

# PROPOSED 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
1.2.1. <i>Adoption of Agreement by the Plenary</i> .....	1
1.2.2. <i>Execution of Membership Agreement. Requisite to Membership</i> .....	1
1.2. MEMBERSHIP CLASSIFICATIONS. ....	1
1.2.3. <i>Organizational Members</i> .....	1
1.2.3.2. <i>Member Representatives. Alternate Representatives</i> .....	2
1.2.3.3. <i>Member Associates</i> .....	2
1.2.4. <i>Individual Members</i> .....	2
1.3. MEMBER RIGHTS AND RESPONSIBILITIES. ....	3
1.3.1. <i>Rights of Members</i> .....	3
1.3.2. <i>Responsibilities of Members</i> .....	3
1.3.3. <i>Additional Rights of Voting Members</i> .....	3
1.3.4. <i>Additional Responsibilities of Voting Members</i> .....	4
1.4. CHANGES IN MEMBERSHIP STATUS. ....	4
1.4.1. <i>Withdrawal of Membership</i> .....	4
1.4.2. <i>Administrative Modification of Membership</i> .....	4
1.5. OTHER PARTICIPANTS IN THE STEERING GROUP: GENERAL PUBLIC AND LIAISON RELATIONSHIPS. ....	4
2. STEERING GROUP STRUCTURE AND RESPONSIBILITIES. ....	4
2.1 THE PLENARY.....	5
2.1.1. <i>Plenary Membership</i> .....	5
2.1.2. <i>Plenary Responsibilities</i> .....	5
2.1.4. <i>Committees of the Plenary</i> .....	6
2.1.5. <i>Plenary Chair</i> .....	7
2.2. THE MANAGEMENT COUNCIL. ....	8
2.3. SECRETARIAT. ....	14
2.3.1. <i>Selection of Secretariat</i> .....	14
2.3.2. <i>Secretariat Responsibilities</i> .....	14
2.4. TRANSPARENCY AND DISSEMINATION OF INFORMATION.....	15
2.4.1. <i>Open Meetings</i> .....	15
2.4.2. <i>Publication of Operations</i> .....	15
2.4.3. <i>Material Distribution</i> .....	15
2.5. COMPLAINTS PERTAINING TO ACTIONS OF THE PLENARY AND THE MANAGEMENT COUNCIL. ....	16
3. GENERAL ELECTIONS.....	16
3.1. GENERAL REQUIREMENTS. ....	16
3.1.1. <i>Eligible Voters: At-Large Officers</i> .....	16
3.1.2. <i>Eligible Voters: Stakeholder Categories</i> .....	16

1	3.2.	ELECTED OFFICERS OF THE STEERING GROUP. ....	16
2		3.2.1. <i>Term of Office. Staggered Terms for Council Stakeholder Delegates</i> .....	17
3		3.2.2. <i>Limitation of Service.</i> .....	17
4		3.2.3. <i>Vacancy.</i> .....	17
5		3.2.4. <i>Removal of Management Council Delegates</i> .....	17
6	3.3.	STAKEHOLDER CATEGORY AFFILIATION. ....	17
7		3.3.1. <i>Stakeholder Categories</i> .....	18
8		3.3.2. <i>Additional Stakeholder Categories</i> .....	19
9	3.4.	ELECTION PROCESS. ....	20
10		3.4.1. <i>Role of the Secretariat</i> .....	20
11		3.4.2. <i>Call for Candidates. Notice to Voting Members</i> .....	20
12		3.4.3. <i>Submission of Candidate Recommendations</i> .....	20
13		3.4.4. <i>Candidate Qualifications</i> .....	21
14		3.4.5. <i>Preparation of a Ballot</i> .....	21
15		3.4.6. <i>Voting for Candidates</i> .....	21
16	4.	<b>MEETINGS.</b> .....	22
17	4.1.	MEETINGS REQUIREMENTS & PROCEDURES. ....	22
18	4.2.	MEETING ADMINISTRATION. ....	23
19		4.2.1. <i>Prior Notice of Meetings</i> .....	23
20		4.2.2. <i>Meeting Agenda</i> .....	23
21		4.2.3. <i>Attendance.</i> .....	24
22	5.	<b>DECISION MAKING.</b> .....	24
23	5.1.	QUORUM. ....	24
24	5.2.	CONSENSUS. ....	24
25		5.2.1. <i>Consensus Process</i> .....	24
26	5.3.	VOTING. ....	25
27		5.3.1. <i>Matters for Voting</i> .....	25
28		5.3.2. <i>Quorum</i> .....	25
29		5.3.3. <i>Voting Process</i> .....	25
30	6.	<b>INTELLECTUAL PROPERTY POLICY.</b> .....	26
31	7.	<b>CONFLICT OF INTEREST.</b> .....	26
32	8.	<b>NON-LIABILITY</b> .....	27
33	9.	<b>PARLIAMENTARY AUTHORITY.</b> .....	27
34	10.	<b>RATIFICATION AND AMENDMENTS OF THE RULES OF ASSOCIATION</b> .....	27
35	10.1.	INITIAL APPROVAL. ....	27
36	10.2.	SUBSEQUENT AMENDMENTS. ....	27
37	11.	<b>SEVERABILITY</b> .....	27
38	12.	<b>GLOSSARY: DEFINED TERMS.</b> .....	27
39		<b>RULE OF ORDER #1: IDESG DECISION MAKING AND WORK FLOW POLICY</b> .....	31
40		<b>PROVISO #1: REGARDING THE INITIAL INTERIM PERIOD</b> .....	34

1	PROVISO #2: ELECTION TRANSITION PROTOCOLS .....	35
2		
3		

GTF TRANSMITTAL DRAFT 10-01-12

## 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 online<sup>A</sup>. Additionally, in the current online environment, individuals are asked  
7 to 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 mechanisms<sup>B</sup>.

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<sup>C</sup>.
- 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  
32 needs. Thus, the capacity for anonymity and pseudonymity will be maintained in  
33 the envisioned Identity Ecosystem.

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

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

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

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

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

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

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

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

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

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

Principles, and meet other established requirements. Additionally, the IDESG shall

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

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

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

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

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

**1. Identity solutions will be privacy-enhancing and voluntary.** The Identity Ecosystem will be grounded in a holistic, integrated implementation of the Fair Information Practice Principles to promote the creation and adoption of policies and standards that are privacy-enhancing, including the preservation of the capacity to engage in anonymous and pseudonymous activities online. Ideally, identity

1 solutions within the Identity Ecosystem should preserve the positive  
2 privacy benefits associated with offline identity-related transactions while  
3 mitigating some of the negative privacy aspects. Finally, participation in  
4 the Identity Ecosystem will be voluntary: the government will neither  
5 mandate that individuals obtain an Identity Ecosystem credential nor that  
6 companies require Identity Ecosystem credentials from consumers as the  
7 only means to interact with them. Individuals shall be free to use an  
8 Identity Ecosystem credential of their choice, provided the credential  
9 meets the minimum risk requirements of the relying party, or to use any  
10 non-Identity Ecosystem mechanism provided by the relying party.  
11 Individuals' participation in the Identity Ecosystem will be a day-to-day—  
12 or even a transaction-to-transaction—choice.

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

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

34 **4. Identity solutions will be cost-effective and easy to use.** The  
35 Identity Ecosystem will promote identity solutions that enable individuals  
36 to use a smaller number of identity credentials across a wide array of  
37 service providers. These identity solutions must be cost-effective for



1 users, identity and attribute providers, and relying parties. Furthermore,  
2 identity solutions should be simple to understand, intuitive, easy-to-use,  
3 and enabled by technology that requires minimal user training<sup>Q</sup>.

4 **D. Operating Principles<sup>R</sup>.** The IDESG shall adhere to the following four  
5 operating principles.

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

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

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

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

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

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

8           **F.     Organizational Structure<sup>x</sup>.** The Steering Group shall be composed  
9 of two bodies: the Identity Ecosystem Plenary and the Identity Ecosystem  
10 Management Council. The Plenary and the Management Council shall be  
11 collectively responsible for achieving the Steering Groups objectives. The  
12 Secretariat shall serve as the administrative body of the Steering Group. In this  
13 role, the Secretariat shall manage the internal operations of the Steering Group  
14 to include human and financial resources, meeting coordination,  
15 communications, and material support and interaction with external  
16 organizations. The Secretariat shall be responsible for maintaining transparency,  
17 openness, and alignment with the Guiding Principles in all Steering Group  
18 operations. The Secretariat shall appoint an individual to act as the Identity  
19 Ecosystem's Ombudsman<sup>y</sup>.

## The Rules of Association

The Identity Ecosystem Steering Group Rules of Association ("Rules") ([See, "Glossary: Defined Terms"](#)) describe the roles, responsibilities, policies, and procedures that govern the operation and Primary Activities<sup>26</sup> of the Identity Ecosystem Steering Group ("IEDSG" or "Steering Group") ([See, Glossary: Defined Terms](#))<sup>27</sup>.

### 1. Membership and Other Levels of Participation<sup>28</sup>.

Membership in the IDESG shall be open and the extent of participation shall be dependent on the members. Membership in the IDESG shall be open to organizations and individuals<sup>29</sup> that have an interest in the development and administration of the Identity Ecosystem. Membership classifications, participation levels and member categories are described in the sections that follow.

#### 1.1. Membership Agreement<sup>30</sup>.

**1.2.1. Adoption of Agreement by the Plenary<sup>31</sup>.** 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 not be retroactively effective against existing members unless an amended form of Agreement is executed by the Member Representative.

**1.2.2. Execution of Membership Agreement. Requisite to Membership.** To become a member, the Member Representative (of both Voting and Non-Voting Members) shall complete and execute the Steering Group Membership Agreement, signifying the adherence of the Member to the Primary Activities of the IDESG as set forth in these Rules. The completed and executed Membership Agreement shall be sent to the Secretariat who shall collect and record the Membership Agreements ([See, "Proviso #1: Regarding the Initial Interim Period"](#)).

