_nsticnoi.pdf)

<sup>5</sup> <http://www.nist.gov/nstic/governance-comments/Internet-Society-nstic-noi-response-jul2011-isoc-final.pdf>

<sup>6</sup> [http://www.nist.gov/nstic/governance-comments/Kantara\\_Brennan\\_NSTIC-Governance-NOI-KI%20NDG-response-V200.pdf](http://www.nist.gov/nstic/governance-comments/Kantara_Brennan_NSTIC-Governance-NOI-KI%20NDG-response-V200.pdf)

<sup>7</sup> <http://www.nist.gov/nstic/governance-comments.html>

<sup>8</sup> [http://www.nist.gov/nstic/reports/SG\\_Draft\\_Charter.pdf](http://www.nist.gov/nstic/reports/SG_Draft_Charter.pdf)

<sup>9</sup> <http://openidentityexchange.org/sites/default/files/OIXAdvisoryBoardReport2012-1-CommentsonNSTICSteeringGroupDraftCharterandRelatedGovernanceIssues.pdf>

<sup>10</sup> [http://www.nist.gov/nstic/reports/Discussion\\_Draft\\_By-laws\\_V2.pdf](http://www.nist.gov/nstic/reports/Discussion_Draft_By-laws_V2.pdf)

## 1. Preamble

[ **TODO:** *Insert high-level overview, tying it to the proposed Charter.* ]

## 2. Definitions

[ **TODO:** *Add definitions as needed. Ensure consistency across all foundational documents.*]

- Approved Work Product – Any document, procedure, recommendation, etc. that results from the work of, and has been approved by, a Convened Body within the Steering Group. *Compare to “Official Work Product”.*
- Convened Body – Any chartered body within the Steering Group that is identified within the Steering Group Charter or otherwise recognized by the appropriate entity (e.g. Governance Council, Plenary, Standing Committees, Working Groups)
- Decision by Acclamation – In the case where a vote is required, and there is only one option on a ballot, the Chair of the convened body may call for a decision by acclamation during a physical or teleconference meeting that has reached quorum. There is no equivalent to a decision by acclamation in an email ballot.
- Meetings – Unless otherwise specified, a meeting can be physical or teleconference.
- Official Work Product – Any Approved Work Product that has subsequently been approved by the Plenary and become official output of the Steering Group.
- Simple Majority – More than 50% of votes cast by eligible voters.
- Supermajority – 75% or more of eligible voters of a specified Convened Body. Note that for a motion to pass, at least 75% of the eligible voters must cast votes in favor. This is different than a Simple Majority in which only the number of cast votes is counted (regardless of the total number of eligible voters).
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## 3. Membership

Membership in the Steering Group shall be open to organizations and individuals that have an interest in developing and administering various aspects of the Identity Ecosystem Framework or otherwise helping to advance the mission of the Steering Group.

A Member is defined as any organization or individual that signs the Membership Agreement. Any individual or organization that executes a Membership Agreement remains a Member until their membership is withdrawn or terminated.

All Members can contribute to and engage in consensus-based decisions within Working Groups, Standing Committees, or other work that is established as needed to address specific issues. Voting in ballots is reserved for Participating Members, with one vote per Participating Member.

### 3.1. Membership Classifications

There are two classifications of membership – Member Organizations and Individual Members. 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.

#### 3.1.1. Member Organizations

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.

##### 3.1.1.1. Member Representatives

Each Member Organization shall designate one person as its official Member Representative who is responsible for acting on behalf of the Membership Organization. Member Representatives are responsible for casting votes on behalf of their Member Organization in Plenary ballots, while they can delegate responsibility for voting within other bodies, such as Standing Committees and Working Groups, to Associate Members as long as each Member Organization only casts one vote per ballot.

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 or otherwise act on behalf of the Member Organization.

No person shall represent more than one Member Organization. It is the responsibility of the Member Representative to ensure the Secretariat is provided with an accurate list of Member Associates for their Member Organization.

#### 3.1.1.2. Member Associates

In addition to the Members Representative, each Member Organization may have multiple employees or other people associated with its organization who participate in the Steering Group. Each such person is termed a "Member Associate". 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.

No person shall act as a Member Associate for more than one Member Organization.

#### 3.1.2. Individual Members

An individual shall be permitted to join the Steering Group with equal standing as a Member Organization. An Individual Member 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.

Individual Members act as their own Member Representative and cannot delegate authority to any other Member to act on their behalf.

### 3.2. Participation Classifications

A member shall participate in the Plenary as either a Participating Member or an Observing Member. The official Membership classification roster is maintained by the Secretariat.

#### 3.2.1. Participating Members

Participating Members shall be Members that actively participate in the Steering Group Plenary. A Member is deemed "Participating" by being present at least 50% of the previous 4 official physical or teleconference meetings of a Standing Committee or Working Group. Participating Members can vote in Steering Group elections and can propose the formation of Standing Committees or Working Groups.

#### 3.2.2. 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 subscribe to discussion lists and otherwise contribute to the work of the Plenary, its Standing Committees, and/or Working Groups. Observing Members cannot vote in Steering Group elections and cannot propose the formation of Standing Committees or Working Groups.

### 3.3. Membership Agreement

A party interested in becoming a member must submit to the Secretariat a fully executed Steering Group Membership Agreement to become a Member.

In the case of a Member Organization, the name of the Member Representative and any Member Associates shall be identified in writing to the Secretariat. Member Associates shall comply with the same obligations as the Member Organization under the Membership Agreement.

### 3.4. Changes in Membership Status

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

#### 3.4.1. Withdrawal of Membership

Members may voluntarily withdraw from the Steering Group at any time by stating their intention in writing to the Secretariat.

#### 3.4.2. Termination of Membership

The Management Council may terminate a membership as a result of a material violation of the By-Laws.

#### 3.4.3. Administrative Modification of Membership

Any change in legal status of a Member shall result in the appropriate modification of their membership by the Secretariat.

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

- a. Dissolution of a Member Organization.
- b. Acquisition of Member Organization by another Member Organization.
- c. Change in employment status or affiliation of an Individual Member.

### 4. Officers of Convened Bodies

Unless otherwise specified, each convened body within the Steering Group requires at minimum a Chair and Secretary to function, with an optional Vice-Chair.

Any Participating Members may be officers, whether they are Individual Members, Member Representatives, or Member Associates. Observing Members cannot be officers.

#### 4.1. Officer Roles, Duties, and Responsibilities

In addition to the typical roles, duties, and responsibilities of the positions, all Steering Group officers have a responsibility to act in accordance with the Charter and the NSTIC Guiding Principles. As such, they must work to guide discussions toward consensus, only relying on voting to make decisions when consensus cannot be reached, or when votes are specifically required.

The Chair is responsible for setting the conversation agenda, scheduling meetings, and presiding over the discussions. The Chair is also responsible for judging when consensus has been reached, taking action as necessary to convey the consensus, and it is his/her duty to call for votes only when he/she determines consensus cannot be reached.

The Secretary is responsible for ensuring transparency of discussions and decisions as well as attendance of official meetings. As such, it is the duty of the Secretary to work with the Secretariat to ensure effective open and timely publishing of attendance, deliberations, decisions, and publications.

The optional Vice-Chair helps assist the Chair and acts in place of the Chair or Secretary when they are unable to perform their duties or fulfill their responsibilities.

Unless otherwise specified, Officers may vote as any other Participating Member of the convened body they serve.

#### 4.2. Officer Selection Process

The participants within each convened body select their officers. The charter of the convened body will identify if the officers will be determined by consensus or by elections. If elected, the elections are to be held in accordance with the voting process defined in the section on "Election of Officers".

#### 4.3. Terms of Office

Unless otherwise specified, the term of office shall be one year, with no restriction on the number of consecutive terms.

#### 4.4. Mid-Term Replacement Process

A special election to fill a vacated officer position, held under the same rules as a regular election, will be held at the earliest reasonable opportunity. A vacant position should not be considered an impediment to continued work within the body.

The Chair may temporarily appoint a replacement for other officers until the special election can be held. The Vice-Chair, or Secretary if there is no Vice Chair, will temporarily fill the role of Chair in the case where the Chair is being replaced.

#### 4.5. Removal Process

Should it be necessary to do so, an officer may be removed from office for consistently failing to perform their specified duties or neglecting their responsibilities. To begin the removal process, three or more Participating Members of the body that elected the officer must petition the Ombudsman in writing to explain their concerns and request the officer be removed.