#### 1.2. Membership Classifications.

There are two classifications of membership – Organizational Members and Individual Members. A person representing or acting on behalf of a Organizational Member in any formal or informal capacity within the IDESG are considered part of that organization and cannot be considered an Individual Member<sup>32</sup>. A Member shall participate in the Plenary as either a Voting Member<sup>33</sup> or a Non-Voting Member<sup>34</sup>.

#### 1.2.3. Organizational Members.

1  
2                   **1.2.3.1. General Terms**<sup>35</sup>. An Organization [\(See, Section](#)  
3                   [13 "Glossary: Defined Terms"\)](#), regardless of its nation of  
4                   organization, may join the IDESG and shall, if a Voting Member, be  
5                   permitted to join any one of the Stakeholder Categories [\(See,](#)  
6                   [Section 3.2, "Stakeholder Category Affiliation"\)](#).  
7

8                   **1.2.3.2. Member Representatives. Alternate**  
9                   **Representatives**<sup>36</sup>. Each Organizational Member shall designate  
10                  one person as its Member Representative [\(See, "Glossary: Defined](#)  
11                  [Terms"; in particular "Non-Voting Representative" and "Voting](#)  
12                  [Representative"\)](#). Each Organizational Member shall determine its  
13                  own process for selecting its Member Representative. Each  
14                  Organizational Member is authorized to designate, in writing to  
15                  the Secretariat, alternate Member Representatives in the absence  
16                  of the Member Representative. Member Representatives shall be  
17                  responsible for acting on behalf of the Membership Organization  
18                  for executing the Membership Agreement and maintaining  
19                  currency of Member Associates. No person shall represent more  
20                  than one Organizational Member<sup>37</sup>.  
21

22                  **1.2.3.3. Member Associates**<sup>38</sup>. Each Organizational  
23                  Member may have multiple Member Associates who shall be  
24                  authorized to participate in Committee Decision Making  
25                  procedures on behalf of the Member in the absence of the Voting  
26                  Representative; however, the Organizational Member shall be  
27                  entitled to only one representative in the deliberations of a  
28                  Committee [\(See also, Section 13 "Glossary: Defined Terms"\)](#). All  
29                  Member Associates shall be listed in the Membership Agreement  
30                  and shall comply with the same obligations as the Organizational  
31                  Member under the Membership Agreement.  
32

33                  **1.2.4. Individual Members**<sup>39</sup>. An individual shall be permitted  
34                  to join the IDESG as an affiliate of one of the Stakeholder Categories (See,  
35                  Section 3.2 "Stakeholder Category Affiliation"). Individual Members shall  
36                  not represent the interests or act on behalf or at the behest of an  
37                  Organizational Member<sup>40</sup>. Individual Members shall be considered their  
38                  own Member Representative<sup>41</sup>.

1 **1.3. Member Rights and Responsibilities<sup>42</sup>.**

2  
3 **1.3.1. Rights of Members<sup>43</sup>.** All Members shall have the right to:

4  
5 **1.3.1.1.** Serve as Members for as long as they meet the  
6 requirements of membership<sup>44</sup>.

7  
8 **1.3.1.2.** Submit proposed requirements for the Identity  
9 Ecosystem Framework<sup>45</sup>.

10  
11 **1.3.1.3.** Participate in the Plenary process and establish  
12 the overall direction of the Plenary through active participation in  
13 Committees of the Plenary, or other entities established as needed to  
14 address specific issues<sup>46</sup>.

15  
16 **1.3.1.4.** Participate in the Consensus decision-making  
17 process [\(See, Section 5.2 "Consensus"\)](#) [\(See also, Section 13](#)  
18 ["Glossary: Defined Terms"\)](#)<sup>47</sup>.

19  
20 **1.3.2. Responsibilities of Members<sup>48</sup>.** Members shall have the  
21 responsibility to abide by the Membership Agreement and comply with  
22 these Rules.

23  
24 **1.3.3. Additional Rights of Voting Members<sup>49</sup>.** Voting Members  
25 shall have the right to:

26  
27 **1.3.3.1.** Vote in IDESG elections in accordance with  
28 these Rules<sup>50</sup>.

29  
30 **1.3.3.2.** Vote on proposed Plenary standards, policies,  
31 and procedures in accordance with these Rules<sup>51</sup>.

32  
33 **1.3.3.3.** Stand for nomination for Management Council  
34 [\(See, Section 2.2 "Identity Ecosystem Management Council"\)](#) [\(See also,](#)  
35 [Section 13 "Glossary: Defined Terms"\)](#), Delegate, At-Large Delegate,  
36 and Plenary and Management Council Chair [\(See, Section 2.2](#)  
37 ["Identity Ecosystem Management Council"; in particular Section](#)  
38 [2.2.4.1\)](#) [\(See also, Section 13 "Glossary: Defined Terms"\)](#) positions<sup>52</sup>.

1  
2 **1.3.4. Additional Responsibilities of Voting Members<sup>53</sup>.** Voting  
3 Members shall have the responsibility to:

4  
5 **1.3.4.1.** Participate in Plenary meetings [See, Section](#)  
6 [5.3 "Voting"; in particular Section 5.3.2\).](#)<sup>54</sup>

7  
8 **1.3.4.2.** Review Plenary documents<sup>55</sup>.

9  
10 **1.3.4.3.** Ensure that their attendance is accurately  
11 recorded by the Secretariat<sup>56</sup>.

12 **1.4. Changes in Membership Status<sup>57</sup>.**

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

14  
15 **1.4.1. Withdrawal of Membership<sup>58</sup>.** Members may voluntarily  
16 withdraw from the IDESG at any time by stating their intention in writing  
17 to the Secretariat.

18  
19 **1.4.2. Administrative Modification of Membership<sup>59</sup>.** Any change  
20 in legal status of members shall result in the appropriate modification or  
21 termination of their membership. Situations that may result in the  
22 modification of membership include, but are not limited to:

23  
24 **1.4.2.1.** Dissolution of an Organizational Member<sup>60</sup>.

25  
26 **1.4.2.2.** Acquisition of one Organizational Member by  
27 another Organizational Member<sup>61</sup>.

28 **1.5. Other Participants in the Steering Group: General Public and Liaison**  
29 **Relationships<sup>62</sup>.**

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

35 **2. Steering Group Structure and Responsibilities<sup>63</sup>.**

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

## 7 **2.1 The Plenary.**

8 The Plenary shall be authoritative governance body of the IDESG <sup>64</sup>. The Plenary  
9 shall provide for the Plenary Chair and Committees<sup>65</sup>. The roles, responsibilities  
10 and participation requirements of each component are described in the sections  
11 that follow<sup>66</sup>.

12  
13 **2.1.1. Plenary Membership<sup>67</sup>.** The Plenary shall be open to all  
14 IDESG Members.

15  
16 **2.1.2. Plenary Responsibilities<sup>68</sup>.** The Plenary shall:

17  
18 **2.1.3.1.** Facilitate the timely review, recommendation  
19 and adoption of standards related to the development and  
20 governance of the Identity Ecosystem<sup>69</sup>.

21  
22 **2.1.3.2.** Develop and maintain work products and  
23 governing documents to include: (a) a framework for testing and  
24 certifying Identity Ecosystem components; (b) the Identity  
25 Ecosystem Framework, as described in the NSTIC; and, (c) other  
26 work products and governing documents deemed necessary to  
27 establish and maintain the Identity Ecosystem and to promote its  
28 adoption<sup>70</sup>.

29  
30 **2.1.3.3.** Recommend creation or dissolution of  
31 Committees to perform the Plenary's work<sup>71</sup>.

32  
33 **2.1.3.4.** Develop and establish accountability measures  
34 for the Plenary and its components<sup>72</sup>.

35  
36 **2.1.3.5.** Facilitate the ongoing operation of the IDESG

37 <sup>73</sup>.

1  
2                   **2.1.3.6.**     Perform all other acts necessary and  
3 appropriate to the conduct of the Plenary's activities and  
4 achievement of the Plenary's goals<sup>74</sup>.  
5

6                   **2.1.3.7.     Conducting & Participating in Elections**<sup>75</sup>. The  
7 Plenary shall be responsible for electing Management Council  
8 Delegates, At-Large Delegates, and Plenary and Management  
9 Council Chairs in accordance with section 3, General Elections.  
10

11                   **2.1.4. Committees of the Plenary**<sup>76</sup>. There shall be such  
12 Committees, as set forth in or as otherwise established by the Plenary in  
13 accordance with these Rules.  
14

15                   **2.1.4.1. The Privacy and Civil Liberties Committee**<sup>77</sup>. There  
16 shall be a Privacy and Civil Liberties Committee which shall have  
17 such responsibilities and authority as specially set forth in these  
18 Rules and the Committee Charter, including the authority to raise  
19 formal objections to IDESG policy as set forth in the provisions of  
20 these Rules ("Rule 2141") [\(See, Section 5 "Decision Making"\)](#).  
21

22                   **2.1.4.2. Other Committees.** Committees may be created  
23 and Committee Charters shall be approved by the Plenary  
24 following review and comment of the Management Council, in  
25 accordance with these Rules <sup>78</sup>. There shall be Committees:  
26

27                   **2.1.4.2.1.** responsible for addressing and  
28 coordinating ongoing/permanent development issues and  
29 matters, including but not limited to, the coordination of  
30 Policy Standards and Accreditation, the nomination,  
31 evaluation and qualification of candidates of IDESG  
32 elections<sup>79</sup>; and,  
33

34                   **2.1.4.2.2.** comprised of domain experts, as  
35 necessary, to accomplish the work of the IDESG, including  
36 but not limited to, usability and accessibility, security and  
37 international coordination<sup>80</sup>.  
38