If the Ombudsman finds that the request has merit, the Ombudsman will direct the Secretariat to hold a special election of the body that elected the officer to determine if the officer should be removed. The officer will be removed from office by a supermajority of Participating Members casting votes for the officer's removal.

The removed officer remains a Member of the Steering Group with all associated privileges unless additional action is taken.

### 5. Steering Group Structure & Responsibilities

The Steering Group shall consist of two bodies: the Plenary and the Management 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.

#### 5.1. Steering Group Plenary

The Steering Group Plenary (Plenary) is comprised of all Members. The principle work of the organization takes place within the Standing Committees and Working Groups chartered for specific purposes within the Plenary. It is through engagement within the Standing Committees and Working Groups that Members earn the designation of Participating Members.

##### 5.1.1. Plenary Membership

The Plenary shall be open to all Steering Group Members.

##### 5.1.2. Plenary Officers

The Plenary shall be led by a Chair, Vice-Chair, and Secretary. The officers will be elected by the Plenary. The elections are to be held in accordance with the voting process defined in the section on "Election of Officers". Once elected, each officer

must act in a purely neutral capacity. As such, they are expected to divest themselves of any other leadership positions held within the Steering Group.

A Member Organization shall not have more than one of its Member Representatives or Member Associates serving as a Plenary Officer at a time.

#### 5.1.2.1. Chair

The Plenary Chair is responsible for the overall management of the Plenary, including the Standing Committees and Working Groups. In addition to the general officer roles, duties, and responsibilities for a Chair, the Plenary Chair shall:

- a. Foster an open and inclusive atmosphere at Plenary meetings.
- b. Guide the consensus processes in the Plenary, ensuring that all points of view, including minority views, are adequately expressed and understood by all present.
- c. Sit as a non-voting member of the Management Council.
- d. Work to ensure that commitments made by the Plenary and its convened bodies are met.
- e. Oversee the administration of Standing Committees and Working Groups.
- f. Assist in the resolution of any appeal against a Plenary decision.

#### 5.1.2.2. Vice-Chair

In addition to the general officer roles, duties, and responsibilities for a Vice-Chair, the Vice-Chair assists the Chair in being responsible for the overall management of the Plenary, including the Standing Committees and Working Groups. The Vice-Chair acts in place of the Chair or Secretary when they are unable to perform their duties or fulfill their responsibilities.

#### 5.1.2.3. Secretary

In addition to the general officer roles, duties, and responsibilities for a Secretary, the Plenary Secretary shall:

- a. Guide the Secretariat in carrying out its duties and responsibilities as they pertain to the Plenary.
- b. Ensure that all information about and decisions of the Plenary and its convened bodies are clearly and effectively communicated.
- c. Acts in place of the Chair or Vice Chair when they are unable to perform their duties or fulfill their responsibilities.

#### 5.1.2.4. Term of Office



The Plenary officers shall serve a two-year term. The Plenary officers may serve no more than two consecutive terms but may serve any number of non-consecutive terms.

#### 5.1.3. Plenary Responsibilities

The specific responsibilities of the Plenary are described in the sections that follow.

##### 5.1.3.1. Electing the Management Council

The Plenary is responsible for seating the elected seats of the Management Council. When one or more elected seats within the Management Council need to be filled, the Plenary Chair calls for and directs the Secretariat to administer an election for the seats. The entire process from when a seat in the Management Council is vacant to when it is filled shall not exceed 60 days.

The process for electing the Management Council is described in the section called "Seating the Management Council.

##### 5.1.3.2. Removal of an Elected Management Council Member

Should it be necessary to do so, a member of the Management Council elected by the Plenary may be removed for consistently failing to perform their specified duties, neglecting their responsibilities, or otherwise acting at counter purposes to the Mission, Purpose, or Objectives of the Charter. To begin the removal process, three or more Participating Members of the Plenary must petition the Ombudsman in writing to explain their concerns and request the officer be removed.

If the Ombudsman finds that the request has merit, the Secretariat will be directed to manage a special election of the Plenary to determine if the Management Council member should be removed. The Management Council member will be removed from office if a supermajority of Participating Members cast votes for the member's removal.

Once removed from the Management Council, they may remain as a Member of the Steering Group with all associated privileges unless additional action is taken.

The Guiding Principles Standing Committee will appoint a temporary replacement for the vacant seat on the Management Council until the term for the seat is up and can be replaced as per normal process.

If the removed Management Council Member was also an officer, the Secretariat will hold a special election of the Management Council to temporarily fill the seat until the term for the office is up and elections are held as normal.

#### 5.1.3.3. Forming Standing Committees and Working Groups

The Plenary is responsible for creating, maintaining, working within, and dissolving Standing Committees and Working Groups as necessary to realize the Steering Group mission, purpose, and objectives as stated in the Charter.

The specific process of forming groups and their administration is described elsewhere in this document.

#### 5.1.3.4. Voting on Working Group / Standing Committee Output

The Plenary is responsible for voting on whether or not the work produced and approved by Standing Committees and Working Groups should be considered Official Output of the Steering Group.

The specific process for voting on Official Output is described elsewhere in this document.

#### 5.1.4. Plenary Standing Committees and Working Groups

The principle work of the organization takes place within Standing Committees and Working Groups chartered for specific purposes within the Plenary.

##### 5.1.4.1. Standing Committees

Standing Committees shall be responsible for addressing and coordinating ongoing activities that cross various areas of the Steering Group and its work. Participation in and meetings of the Plenary Standing Committees shall be open to all Members, with approval of final Standing Committee output reserved for its Participating Members.

Standing Committees can be used to operate and manage long-running projects and may produce documents related to their tasks. Standing Committees may have delegated spending authority as granted by the Management Council.

The Plenary must approve the final output from a Standing Committee in order for it to become official output of the Steering Group.

The work of a Standing Committee is expected to be ongoing unless otherwise specified in its charter.

##### 5.1.4.2. Working Groups

Working Groups shall be established as necessary to accomplish specified work of the Steering Group. Participation in and meetings of the Plenary Working Groups

shall be open to all Members, with approval of final Working Group output reserved for its Participating Members.

Working Groups are designed to produce published documents, guidelines, recommendations, and frameworks but are not intended to operate and manage long-running projects. Working Groups have no delegated spending authority and must apply to the Management Council to request funding for specific projects.

The Plenary must approve the final output from a Working Group in order for it to become official output of the Steering Group.

Working Groups are chartered to achieve specific, attainable goals as identified in its charter. Once complete, the Working Group should be dissolved.

#### 5.1.4.3. General Group Administration

Unless otherwise specified, the administration of Standing Committees and Working Groups are identical, and both are referred to simply as “Groups” in this section.

##### 5.1.4.3.1. Group Formation Process

###### i. Prepare the Charter

Any three Participating Members (the “Group Sponsors”) may propose the formation of a Group. To do so, they must prepare a Charter with the following required elements:

- a. Group Name
- b. Brief Description
- c. Specific Goals or Output
- d. Group Sponsors
- e. Milestone Dates
- f. Term Duration or Limit

If proposing the formation of a Standing Committee, the Charter may optionally include a requested operational budget to be evaluated by the Management Council.

###### ii. Guiding Principles Standing Committee Approval

Once the Charter is written, the Group Sponsors submit it to the Guiding Principles Standing Committee who will review it. If the Charter adheres to the Steering Group Mission, Purpose and Objectives as well as the NSTIC Guiding Principles, the Guiding Principles Standing Committee will approve it.

It is important to note that the Guiding Principles Standing Committee will not review the proposed Group Charter for merit, utility, validity in the market or any other reason than alignment with the core principles of the Steering Group.

The Guiding Principles Standing Committee must approve the proposed charter or return it with specific notes on how it needs to be modified before it can be approved no later than 30 days after it receives the proposed charter.

- a. Working Groups – If the Guiding Principles Standing Committee approves the Charter, the Working Group is approved to be formed.
- b. Standing Committees – If the Guiding Principles Standing Committee approves the Charter, the Standing Committee needs to be approved by the Management Council before it can be formed.

iii. Management Council Approval – For Standing Committees

Once the Guiding Principles Standing Committee approves a Standing Committee Charter, the Sponsors notify the Plenary Chair who will bring the Charter to the Management Council for review.

For Charters that include a request for an operating budget, the Management Council will work with the Sponsors to understand more about the request. The Management Council will determine if/how the requested operating budget can be managed. If the Management Council approves the final details of the operating budget, the Standing Committee is approved to be formed.

The Management Council must approve the proposed charter or return it to the Sponsors with specific notes on how it needs to be modified before it can be approved no later than 60 days after it receives the proposed charter.

iv. Convene the Group

After the Charter of a Working Group or Standing Committee is approved to be formed, the Sponsors notify the Plenary Secretary who will facilitate the formation of the Working Group or Standing Committee in conjunction with the Secretariat.