1                   **2.1.4.3. Committee Charters: Contents<sup>81</sup>.** Charters  
2 shall, at a minimum outline the mission and jurisdiction,  
3 operational principles, decision making procedures, leadership  
4 selection processes and interrelationships with other committee  
5 activities and deliverables, if applicable. All charters will support  
6 the NSTIC Guiding Principles and the IDESG operating principles.  
7

8                   **2.1.4.4. Participation Requirements<sup>82</sup>.** Participation in  
9 and meetings of the Committees shall be open to all Members;  
10 however, only Voting Members may vote on work products and  
11 recommendations. Moreover, Members can participate in as many  
12 Committees; however, each Voting Member shall have only one  
13 vote. Committee Charters may also set forth Decision Making  
14 protocols which differ from the provisions in these Rules<sup>83</sup>.  
15

16                   **2.1.4.5. Final Plenary Approval<sup>84</sup>.** All Committee  
17 recommendations and work products shall be subject to  
18 consideration by the Plenary in accordance with the provisions  
19 pertaining to Decision Making ([See, Rule of Order #1: "IDESC](#)  
20 [Decision Making and Work Flow Policy"](#)) and the responsibilities of  
21 the Privacy and Civil Liberties Committee as set forth in these  
22 Rules.  
23

24                   **2.1.5. Plenary Chair<sup>85</sup>.** The Plenary Chair shall be the presiding  
25 Officer of the Plenary. The Chair shall be responsible for directing the  
26 actions, managing the Decision Making ([See, Section 5 "Decision](#)  
27 [Making"](#)), and providing general leadership to the Plenary.  
28

29                   **2.1.2.1. Duties<sup>86</sup>.** The Plenary Chair is responsible for  
30 the overall management of the Plenary, including the Committees  
31 of the Plenary. In fulfilling this role, the Plenary Chair shall:  
32

33                               **2.1.2.1.1.** Act in a purely neutral capacity,  
34 divesting him- or her-self of any organizational or  
35 technical position.  
36

1 2.1.2.1.2. Guide the Secretariat in carrying  
2 out its duties and responsibilities as they pertain to the  
3 Plenary.  
4

5 2.1.2.1.3. Guide the Consensus processes  
6 in the Plenary, ensuring that all points of view, to  
7 include minority views, are adequately expressed and  
8 understood by all present.  
9

10 2.1.2.1.4. Ensure that all information and  
11 decisions are clearly and effectively communicated.  
12

13 2.1.2.1.5. Coordinate with the Management  
14 Council and ensure that the policy and strategic goals  
15 of the IDESG are being met.  
16

17 2.1.2.1.6. Foster an open and amiable  
18 atmosphere at Plenary meetings.  
19

20 2.1.2.1.7. Assist in the resolution of any  
21 appeal against a Plenary decision.  
22

23 2.1.2.2. Authority<sup>87</sup>. The Plenary Chair shall have  
24 authority to table or terminate discussion, call for affirmation of  
25 Consensus, mediate with dissenting parties, and to recommend  
26 committal or recommitment of a matter to Committee for further  
27 action. In the event the Plenary Chair is also a Member  
28 Representative, he or she may not continue to act as Member  
29 Representative.  
30

## 31 **2.2. The Management Council.**

32 The Management Council shall have general administrative supervision of the  
33 affairs of the IDESG between meetings of the Plenary and provide guidance to  
34 the Plenary on the broad perspectives and objectives envisioned by the NSTIC in  
35 order to ensure that IDESG work activities align to the NSTIC Guiding  
36 Principles<sup>88</sup>.

1                   **2.2.1. Management Council Membership**<sup>89</sup>. The Management  
2 Council shall be comprised of elected Management Council Delegates,  
3 the Management Council Chair and the appointed Vice Chair and  
4 Ombudsman. There shall be sixteen (16) Delegates as follows:  
5

6                   **2.2.1.1. Stakeholder Category Delegates**<sup>90</sup>. Fourteen  
7 (14) Management Council Delegates shall be elected from the  
8 Stakeholder Categories as set forth herein [\(See, Section 3 "General  
9 Elections"\)](#).  
10

11                   **2.2.1.1.1. Function of the Stakeholder Category**  
12 **Affiliation**<sup>91</sup>. Stakeholder Category Affiliation exists for the  
13 sole purpose set forth in these Rules [\(See, Section 3.2](#)  
14 ["Stakeholder Category Affiliation"\)](#). Accordingly, Members  
15 who affiliate with a Stakeholder Category shall not function  
16 as a deliberative body, have no chartered authority to do so  
17 and shall not conduct work for the IDESG. The Secretariat  
18 shall not facilitate meetings of any Affiliates of the  
19 Stakeholder Categories; however, to the extent that a group  
20 of stakeholders belonging to a particular category should  
21 meet together, it is expected that they follow the IDESG  
22 Operating Principles of Openness and Transparency, as set  
23 forth in these Rules [\(See, Section 2.4 "Transparency &](#)  
24 [Dissemination of Information"\)](#).  
25

26                   **2.2.1.2. At-Large Delegates**<sup>92</sup>. Two (2) At-Large  
27 Management Council Delegates shall be elected as set forth herein  
28 [\(See, Section 3 "General Elections"\)](#).  
29

30                   **2.2.1.3. Exercise of Judgment**<sup>93</sup>. All Delegates are  
31 expected to exercise their best judgment and strategic  
32 responsibility to help the IDESG fulfill its mission of implementing  
33 the NSTIC. Although each Stakeholder Category Delegate has  
34 chosen to self-select into a particular Stakeholder Category, they  
35 are not expected to take selective or special direction from the  
36 members of their Stakeholder Category.  
37

1                   **2.2.2. Administrative Activities**<sup>94</sup>. The Management Council shall  
2 perform administrative duties to facilitate the operations of the IDESG .  
3 The Management Council shall:  
4

5                   **2.2.2.1.**       Manage the resources and procuring services  
6 necessary to execute work programs and action plans and to  
7 operate the Plenary in order to facilitate the transition to a self-  
8 sustaining organization<sup>95</sup>.  
9

10                  **2.2.2.2.**       Review proposals for the standards, policies,  
11 and other components of the Identity Ecosystem Framework prior  
12 to consideration by the Plenary in accordance with the policy of the  
13 Plenary pertaining to the development of policies for the IDESG <sup>96</sup>.  
14

15                  **2.2.2.3.**       Review charters of the Committees of the  
16 Plenary in accordance with the policy of the Plenary pertaining to  
17 the development of policies for the IDESG <sup>97</sup>.  
18

19                  **2.2.2.4.**       Maintain and recommend periodic or  
20 necessary updates of IDESG organizational policies and procedures  
21 including governance documents Membership Agreement, and  
22 intellectual property rights policies<sup>98</sup>.  
23

24                  **2.2.2.5.**       Manage marketing and public relations  
25 activities<sup>99</sup>.  
26

27                  **2.2.3. Management Council Chair**<sup>100</sup>. The Management Council  
28 Chair shall be the presiding Officer of the Management Council ([See,](#)  
29 [Section 13 "Glossary: Defined Terms"](#)).  
30

31                  **2.2.3.1. Duties.** The Management Council Chair shall  
32 be responsible for the overall management of the Management  
33 Council and shall:  
34

35                               **2.2.3.1.1.** Act in a purely neutral capacity,  
36 divesting him or her of any organizational or technical  
37 position in Management Council activities<sup>101</sup>.  
38

1                               2.2.3.1.2. Guide the Secretariat in carrying out its  
2 duties and responsibilities as they pertain to the  
3 Management Council<sup>102</sup>.

4  
5                               2.2.3.1.3. Guide the Consensus process in the  
6 Management Council<sup>103</sup>.

7  
8                               2.2.3.1.4. Preside over meetings and oversee  
9 votes of the Management Council<sup>104</sup>.

10  
11                              2.2.3.1.5. Ensure that all decisions are clear and  
12 made available in written form to the Secretariat<sup>105</sup>.

13  
14                              2.2.3.1.6. Coordinate with the Plenary Chair as  
15 necessary to ensure that IDESG strategic and policy goals  
16 are being met<sup>106</sup>.

17  
18                              2.2.3.1.7. Act as the lead spokesperson for the  
19 Management Council between meetings<sup>107</sup>.

20  
21                              2.2.3.1.8. Assist in the resolution of an appeal  
22 against a Management Council decision<sup>108</sup>.

23  
24                              **2.2.4. Management Council Vice-Chair<sup>109</sup>.** This position shall be  
25 filled by the Director of the National Program Office..

26  
27                              **2.2.4.1. Duties<sup>110</sup>.** The Management Council Vice-  
28 Chair shall:

29  
30                                   2.2.4.1.1. Promote Identity Ecosystem stakeholder  
31 involvement and engagement<sup>111</sup>.

32  
33                                   2.2.4.1.2. Build Consensus on policy frameworks  
34 necessary to achieve the vision<sup>112</sup>.

35  
36                                   2.2.4.1.3. Actively participate within and across  
37 relevant public and private sector forums<sup>113</sup>.

1                                   2.2.4.1.4. Assess progress against the goals,  
2 objectives, and milestones of the NSTIC<sup>114</sup>.

3  
4                                   2.2.4.2.       **Term of Office**<sup>115</sup>. As an ex-officio position on  
5 the Management Council, the Vice Chair position may be held  
6 without limit.  
7

8                                   2.2.5. **Ombudsman**<sup>116</sup>. The Ombudsman shall be responsible for  
9 upholding the NSTIC Guiding Principles, ensuring that the interests of  
10 consumers or other individuals and underrepresented groups are  
11 represented and advocated, safeguarding against individual Stakeholder  
12 Categories exerting excessive influence, monitoring and reporting on  
13 Management Council activities, managing grievances and complaints  
14 from the Members, and facilitating public comment and citizen outreach.  
15 The Ombudsman shall be a non-voting Officer.  
16

17                                   2.2.5.1.       **Selection**<sup>117</sup>. The Ombudsman shall be  
18 selected by the Secretariat. The Management Council shall  
19 establish criteria for the selection of the Ombudsman. The  
20 Ombudsman shall:  
21

22                                   2.2.5.1.1.     Be independent from IDESG members  
23 and Stakeholder Categories<sup>118</sup>.