5.1.4.3.2. Group Membership

Standing Committees and Working Groups are open to all Steering Group Members. To join, the Member notifies the Group Secretary in writing or otherwise announces an intent to join at a meeting or teleconference. The Group Secretary will ensure that the Secretariat maintains a roster of active Group Members.

Participating Members within the Group are able to cast votes in Group ballots.

#### 5.1.4.3.3. Officers

The Group Sponsors will serve as temporary officers, fulfilling the duties and responsibilities of the Chair, Vice-Chair, and Secretary until the officer positions can officially be filled. The officer positions shall be filled according to the charter within 45 days of the Group being approved to be formed.

#### 5.1.4.3.4. Funding

Working Groups and Standing Committees that do not have an operating budget can request funding for a clearly defined specific purpose by sending a detailed request to the Plenary Chair. The Chair will work with the Management Council and Chair of the Working Group requesting the funds to determine if/how the request can be managed.

Standing Committees that have an operating budget will need to follow the direction provided them when the committee was initially approved.

#### 5.1.4.3.5. Maintenance and Renewal Process

All Groups, once formed, will need to remain active, and adhere to their Charter, in order to remain in operation and be supported by the Steering Group. Each Group must hold at least one teleconference meeting per month. Within 7 days of any teleconference or physical meeting, the Secretary must publish the meeting minutes and notify the Secretariat of the attendance.

If the term of a Working Group is more than one year, the presiding Chair of the Working Group must notify the Secretariat that the group is still active on the anniversary of their approved charter. Working Groups will be dissolved according to the duration or term limit identified in its Charter.

If a Working Group reaches the end of its term, but it still has work to complete, the Working Group may decide to request an extension of the term. To request an extension, the Working Group Chair must submit a request for a specific extension in writing to the Plenary Chair who, with conference of the other Plenary Officers, will determine if the extension remains in line with the rest of the Working Group's charter. If the request is approved, the Plenary Chair will notify the Secretariat to amend the Working Group Charter to indicate the specific extension. There is no

limit to the number of extensions to the term, but the extensions cannot be open-ended.

The presiding Chair of each Standing Committee must submit a written report to the Secretariat on the anniversary of the committee's approved charter that outlines the activities of the committee during the previous year. This report acts as a renewal to keep the Standing Committee active. The reports will be available to the Steering Group Membership.

#### 5.1.4.3.6. Group Dissolution

If a Working Group reaches the end of the term identified in its Charter, and no extension has been approved, the Plenary Chair will direct the Secretariat to dissolve the Working Group.

If a Working Group or Standing Committee doesn't follow the steps required to remain an active Group, the Plenary Chair can direct the Secretariat to dissolve the Group.

If the Management Council determines that a Standing Committee is no longer necessary to the Mission, Purpose, and Objectives of the Steering Group, the Management Council Chair can direct the Plenary Chair to hold a referendum of the Plenary to decide if it should be dissolved. If a supermajority of the votes cast by the Plenary are to dissolve the Standing Committee, the Plenary Chair will direct the Secretariat to dissolve the group.

The Secretariat dissolves a Group by deactivating collaborative discussion tools such as wikis, discussion lists, file repositories, etc., so that no further additions and modifications can be made or otherwise contributed. The archive of prior work, including all discussion list archives, shall continue to be available to all Members.

#### 5.1.4.4. Output Approval Process

When a Standing Committee or Work Group (collectively a "Group") completes an item within its charter (a "Work Product") that is to be official output of the Steering Group, the following steps will need to be followed:

- i. The Chair of the Group will initiate a ballot calling for approval of the Work Product. The Work Product will need to be approved by a Simple Majority vote of the Participating Members of the Group.
- ii. After being approved by the Group, the Chair submits the Work Product to both the Guiding Principles Committee and the Management Council for review.

- iii. The Guiding Principles Committee has 30 days to review the Work Product, and, if necessary, produce commentary that address the following considerations:
  - a. Privacy
  - b. Security
  - c. Interoperability
  - d. Usability
- iv. The Management Council has 30 days to review the Work Product for any potential legal or financial impact on the Steering Group. If there is a material issue that needs to be resolved, the Chair of the Management Council will direct the Plenary Chair to delay the vote by the Plenary for up to 30 additional days while it can prepare a resolution.
- v. 45 days after the Work Group approves the Work Product, unless delayed by the Management Council, the Plenary Chair will direct the Secretariat to administer a ballot for approval of the Work Product by the Plenary.
- vi. If the Work Product is approved by a simple majority of Participating Members of the Plenary, the Plenary Chair will direct the Secretariat to record the Work Product as official and publish it as appropriate.

## 5.2. Identity Ecosystem Management Council

The Management Council is responsible for the health and effective balance of the organization and for ensuring the Steering Group works according to its Mission. The Management Council shall provide overall leadership for the Steering Group such as providing guidance on the objectives envisioned by the NSTIC, prioritizing work items, and monitoring as well as reporting on progress. Also included in its remit are the legal and financial responsibilities necessary to ensure the continued operation of the Steering Group.

### 5.2.1. Management Council Composition

The Management Council is comprised of two categories of members: voting and non-voting. There are 13 voting members, all of whom are seated by the Plenary:

- 9 are selected by a general election of the Plenary, and
- 4 are appointed by the Guiding Principles Standing Committee.

Collectively they represent the interests of the Identity Ecosystem Steering Group Members.

The non-voting members are:

- an appointment by NIST (who also serves as the Management Council Vice-Chair) who directly represents the NSTIC strategy,

- the Ombudsman appointed by the Secretariat who ensures balanced stakeholder representation, and
- the Plenary Chair who represents the activities of the Plenary.

#### 5.2.2. Seating the Voting Members of the Management Council

The process for seating the remaining members of the Management Council is as follows:

- i. The Guiding Principles Standing Committee shall:
  - a. Evaluate the composition of the Management Council for balanced stakeholder representation according to the Charter and as guided by the NSTIC Strategy.
  - b. Produce for the Plenary a description of the vacancies in terms of capabilities needed to ensure that the current stakeholder balance within the Management Council is maintained or improved.
- ii. The Secretariat shall:
  - a. Produce a call for nominations, including the Guiding Principles Standing Committee report, submitting it to the Plenary.
  - b. Collect submitted nominations from Members of the Plenary who may nominate themselves (if he/she is a Participating Member) or other Participating Members to fill the vacancies.
  - c. Prepare a ballot based on submitted nominations, including instructions on the number of vacancies available and number of votes to be cast for the slate of candidates. For example, if there are two vacancies, each Participating Member may vote for two candidates.
  - d. Administer the election, announcing the results to the Plenary when complete.
- iii. The candidates receiving the highest vote counts fill the vacancies. In the case of a tie, the Secretariat administers a run-off election between the tied candidates.
- iv. After the election, the Guiding Principles Standing Committee shall:
  - a. Evaluate the new composition of the Management Council for balanced stakeholder representation according to the Charter and as guided by the NSTIC Strategy.
  - b. Write a report stating their findings, including any recommendations that would help improve the balance of stakeholder representation, submitting it to the Management Council for their consideration. The report should also be available to the Plenary.
- v. The Management Council, including the newly elected members, can determine how to address the recommendations, if any.