24  
25                                   2.2.5.1.2.     Be capable of maintaining objectivity in  
26 the execution of all duties and responsibilities<sup>119</sup>.

27  
28                                   2.2.5.1.3.     Have strong communication,  
29 interpersonal, and problem solving skills<sup>120</sup>.

30  
31                                   2.2.5.1.4.     Have experience in complaint resolution  
32 and investigation<sup>121</sup>.

33  
34                                   2.2.5.2.       **Term of Office**<sup>122</sup>. There are no term limits for  
35 the Ombudsman.  
36

37                                   2.2.5.3.       **Duties**<sup>123</sup>. The Ombudsman shall:  
38

1                               **2.2.5.3.1.** Uphold the IDESG Rules of  
2 Association<sup>124</sup>.

3  
4                               **2.2.5.3.2.** Facilitate balanced representation  
5 within the IDESG <sup>125</sup>.

6  
7                               **2.2.5.3.3.** Develop and implement complaint and  
8 issue resolution policies and procedures for the IDESG <sup>126</sup>.

9  
10                              **2.2.5.3.4.** Investigate and assist in the resolution  
11 of issues and complaints associated with IDESG  
12 processes<sup>127</sup>.

13  
14                              **2.2.5.3.5.** Report on Ombudsman activities to the  
15 Management Council<sup>128</sup>.

16  
17                              **2.2.5.3.6.** Maintain and safeguard records of all  
18 Ombudsman activities<sup>129</sup>.

19  
20                              **2.2.5.3.7.** Provide information on Ombudsman  
21 activities, policies, procedures, and processes to the general  
22 public including, but not limited to, periodic reports  
23 outlining disputes, complaints, recommendations,  
24 resolutions and final dispositions<sup>130</sup>.

25  
26                              **2.2.5.4. Authority**<sup>131</sup>. The Ombudsman shall have the  
27 authority to:

28  
29                                      **2.2.5.4.1.** Attend all IDESG meetings and  
30 functions<sup>132</sup>.

31  
32                                      **2.2.5.4.2.** Conduct investigations and fact finding  
33 into complaints and issues arising from IDESG  
34 proceedings<sup>133</sup>.

35  
36                                      **2.2.5.4.3.** Make recommendations and assist in  
37 the resolution, mitigation, and prevention of issues and  
38 complaints<sup>134</sup>.

1  
2                   **2.2.5.5. Steering Group Responsibilities<sup>135</sup>.**       All  
3       members of the IDESG shall cooperate with the Ombudsman in the  
4       execution of his or her duties. Appropriate IDESG leadership shall  
5       record and publically report all actions taken pursuant to  
6       Ombudsman recommendations.

7           **2.3. Secretariat<sup>136</sup>.**

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

12  
13           **2.3.1. Selection of Secretariat<sup>137</sup>.** The Secretariat shall initially be  
14      provided by the NSTIC National Program Office. At such time that the  
15      IDESG becomes self-sustaining, the Management Council shall be  
16      responsible for acquiring secretariat services support.

17  
18           **2.3.2. Secretariat Responsibilities<sup>138</sup>.** The Secretariat shall act in a  
19      neutral capacity, divesting itself of any technical or other point of view.  
20      The Secretariat is responsible for ensuring that these Rules and the  
21      decisions of the IDESG are followed. The Secretariat is responsible for  
22      facilitating, monitoring, reporting, and ensuring active progress of the  
23      IDESG work to conclusion. The Secretariat shall:

24  
25           **2.3.2.1.**       Distribute IDESG documents and process  
26      received comments and input<sup>139</sup>.

27  
28           **2.3.2.2.**       Assist the IDESG leadership in establishing  
29      work priorities, agendas, target dates and other management  
30      activities as needed<sup>140</sup>.

31  
32           **2.3.2.3.**       Record and make available all decisions of the  
33      IDESG for confirmation, and prepare reports for the IDESG as  
34      requested<sup>141</sup>.



1                   **2.3.2.4.**       Support the Steering Group's efforts to ensure  
2 alignment with the NSTIC Guiding Principles and operating  
3 principles<sup>142</sup>.  
4

5                   **2.3.2.5.**       Enable timely and public distribution of IDESG  
6 products and information; including, but not limited to,  
7 maintenance of the IDESG Website<sup>143</sup>.  
8

9                   **2.3.2.6.**       Provide the resources and personnel for the  
10 Ombudsman position<sup>144</sup>.  
11

12                   **2.3.2.7.**       Take and record attendance at Plenary  
13 meetings<sup>145</sup>.  
14

15                   **2.3.2.8.**       During the election process the Secretariat  
16 shall be responsible for the administration and conduct General  
17 Elections<sup>146</sup>.  
18

#### 18           **2.4. Transparency and Dissemination of Information**<sup>147</sup>.

19 The Steering Group shall conduct all operations and administrative actions in an  
20 open and transparent manner.  
21

22                   **2.4.1. Open Meetings**<sup>148</sup>. Wherever possible, meetings of the  
23 IDESG shall be open for public attendance. Electronic tools and  
24 mechanisms shall be made available to enable remote attendance and  
25 participation.  
26

27                   **2.4.2. Publication of Operations**<sup>149</sup>. Essential information about  
28 IDESG activities shall be made publicly available through the IDESG's  
29 website.  
30

31                   **2.4.3. Material Distribution**<sup>150</sup>. The Steering Group shall distribute  
32 the results of its activities through the IDESG website. The website shall  
33 include all Plenary deliverables. This includes, but is not limited to,  
34 documents, conference presentations, meeting minutes, and  
35 publications.

1           **2.5. Complaints Pertaining to Actions of the Plenary and the**  
2           **Management Council<sup>151</sup>.**

3     There shall be a written complaint procedure which is known to all Members.  
4     Under such procedure a Member may file a complaint arising out of the actions  
5     taken by the Plenary or the Management Council. Such a procedure shall outline  
6     the steps and decision makers involved in resolving a dispute including the  
7     preliminary role of the Ombudsman in fact finding, reviewing and attempting to  
8     resolve issues prior to any action by the designated decision maker. The  
9     procedure shall include both informal (verbal) and formal (written) steps, who is  
10    involved and time frames to ensure timeliness of IDESG response to a complaint.  
11    The final decision-maker for complaints: (1) against the Plenary or any  
12    Committees or entities thereunder shall be the Management Council; and, (2)  
13    against the Management Council shall be the Plenary. The complaint procedure  
14    shall be approved by the Plenary and set forth in the IDESG Standing Rules.

15    **3. General Elections<sup>152</sup>.**

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

18           **3.1. General Requirements<sup>153</sup>.**

19    The general requirements for the election process are:

20  
21           **3.1.1. Eligible Voters: At-Large Officers<sup>154</sup>.** Only Voting Members  
22    may vote for At-Large Management Council Delegates, the Plenary Chair,  
23    and the Management Council Chair.  
24

25           **3.1.2. Eligible Voters: Stakeholder Categories<sup>155</sup>.** Only Voting  
26    Members affiliated with a Stakeholder Category may vote for Management  
27    Council Delegate candidates being elected from that Stakeholder  
28    Category ([See, Section 3.3 "Stakeholder Category Affiliation"](#)).

29           **3.2. Elected Officers of the Steering Group.**

30    The Officers of the IDESG elected at-large by all Voting Members are the Plenary  
31    Chair<sup>156</sup>, Management Council Chair<sup>157</sup> and the two (2) at-large Management  
32    Council Delegates<sup>158</sup>. The fourteen (14) Stakeholder Category Delegates shall be  
33    elected by the Voting Members within each Stakeholder Category ([See, Section](#)  
34    [3.3 "Stakeholder Category Affiliation"](#)).<sup>159</sup> All Officer shall serve until their  
35    successors are elected and qualified<sup>160</sup>.  
36

1                   **3.2.1. Term of Office. Staggered Terms for Council**  
2 **Stakeholder Delegates**<sup>161</sup>. Commencing on January 28, 2013 the  
3 following Officers shall serve two (2) year terms: Plenary Chair<sup>162</sup>,  
4 Management Council Chair<sup>163</sup> and Management Council Delegates<sup>164</sup> ([See,](#)  
5 ["Proviso #2: Election Transition Protocols"](#)).  
6

7                   **3.2.2. Limitation of Service.** The Plenary Chair<sup>165</sup>, Management  
8 Council Chair<sup>166</sup> and Management Council Delegates<sup>167</sup> may serve no  
9 more than two (2) terms consecutively but may serve any number of non-  
10 consecutive terms ([See, "Proviso #2: Election Transition Protocols"](#)).  
11

12                   **3.2.3. Vacancy.** In the event an Officer voluntarily  
13 resigns, is unable to complete his or her term of due to a change in a  
14 Member's status according to these Rules ([See, Section 1.5 "Changes in](#)  
15 [Membership Status"](#)) or is removed from Office, the Plenary shall elect a  
16 successor as set forth in these Rules ([See, Section 3.4 "Election](#)  
17 [Process"](#)).<sup>168</sup> Should an Officer become unable to fulfill their  
18 commitment, they shall be expected to vacate their seat. Once vacated, a  
19 replacement must be chosen by election at the earliest reasonable  
20 opportunity in accordance with these Rules to fill the remaining portion  
21 of the unexpired term ([See, Section 3.4 "Election Process"](#)) unless there is  
22 less than ninety (90) days remaining in the term of office. Vacancies shall  
23 not affect the ability to make decisions<sup>169</sup>.  
24

25                   **3.2.4. Removal of Management Council Delegates**<sup>170</sup>. Management  
26 Council Delegates shall be subject to removal from elected office, for  
27 cause, by the Plenary in accordance with the provisions set forth by the  
28 IDESG's parliamentary authority. The procedures and grounds for removal  
29 shall be set forth in IDESG Standing Rules.

### 30 **3.3. Stakeholder Category Affiliation**<sup>171</sup>.

31 Each Member shall self-select into the Stakeholder Category that they consider  
32 best represents its roles or interests in the Identity Ecosystem. Affiliation into  
33 these Stakeholder Categories shall be used solely for the purposes of electing  
34 delegates to the Management Council. Member Representatives and Member  
35 Associates shall be affiliated with the Stakeholder Category selected by their  
36 respective Organizational Member. Individual Members shall have the option to

1 self-identify into any of the fourteen (14) Stakeholder Categories, including  
2 Unaffiliated Individuals ([See, Section 3.2, "Stakeholder Category Affiliation"](#)).

3  
4 **3.3.1. Stakeholder Categories**<sup>172</sup>. Members shall choose to affiliate  
5 with one of the following Stakeholder Categories. For detailed  
6 descriptions of the Stakeholder Categories see the Charter<sup>173</sup>.

7  
8 **3.3.1.1. Privacy and Civil Liberties (Category 1):**  
9 protection of individuals' privacy and civil liberties;

10  
11 **3.3.1.2. Usability & Human Factors (Category 2):**  
12 technologies and solutions that are usable and incorporate the  
13 human, cognitive, and social properties unique to the  
14 characteristics of humans;

15  
16 **3.3.1.3. Consumer Advocates (Category 3):** the interests  
17 and accessibility of consumers and other individual end-user  
18 populations;

19  
20 **3.3.1.4. U.S. Federal Government (Category 4):** the  
21 departments and agencies that comprise the U.S. Federal  
22 Government. Under its various forms and component programs,  
23 the government acts as an identity provider, attribute provider,  
24 and relying party. This group's Management Council Delegate will  
25 be responsible for advocating for the Federal Government as a  
26 stakeholder; unlike the Vice-Chair who advocates on behalf of the  
27 NSTIC itself;

28  
29 **3.3.1.5. U.S. State, Local, Tribal, and Territorial**  
30 **Government (Category 5):** the interests of the various state, local,  
31 tribal, and territorial governments that exist within the U.S.;

32  
33 **3.3.1.6. Research, Development, Education & Innovation**  
34 **(Category 6):** research, teaching, and technology development in  
35 support of the Identity Ecosystem;

1                   **3.3.1.7.** Identity & Attribute Providers (Category 7): the  
2 processes and technologies associated with establishing,  
3 managing, and securing digital identities and attributes;  
4

5                   **3.3.1.8.** Interoperability (Category 8): supporting  
6 interoperability within the Identity Ecosystem, inclusive of Trust  
7 Framework Providers and standards development organizations;  
8

9                   **3.3.1.9.** Information Technology (IT) Infrastructure  
10 (Category 9): IT infrastructure relevant to the functioning of the  
11 Identity Ecosystem, inclusive of different types of communications  
12 and network traffic, as well as virtual and distributed functions  
13 that produce and provide hardware, software, and IT systems and  
14 services;  
15

16                   **3.3.1.10.** Regulated Industries (Category 10): Industries  
17 covered by sector-specific regulations that may be affected by the  
18 development of the Identity Ecosystem Framework;  
19

20                   **3.3.1.11.** Small Business & Entrepreneurs (Category 11):  
21 impact of the development of the Identity Ecosystem Framework  
22 on small businesses and individual business owners/operators;  
23

24                   **3.3.1.12.** Security (Category 12): IT security services that  
25 support the confidentiality, integrity, and availability of identity  
26 solutions;  
27

28                   **3.3.1.13.** Relying Parties (Category 13): transaction  
29 decisions based upon receipt, validation, and acceptance of an  
30 entity's authenticated credential(s) and identity attributes; and,  
31

32                   **3.3.1.14.** Unaffiliated Individuals (Category 14): any  
33 Individual Member who does not self-identify into one of the other  
34 Stakeholder Categories.  
35

36                   **3.3.2. Additional Stakeholder Categories<sup>174</sup>.** The IDESG shall  
37 periodically review the list of designated Stakeholder Categories to  
38 confirm that it accurately reflects the broad array of Identity

1 Ecosystem stakeholders and provides balanced representation for  
2 all parties. Accordingly, the IDESG may add, remove, or modify  
3 Stakeholder Categories at any time, as necessary by Consensus or the  
4 vote of the majority of the ballots cast by Voting Members.

### 5 **3.4. Election Process<sup>175</sup>.**

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

7  
8 **3.4.1. Role of the Secretariat<sup>176</sup>.** The Secretariat shall assume all  
9 responsibilities for the conduct IDESG elections. The Secretariat shall  
10 prepare and distribute candidate ballots for IDESG elections in accord  
11 with these Rules.

12  
13 **3.4.2. Call for Candidates. Notice to Voting Members<sup>177</sup>.** When  
14 one or more seats become available, the Secretariat shall issue a call to  
15 Voting Members for candidates as follows:

16  
17 **3.4.2.1.** For Management Council Delegate  
18 vacancies, the notice shall indicate the number of seats to  
19 be filled<sup>178</sup>.

20  
21 **3.4.2.2.** For the Plenary Chair and Management  
22 Council Chair positions, the request shall be made up to  
23 three (3) months prior, but not less than one (1) month  
24 prior, to the end of terms of the Plenary Chair or  
25 Management Council Chair<sup>179</sup>.

26  
27 **3.4.2.3.** The Secretariat shall seek the assistance  
28 of the Management Council<sup>180</sup>.

29  
30 **3.4.3. Submission of Candidate Recommendations<sup>181</sup>.** The process  
31 for the submission of candidate recommendations is as follows:

32  
33 **3.4.3.1.** For Plenary Chair, Management Council  
34 Chair, and Management Council At-Large Delegate  
35 positions, any Voting member may submit  
36 recommendations for vacancies<sup>182</sup>.

1                               **3.4.3.2.** For Management Council Stakeholder  
2                               Category Delegate positions, any Voting Member affiliated  
3                               with the Stakeholder Category for which there is a vacancy  
4                               may submit recommendations<sup>183</sup>.  
5

6                               **3.4.4. Candidate Qualifications**<sup>184</sup>. The Secretariat shall review  
7                               candidate qualifications in accordance with the following qualifications  
8                               criteria:  
9

10                              **3.4.4.1.** Members may hold only one leadership  
11                              position within the IDESG. Leadership positions as follows<sup>185</sup>:  
12                              Management Council Delegate (Stakeholder Category and At-  
13                              Large)<sup>186</sup>; Management Council Chair; and<sup>187</sup>, Plenary Chair<sup>188</sup>.  
14

15                              **3.4.4.2.** The nominee must confirm his or her  
16                              willingness to be a candidate for the position<sup>189</sup>.  
17

18                              **3.4.4.3.** The nominee must be a Voting Member<sup>190</sup>.  
19

20                              **3.4.5. Preparation of a Ballot**<sup>191</sup>. The Secretariat shall develop a  
21                              ballot of all eligible candidates from the candidate nominations received  
22                              during the call for candidates corresponding to the requirements for  
23                              vacant seats. Candidates shall only appear once on an election ballot<sup>192</sup>.  
24

25                              **3.4.6. Voting for Candidates**<sup>193</sup>. The process for voting for  
26                              candidates is as follows:  
27

28                              **3.4.6.1.** The Management Council shall, upon the  
29                              notice of the call for candidates, set the date for the election of the  
30                              Plenary Chair, Management Council Chair and two (2) At-large  
31                              Management Council Delegates at least two (2) weeks prior to the  
32                              election of the Management Council Stakeholder Category  
33                              Representatives<sup>194</sup>.  
34

35                              **3.4.6.2.** The Secretariat shall prepare ballots for each  
36                              election and distribute sample ballots no less than fifteen (15) days  
37                              prior to an election<sup>195</sup>.  
38

1                   **3.4.6.3.**       Only Voting Members of the IDESG as of the  
2                   date of the notice of call of candidates shall be eligible to vote in  
3                   the election<sup>196</sup>.

4  
5                   **3.4.6.4.**       The Secretariat shall administer the vote,  
6                   tally the ballots, and report the results<sup>197</sup>.

7  
8                   **3.4.6.5.**       For elected positions the candidate receiving  
9                   the highest number of votes cast by Voting Members shall be  
10                  deemed the winner<sup>198</sup>.

11  
12                  **3.4.6.6.**       In the event of an election tie, another ballot  
13                  that includes only the tied candidates shall be conducted in a  
14                  timely fashion<sup>199</sup>.

15  
16       **4.               Meetings<sup>200</sup>.**

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

19           **4.1.   Meetings Requirements & Procedures.**

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

22  
23           **4.1.1.** Meetings shall be presided over by the respective chair.

24  
25           **4.1.2.** Attendance shall be recorded for all meetings.

26  
27           **4.1.3.** At the start of every meeting, participants shall review the  
28           intellectual property disclosure policy and activities that violate anti-trust  
29           law.

30  
31           **4.1.4.** The Plenary and Management Council each shall hold face-  
32           to-face meetings at least two (2) times per year. Provisions shall be made  
33           to allow for members to attend via remote electronic mechanisms.