#### 5.2.3. Management Council Responsibilities

##### 5.2.3.1. Administrative Activities



- 5.2.3.1.1. Legal Agreements
  - 5.2.3.1.1.1. Contracts
  - 5.2.3.1.1.2. NDAs
  - 5.2.3.1.1.3. Liaison Agreements
  - 5.2.3.1.1.4. IP Assignments
- 5.2.3.1.2. Financial Responsibility
  - 5.2.3.1.2.1. Setting of Dues, Fees, Prices
  - 5.2.3.1.2.2. Oversee Accounts
  - 5.2.3.1.2.3. Approval of Expenses
- 5.2.3.1.3. Direct the Secretariat
- 5.2.3.2. Maintain Foundational Documents
  - 5.2.3.2.1. Charter
  - 5.2.3.2.2. By-Laws
  - 5.2.3.2.3. Membership Agreement
- 5.2.4. Management Council Participation
- 5.2.5. Management Council Officers
  - 5.2.5.1. General Duties
  - 5.2.5.2. Chair
    - 5.2.5.2.1. Specific Duties
  - 5.2.5.3. Vice-Chair
    - 5.2.5.3.1. NSTIC NPO Representative – Non-Voting
    - 5.2.5.3.2. Specific Duties
  - 5.2.5.4. Ombudsman
    - 5.2.5.4.1. Selection
    - 5.2.5.4.2. Specific Duties
      - 5.2.5.4.2.1. Non-voting chair of the Guiding Principles Standing Committee
      - 5.2.5.4.2.2. Non-voting non-officer member of the Management Council
      - 5.2.5.4.2.3. Facilitating complaints
      - 5.2.5.4.2.4. Determining the merit of requests to remove officers
    - 5.2.5.4.3. Specific Term of Office
- 5.3. Secretariat
  - 5.3.1. Selection of Secretariat
  - 5.3.2. Secretariat Responsibilities
    - 5.3.2.1. Organizational Administration
    - 5.3.2.2. Supplies the Ombudsman
    - 5.3.2.3. Infrastructure Support
    - 5.3.2.4. Meeting Support Services
    - 5.3.2.5. Membership Roster and Active Lists
    - 5.3.2.6. Editorial Services
    - 5.3.2.7. Publication Services
- 5.4. Transparency & Dissemination of Information
  - 5.4.1. Open Meetings

- 5.4.2. Publication of Operations
- 5.4.3. Material Distribution
- 6. Meetings
  - 6.1. Meetings Requirements & Procedures
  - 6.2. Meeting Administration
    - 6.2.1. Prior Notice of Meetings
    - 6.2.2. Meeting Agenda
    - 6.2.3. Attendance
- 7. Decision Making
  - 7.1. Consensus
    - 7.1.1. Matters for Consensus
    - 7.1.2. Consensus Process
  - 7.2. Quorum
    - 7.2.1. Only Applies to Meetings
    - 7.2.2. Always Reached via Discussion List
  - 7.3. Ballots and Voting
    - 7.3.1. Unless otherwise stated, all ballots shall be open and archived in public view.
    - 7.3.2. Matters for Voting
      - 7.3.2.1. Election of Officers
        - 7.3.2.1.1. Unless otherwise specified in the charter of the convened body, the members of the body will elect its officers.
        - 7.3.2.1.2. Only Participating Members may serve as an officer.
        - 7.3.2.1.3. Any Member may nominate a Participating Member to be an officer.
        - 7.3.2.1.4. If there is only one Participating Member nominated for a specified officer position, the position can be filled by acclamation during a physical or teleconference meeting that has reached a quorum. There is no equivalent to a decision by acclamation when elections are conducted via email discussion list.
      - 7.3.2.2. Approval of Output
      - 7.3.2.3. Administrative Decisions
      - 7.3.2.4. Modifying the Charter or By-Laws
        - 7.3.2.4.1. Requires Supermajority Approval of the Management Council then:
          - 7.3.2.4.1.1. Requires Supermajority Approval of the Plenary
    - 7.3.3. Qualifications for Voting Privilege and Restoration
    - 7.3.4. Voting Process
      - 7.3.4.1. Voting Procedures
        - 7.3.4.1.1. Unless otherwise specified, ballots are initiated by the Chair, and operated by the Secretary of the convened body.
        - 7.3.4.1.2. Unless otherwise specified, ballots are open and held on the convened body email discussion list so that the ballot and votes cast are archived.

7.3.4.1.3. Each ballot shall be clearly worded to ensure a “yes” or “no” vote can be cast without any additional clarification required by the voter.

7.3.4.1.4. Ballots Must be Open for at Least Seven Days

7.3.4.2. Decision by Acclamation

7.3.4.2.1. If there is only one option on a given ballot (e.g. one person standing for an officer position), the decision can be made by acclamation during a physical or teleconference meeting that has reached a quorum. There is no equivalent to a decision by acclamation when elections are conducted via email discussion list.

7.3.4.3. Requirements for Approval

8. Intellectual Property

9. Conflict of Interest

10. Non-Liability

11. Anti-Trust Statement

12. Charter and By-laws Ratification & Amendments

## Appendix A: Change Log

<b>Date</b>	<b>Name</b>	<b>Comment</b>
June 10, 2012	J. Trent Adams	Version 1 created.
August 8, 2012	J. Trent Adams	Branched to version 2, folding in comments since the previous draft. Changed status to: "Discussion Draft" to support broader circulation.
August 14, 2012	J. Trent Adams	Updated the previous text to align with recent discussions."