1                   **4.1.5.** There shall be no defined maximum limit on the number of  
2 meetings that can be convened. The scheduling of meetings shall be left  
3 to the discretion of the IDESG body that calls the meeting.  
4

5                   **4.1.6.** Minutes shall be documented for all meetings.  
6

7                   **4.1.7.** Draft meeting minutes shall be distributed or otherwise  
8 made available to the members in attendance for comment and shall be  
9 revised accordingly. Approved minutes shall be made publicly available as  
10 soon as practicable after meetings.  
11

12                   **4.1.8. Electronic Meetings.** All Members may participate in all  
13 meetings of the IDESG by any means of communication (i.e. electronic,  
14 telephone, internet/on-line etc....) by which all Members participating  
15 may simultaneously hear each other during the meeting. The entire  
16 meeting may be conducted through such means. Moreover, such  
17 meetings shall provide, at a minimum, conditions of opportunity for  
18 simultaneous aural communications among all participating members  
19 equivalent to those of meetings in one room or area. A Member  
20 participating in a meeting by this means shall be deemed present in  
21 person at the meeting<sup>201</sup>.  
22

## 23                   **4.2. Meeting Administration.**

24                   The sections that follow describe administrative requirements for IDESG  
25 meetings.  
26

27                   **4.2.1. Prior Notice of Meetings.** Announcements of full Plenary and  
28 Management Council meetings must be made no fewer than thirty (30)  
29 days in advance by e-mail notice to members, delegates, and Officers  
30 and posted on the IDESG website.  
31

32                   Meetings of Committees of the Plenary should be announced as far  
33 in advance as practicable.  
34

35                   **4.2.2. Meeting Agenda.** An agenda shall be included in the  
36 meeting notice and shall include the date and time for the meeting, the  
37 meeting's subject matter, relevant recommendations of the Committees  
of the Plenary, web links to any related working papers, anticipated votes,

1 member contributions, and other relevant and useful materials. Plenary  
2 contributions shall be posted on the IDESG website at least fifteen (15)  
3 business days in advance.

4  
5 **4.2.3. Attendance.** Attendance at Plenary meetings is an  
6 obligation of Voting Members. The Secretariat shall record the presence  
7 of each member at each Plenary meeting. It shall be the responsibility of  
8 members to make their attendance at meetings known to the Secretariat.  
9

## 10 **5. Decision Making**<sup>202</sup>.

11 The Decision Making procedures for the Primary Activities of the IDESG are  
12 described in the sections that follow; however, a Committee of the Plenary may  
13 adopt Decision Making protocols in its Charter, as may be approved by the  
14 Plenary.

### 15 **5.1. Quorum**<sup>203</sup>.

16 A Quorum of the Plenary shall be required for the transaction of business, as set  
17 forth herein, taking into account the eligible Members present as set forth in  
18 section 4.1.8 of these Rules.

### 19 **5.2. Consensus**<sup>204</sup>.

20 The Steering Group shall seek to reach its decisions through a Consensus  
21 process that emphasizes due diligence and cooperation. When no consensus  
22 can be reached in a timely manner, the decision shall be reached by voting as  
23 defined in section [\(See, Section 5.3 "Voting"\)](#).  
24

25 **5.2.1. Consensus Process**<sup>205</sup>. The following procedures shall be  
26 used in the Consensus process:  
27

28 **5.2.1.1.** All members of the IDESG shall be allowed to  
29 participate in the Consensus decision-making process<sup>206</sup>.  
30

31 **5.2.1.2.** A Quorum of Voting and Non-Voting Members  
32 is required to reach Consensus<sup>207</sup>.  
33

34 **5.2.1.3.** The chair of the respective body shall act as  
35 the facilitator of the Consensus process<sup>208</sup>.  
36

1                   **5.2.1.4.**       Items that require decisions shall be clearly  
2 presented with all available research and information by the individual  
3 or Committee of the Plenary responsible for the proposal<sup>209</sup>.  
4

5                   **5.2.1.5.**       The proposal shall be discussed and debated  
6 by those in attendance and any amendments or modifications to the  
7 proposal shall be presented<sup>210</sup>.  
8

9                   **5.2.1.6.**       A call for objections shall be made to all  
10 members<sup>211</sup>.  
11

12                   **5.2.1.7.**       The absence of sustained objection shall be  
13 considered Consensus <sup>212</sup>.  
14

15                   **5.2.1.8.**       Sustained objections which cannot be resolved  
16 through continued Consensus discussion the Chair of the Plenary may  
17 act in accordance with Section 2.3.1.2 of these Rules or will be subject  
18 to a motion, by a Voting Member: to move the proposal to a vote; or,  
19 in the alternative; or, to table for further consideration<sup>213 214</sup>.  
20

### 21       **5.3. Voting**<sup>215</sup>.

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

24                   **5.3.1. Matters for Voting**<sup>216</sup>. Any matters that are not able to be  
25 resolved through the Consensus process may be voted upon by the  
26 Voting Members of the Plenary.  
27

28                   **5.3.2. Quorum**<sup>217</sup>. A Quorum of Voting Members is required.  
29

30                   **5.3.3. Voting Process**<sup>218</sup>. The voting process is described in the  
31 sections that follow.  
32

33                   **5.3.3.1. Voting Procedures**<sup>219</sup>. Voting percentages  
34 shall be calculated in terms of the number of “yes” and “no” votes  
35 cast. A record of voting on all measures requiring a vote shall be  
36 maintained by the Secretariat. Participating Members may choose  
37 to qualify their votes with comments for the record.

1  
2 **5.3.3.2. Requirements for Approval<sup>220</sup>.**  
3

4 **5.3.3.2.1. Preponderance of the Plenary.**

5 An affirmative vote of more than two-thirds (2/3rds) of the  
6 Voting Members shall be required to adopt all matters  
7 before the Plenary whether technical or administrative.  
8

9 **5.3.3.2.2. Supermajority Vote of the**  
10 **Plenary.** Notwithstanding the provisions of Section  
11 5.3.4.2.1, an affirmative vote of more than three-fourths  
12 (3/4ths) of the Voting Members shall be required for  
13 approval, in the event the Privacy and Civil Liberties  
14 Committee raises a "Rule 2142 Objection". In the  
15 alternative, that matter may be tabled for further  
16 consideration.

17 **6. Intellectual Property Policy<sup>221</sup>.**

18 The Plenary shall adopt one or more IPR Policies (which may constitute a single  
19 policy, or include separate policies regarding copyrights and patents), to which  
20 all IDESG members agree in the Membership Agreement. The IPR Policy may be  
21 amended from time to time by the Plenary; however, changes shall not be  
22 retroactively effective, except as the Membership Agreement may provide  
23 otherwise. Said Policy shall, if necessary, include reference to the utilization of  
24 patents<sup>222</sup>, copyrights<sup>223</sup> and other legal considerations.

25 **7. Conflict of Interest<sup>224</sup>.**

26 Members shall anticipate any situation in which a conflict of interest may arise  
27 and shall bring these concerns before the IDESG and the Secretariat for  
28 resolution. IDESG members must be sensitive to conflict of interest issues;  
29 however, being a member of the IDESG should not disadvantage an individual or  
30 their organizations.  
31

32 Members may present arguments and evidence of a conflict of interest to the  
33 Management Council and the Secretariat.  
34

1 In the event a Participating Member Representative has a conflict of interest on a  
2 particular vote or discussion and the Organizational Member does not, the  
3 Organizational Member may designate a different Member Representative for  
4 the purposes of participating in the particular vote or discussion.

5 **8. Non-Liability<sup>225</sup>.**

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

8 **9. Parliamentary Authority<sup>226</sup>.**

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

13 **10. Ratification and Amendments of the Rules of Association<sup>227</sup>.**

14 **10.1. Initial Approval.**

15 Ratification of the initial Rules of Association shall be accomplished by majority  
16 vote of the votes cast by Voting Members of the Plenary.  
17

18 **10.2. Subsequent Amendments.**

19 Any subsequent amendments to the Rules shall be accomplished by a super  
20 majority vote of more than three-quarters (3/4ths) of the votes cast by the  
21 Voting Members the Plenary following a review and comment<sup>228</sup> of the proposed  
22 amendment by the Management Council.

23 **11. Severability<sup>229</sup>.**

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

27 **12. Glossary: Defined Terms<sup>230</sup>.**

28 Capitalized terms used within these Rules have the meaning assigned below and  
29 generally apply equally to singular and plural forms. Alternate forms that may  
30 appear in parenthesis after a defined term are generally used throughout these  
31 Rules for simplicity and brevity. These definitions are intended to introduce

1 concepts, processes or bodies more explicitly defined in the full text of these  
2 Rules.

3  
4 **Committees of the Plenary ("Committees"):** Committees responsible for  
5 addressing and coordinating the ongoing and/or permanent activities that occur  
6 within the Plenary ([See, Section 2.1 "The Plenary"; in particular, Section 2.1.4](#)).

7  
8 **Consensus:** The absence of sustained objection when a Quorum has been  
9 achieved as forth in these Rules ([See, Section 5.2 "Consensus"](#)).

10  
11 **Identity Ecosystem Management Council ("Management Council")<sup>231</sup>:** This  
12 Council provides general administrative supervision of the affairs of the Steering  
13 Group as set forth in these Rules ([See, Section 2.2 "The Management Council"](#)).

14  
15 **Management Council Chair<sup>232</sup>:** The Presiding Officer of the Management  
16 Council as set forth in these Rules ([See, Section 2.2 "The Management  
17 Council"](#)).

18  
19 **Management Council Delegates:** Persons elected to represent each of the  
20 fourteen (14) Stakeholder Categories on the Management Council. There  
21 are an additional two (2) At-Large Delegates ([See, Section 3.3  
22 "Stakeholder Category Affiliation"](#)).

23  
24 **Management Council Vice-Chair:** This Officer shall assist the IDESG in  
25 maintaining alignment with NSTIC objectives and the NSTIC Guiding  
26 Principles<sup>233</sup>.

27  
28 **Identity Ecosystem Plenary ("Plenary")<sup>234</sup>:** The body of all Members of the IDESG.  
29 The Plenary is the authoritative body responsible for the advancement of the  
30 Primary Activities of IDESG and the adoption of: technical standards,  
31 procedures/policies for governing the Identity Ecosystem, accountability  
32 measures to promote broad adherence to these procedures, in accordance with  
33 the decision-making procedures set forth in the Rules of Association, ([See,  
34 Section 5 "Decision Making"](#)) and all other governing documents approved by  
35 the Plenary. The Plenary is open to all Members of the IDESG; however, only  
36 Voting Members shall participate in voting as may be required by these rules,  
37 including, but not limited to elections for Management Council Delegates,  
38 Management Council Officers, and the Plenary Chair ([See, Section 2.1  
39 "The Plenary"](#)).

40  
41 **Identity Ecosystem Steering Group ("Steering Group" or "IDESG"):** The overall  
42 Identity Ecosystem governance structure which consists of the Plenary and the  
43 Management Council. The responsibilities, mission, and activities of the Steering  
44 Group are defined in these Rules of Association and as further set forth in any  
45 such supplemental governance documents approved by the Plenary.

46  
47 **Member:** Any Organizational Member or Individual Member that signs the  
48 Membership Agreement ([See, Section 1.1 "Membership Agreement"](#))<sup>235</sup>.

49  
50 **Individual Member:** Any person who does not represent or act on behalf  
51 of a Organizational Member in any formal or informal capacity within the  
52 IDESG <sup>236</sup>. An individual shall be defined as any person who does not

1 represent or act on behalf of an Organizational Member in any formal or  
2 informal capacity within the IDESG ([See, Section 1.2 "Membership](#)  
3 [Classifications"](#))<sup>237</sup>.

4  
5 **Member Associates:** Employees and associates of Organizational  
6 Members who participate in the Committees of the Plenary. All Member  
7 Associates shall be listed in the Membership Agreement and shall comply  
8 with the same obligations as the Organizational Member under the  
9 Membership Agreement ([See, Section 1.1 "Membership Agreement"](#)).  
10

11 **Non-Voting Member**<sup>238</sup>: Members that do not meet the criteria for Voting  
12 Members, but that wish to maintain a formal and ongoing presence in the  
13 IDESG. Non-Voting Members may still contribute to the work of the  
14 Plenary and its Committees. While they may participate in the Consensus  
15 process ([See, Section 5.2 "Consensus"](#)), they shall not be permitted to  
16 vote in Plenary or Committee proceedings and in the elections of Officers  
17 and delegates. The requirements for qualification as a Non-Voting  
18 Member are set forth in these Rules ([See, Section 1.4 "Member Rights and](#)  
19 [Responsibilities"](#)).  
20

21 **Non-Voting Member Representative**<sup>239</sup>: The person, whether or not an  
22 employee of the Member<sup>240</sup>, selected by each Non-Voting Member to  
23 execute the Steering Group Membership Agreement and maintain  
24 currency of Member Associates.  
25

26 **Voting Member**<sup>241</sup>: Members that actively participate in the IDESG and the  
27 work of the Plenary and its Committees. Voting Members shall participate  
28 in Decision Making ([See, Section 5, "Decision Making"](#)), including, but not  
29 limited to the right to a vote in Plenary-wide or Committee proceedings  
30 and in the elections of Officers and delegates. The requirements for  
31 qualification as a Voting Member are set forth in these Rules ([See, Section](#)  
32 [1.4 "Member Rights and Responsibilities"](#)).  
33

34 **Voting Member Representative**<sup>242</sup>: The person, whether or not an  
35 employee of the Member<sup>243</sup>, selected by each Voting Member to execute  
36 the Steering Group Membership Agreement, maintain currency of  
37 Member Associates, and represent the Voting Member in Plenary-wide  
38 votes. Voting Member Representatives shall be responsible for casting  
39 votes in the Plenary.  
40

41 **Officers:** The Chair of the Plenary is the sole Officer thereof. The Officers of the  
42 Management Council are the Chair, Vice Chair, and the Ombudsman.

43  
44 **Ombudsman**<sup>244</sup>: This Officer serves the functions set forth in these Rules ([See,](#)  
45 [Section 2.2 "The Management Council"; in particular Section \\_\\_\\_\\_](#)).  
46



1 **Organization**<sup>245</sup>: An organization shall be defined as a commercial,  
2 **governmental**, or<sup>1</sup> other separately constituted legal entity (regardless of the  
3 form of business organization) and, when applicable, its parent company or  
4 organizations, its subsidiaries, affiliations (whether as a member of another  
5 company or as a subordinate entity under the control of another or if one of  
6 multiple entities under the control of a third company), controlled groups,  
7 divisions, committees, and working groups. Divisions, international affiliates,  
8 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 **Plenary Chair**<sup>246</sup>: The Presiding Officer of the Plenary as set forth in these Rules  
13 ([See, Section 2.1 "The Plenary"; in particular Section 2.1.3](#)).

14  
15 **"Primary Activities" or "Scope of Activities"**: The primary activities of the Steering  
16 Group shall be to: Adopt and establish standards for the Identity Ecosystem  
17 Framework; Develop and maintain policies for the Identity Ecosystem  
18 Framework; Develop and maintain processes for the accreditation of Identity  
19 Ecosystem Entities; and, Develop and maintain Identity Ecosystem Operating  
20 procedures<sup>247</sup>.

21  
22 **Quorum**: A quorum of the Plenary is defined as greater than fifty (50%) percent  
23 of Voting Members and shall be sufficient for the transaction of business;  
24 however, in the case of the Consensus process Non-Voting Members shall taken  
25 into account. The Quorum requirement shall apply to Committees unless  
26 otherwise modified as set forth in the Committee Charter<sup>248</sup>.

27  
28 **Rules of Association (the "Rules")**<sup>249</sup>: The documents that contain the basic rules  
29 relating to the primary characteristics of the IDESG, prescribing how the Steering  
30 Group functions. The Rules shall also include ancillary and supplemental  
31 governance documents such as "Rules of Order", which address the rules of  
32 procedure governing the operation of the Plenary; "Standing Rules" which relate  
33 to the details of the administration of the IDESG; and "Provisos" pertaining to the  
34 mechanics of transition under the Rules. Such ancillary and supplemental  
35 documents shall set forth a reference to the underlying Rule and shall be  
36 hyperlinked to such Rule and be distributed to the Members.

37  
38 **Secretariat**: Provides administrative and material support to the IDESG ([See,](#)  
39 [Section 2.3 "Secretariat"](#)).

---

<sup>1</sup> DAVID TEMOSHAQ LANGUAGE: "THE FEDERAL DEPARTMENTS AND INDEPENDENT AGENCIES MAY JOIN IDESG AS ORGANIZATIONAL MEMBERS WITHIN THE FEDERAL GOVERNMENT STAKEHOLDER CATEGORY."



1

2

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

3

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

6

7

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

10

11

12

### **1. Administrative Role of Management Council.**

13

14

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

15

16

17

18

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

19

20

21

22

23

24

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

25

26

27

(d) Upon resubmission, Management Council will notify the Plenary and have fourteen (14) days will review the proposal for compliance with the proposal writing criteria.

28

29

30

31

(e) If the Management Council does not approve the proposal, or the time for approval expires, the Plenary may override the decision of the Management Council in accordance with the Consensus and Voting requirements outlined in Section 5 the Rules of Association and in accordance with the process outlined below.

32

33

34

35

36

1  
2 **2. Role of Plenary: The First Reading.**  
3

4 (a) The Plenary, including the Management Council in its  
5 capacity as a body of the Plenary, will consider the proposal during  
6 a thirty (30) day comment period.  
7

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

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

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

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

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

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

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

31 (b) The Plenary, including the Management Council in its  
32 capacity as a body of the Plenary, will consider the proposal during  
33 a thirty (30) day comment period  
34

35 (c) The Plenary will exercise due diligence and consider  
36 the formal objections and other comments in discussion.  
37

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

GTF TRANSMITTAL DRAFT 10-01-12

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

2           **A. Initial Interim Period**<sup>250</sup>. The Initial Interim Period commenced on  
3 August 15, 2012 and October \_\_, 2012, due to the need to quickly initiate a new  
4 organization, the provisions of this section define an initial interim period for  
5 the IDESG. The provisions of this section shall be in effect for an initial interim  
6 period of ninety (90) days from the date of ratification of the interim Rules  
7 approved on August 15, 2012. All such Rules shall be in effect upon ratification  
8 except as specified in this section. After the initial ninety (90) day period, the  
9 provisions of this section will no longer be in effect, except as otherwise  
10 approved by the Plenary.

11  
12           **B. Participating and Interim Members**<sup>251</sup>. During the Initial Interim  
13 Period an organization or individual shall be permitted to join the IDESG by  
14 executing the Membership Agreement as a Voting or Non-Voting Member or by  
15 expressing the intent to join as an Interim Member. Interim Members shall have  
16 the same rights and responsibilities as Voting and Non-Voting Members.  
17 Interim Members shall execute the Membership Agreement no later than the  
18 date upon which the Call for Candidates occurs as set forth in the Rules of  
19 Association in order to remain members.

20  
21                   **1. Member Representatives**<sup>252</sup>. Each Interim Member shall  
22 designate a Member Representative in accordance with section 1.2.3 of  
23 these Rules.

24  
25                   **2. Stakeholder Category Affiliation**<sup>253</sup>. Each Interim Member  
26 shall self-select into the Stakeholder Category that they consider best  
27 represents its roles or interests in the Identity Ecosystem.  
28

1

2

7

12

16

20

24

32

GTF TRANSMITTAL DRAFT 10-01-12

<sup>A</sup> The full Strategy can be found at:

[http://www.whitehouse.gov/sites/default/files/rss\\_viewer/NSTICstrategy\\_041511.pdf](http://www.whitehouse.gov/sites/default/files/rss_viewer/NSTICstrategy_041511.pdf)

<sup>B</sup> National Strategy for Trusted Identities in Cyberspace, The White House, April 2011, 1.

<sup>C</sup> For example, imagine that a student could get a digital credential from her cell phone provider and another one from her university and use either of them to log-in to her bank's website, her e-mail, three social networking sites, four online commerce sites, and so on, all without having to remember dozens of passwords.

<sup>D</sup> National Strategy for Trusted Identities in Cyberspace, The White House, April 2011, p. 25.

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

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

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

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

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

<sup>J</sup> National Strategy for Trusted Identities in Cyberspace, The White House, April 2011, p. 31.

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

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

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

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

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

<sup>P</sup> Section 1.3 entitled "Adherence to the NSTIC Guiding Principles" of the Proposed Charter.

<sup>Q</sup> National Strategy for Trusted Identities in Cyberspace, The White House, April 2011, 25, 11-14.

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

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

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

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

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

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

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

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

<sup>26</sup> NSTIC NPO OPENING STATEMENT (Second Paragraph) is moved to the Glossary: Defined Terms as "Primary Activities" or "Scope of Activities" based upon proposed Charter Sections 1.2.1, 1.2.2 1.2.3 and 1.2.4.

<sup>27</sup> REVISION OF NSTIC NPO OPENING STATEMENT (First Paragraph), AS FOLLOWS: "The Identity Ecosystem Steering Group Rules of Association ("Rules") describe the roles, responsibilities, policies, and procedures that govern the operation and Primary Activities of the Identity Ecosystem Steering Group ("IEDSG" or "Steering Group") (See, Glossary: Defined Terms). ~~These Rules of Association shall be consistent with the Identity Ecosystem Steering Group Charter ("Charter"), which provides the high level perspective of scope, purpose, and organization".~~

<sup>28</sup> REVISION NSTIC NPO SECTION 1, PARAGRAPH 1. DELETES NSTIC NPO SECTION 1, PARAGRAPH 2, WHICH IS CONSOLIDATED WITH NSTIC NPO SECTION 1.1, AS FOLLOWS: "A member is defined as any organization or individual that signs the Membership Agreement". The title is also changes to reflect the role of non-members taking account forms of public participation and liaison relationships, as follows: "Membership and Other Levels of Participation".

<sup>29</sup> Deleted the following from the sentence: (members).

<sup>30</sup> REVISION AND RECODIFICATION OF NSTIC NPO SECTION 1.5 AND CONSOLIDATES THE PROVISIONS OF NSTIC NPO SECTION 1, PARAGRAPH 2. AS FOLLOWS: "To become a member, the Member Representative (of

both Voting and Non-Voting Members) shall complete and execute the Steering Group Membership Agreement, signifying the adherence of the Member to the Primary Activities of the IDESG as set forth in these Rules. The completed and executed Membership Agreement shall be sent to the Secretariat who shall collect and record the Membership Agreements. ~~A Member Organization may designate someone other than an employee to represent its organization.~~ **Note:** The final sentence has been relocated as a clause in the definition of "Voting" and "Non-Voting" "Representatives".

<sup>31</sup> **NEW:**

<sup>32</sup> **RECODIFICATION OF NSTIC NPO SECTION 1.1, PARAGRAPH 1.**

<sup>33</sup> NSTIC NPO SECTION 1.2.1 HAS BEEN CONSOLIDATED IN THE DEFINITION OF "VOTING MEMBER".

<sup>34</sup> NSTIC NPO SECTION 1.2.2 HAS BEEN CONSOLIDATED IN THE DEFINITION OF "NON-VOTING MEMBER".

<sup>35</sup> **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 1.1.1, AS FOLLOWS:** "An Organization (See, Section 13 "Glossary: Defined Terms"), regardless of its nation of organization, may join the IDESG and, shall, if a Voting Member, be permitted to join the Steering Group as any one of the Stakeholder Categories Groups with the exception of Unaffiliated Individuals (See, Section 3.2, "Stakeholder Category Affiliation)".

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

<sup>36</sup> **REVISION AND REODIFICATION OF NSTIC NPO SECTION 1.2.3, AS FOLLOWS: "Member Representatives. Alternate Representatives"**<sup>36</sup>. Each Organizational Member shall designate one person as its official Member Representative (See, "Glossary: Defined Terms"; in particular "Non-Voting Representative" and "Voting Representative"). Each Organizational Member shall determine its own process for selecting its Member Representative. Each Organizational Member is authorized to designate, in writing to the Secretariat, alternate Member Representatives in the absence of the event a primary Member Representative is unable to attend a meeting. Member Representatives shall be responsible for acting on behalf of the Membership Organization for executing the Membership Agreement and maintaining currency of Member Associates".

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

<sup>37</sup> **RECODIFICATION OF NSTIC NPO SECTION 1.2.3 (Second sentence of the econd paragraph).**

<sup>38</sup> **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 1.2.4, AS FOLLOWS:** "Each Organizational Member may have multiple Member Associates who shall be authorized to participate in Committee Decision Making procedures on behalf of the Member in the absence of the Voting Representative; however, the Organizational Member shall be entitled to only one representative in the deliberations of a Committee ~~employees or associates from its organization who participate in the Standing Committees and Working Gorups of the Plenary~~ (See also, Section 13 "Glossary: Defined Terms"). All Member Associates shall be listed in the Membership Agreement and shall comply with the same obligations as the Organizational Member under the Membership Agreement".

<sup>39</sup> **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 1.1.2 AS FOLLOWS:** Reversed the order of the clauses in the first sentence and changed the word "Groups" to "Categories" and deletes the term "or as an Unaffiliated Individual". The second sentence was moved to the definition provisions of "Individual Member".

<sup>40</sup> **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 1.1.2.1, AS FOLLOWS:** ~~Unaffiliated Individuals. Unaffiliated Individuals shall be any Individual Member who chooses not to self-select into one of the other Stakeholder Groups. Unaffiliated Individual Members shall not represent the interests or act on behalf or at the behest of an Organizational Members or Stakeholder Category.~~



- 
- 41 **RECODIFICATION OF NSTIC NPO SECTION 1.2.3 (First sentence of the second paragraph).**
- 42 **NSTIC NPO SECTION 1.4 IS DELETED AS FOLLOWS:** “Rights and responsibilities of Participating and Observing Members are described in the sections that follow”.
- 43 NSTIC NPO SECTION 1.4.1.
- 44 **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 1.4.1.a AS FOLLOWS:** “Serve as members for as long as they meet the requirements of membership defined in Section 1.4.2, below”.
- 45 NSTIC NPO SECTION 1.4.1.b.
- 46 **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 1.4.1.c, AS FOLLOWS:** “Participate in the Plenary process and establish the overall direction of the Plenary through active participation in ~~Working Groups, Standing Committees~~ of the Plenary, or other ~~entities~~ organizational teams established as needed to address specific issues”.
- 47 **RECODIFICATION OF NSTIC NPO SECTION 1.4.1.d.**
- 48 **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 1.4.2.a, AS FOLLOWS:** “Members shall have the responsibility to abide by the Membership Agreement and comply with ~~the Charter and~~ these Rules”.
- 49 NSTIC NPO SECTION 1.4.3.
- 50 RECODIFICATION OF NSTIC NPO SECTION 1.4.3.a.
- 51 RECODIFICATION OF NSTIC NPO SECTION 1.4.3.b.
- 52 RECODIFICATION OF NSTIC NPO SECTION 1.4.3.c.
- 53 RECODIFICATION OF NSTIC NPO SECTION 1.4.3.
- 54 RECODIFICATION OF NSTIC NPO SECTION 1.4.3.a.
- 55 RECODIFICATION OF NSTIC NPO SECTION 1.4.3.b.
- 56 RECODIFICATION OF NSTIC NPO SECTION 1.4.3.c.
- 57 RECODIFICATION OF NSTIC NPO SECTION 1.6.
- 58 RECODIFICATION OF NSTIC NPO SECTION 1.6.1.
- 59 **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 1.6.3, AS FOLLOWS:** “Any change in legal status of members shall result in the appropriate modification or termination<sup>59</sup> of their membership ~~by the Secretariat~~. Situations that may result in the modification of membership include, but are not limited to:”.
- THE REVISION INCLUDES THE RIGHT TO TERMINATE MEMBERSHIP AS SET FORTH IN NSTIC NPO SECTION 1.6.2, AS FOLLOWS:** “**Termination of Membership.** The Management Council may terminate a membership as a result of a material violation of the Rules”.
- 60 RECODIFICATION OF NSTIC NPO SECTION 1.6.3.a
- 61 RECODIFICATION OF NSTIC NPO SECTION 1.6.3.b. Deletion of NSTIC NPO SECTION 1.6.3.c.
- 62 **NEW.**
- 63 **REVISION OF NSTIC NPO SECTION 2, AS FOLLOWS:** “Council. The Steering Group shall also have a Secretariat serving as its administrative arm. The roles and responsibilities of each component are described in the sections that follow. The Voting Members shall elect the Chair of the Plenary, the Chair of the Management Council and the Delegates of the Management Council as set forth in these Rules (See, Section 3 :General Elections)”.
- 64 **REVISED NSTIC NPO SECTION 2.1 (First Paragraph) consolidated with proposed Charter Section 2 AS FOLLOWS (See Defined Term):** “The Plenary shall be authoritative governance body of the IDESG. ~~responsible for: reviewing and approving technical standards for adoption; establishing and maintaining the procedures and policies for governing the Identity Ecosystem; developing and establishing the accountability measures necessary to promote broad adherence to these procedures; and, facilitating the ongoing operation of the IDESG “.~~
- 65 NSTIC NPO SECTION 2.1 (First sentence of the second paragraph), consolidated with proposed Charter Section 2, as follows: “The Plenary shall provide for the Plenary Chair, ~~Working Groups and Standing Committees~~”.
- 66 NSTIC NPO SECTION 2.1 (Second sentence of the second paragraph).
- 67 NSTIC NPO SECTION 2.1.1, consolidated with proposed Charter Section 2.

68 REVISED NSTIC NPO SECTION 2.1.3, AS FOLLOWS: ~~"The specific responsibilities of the Plenary are described in the sections that follow. **General Responsibilities.** The Plenary shall:"~~

69 NSTIC NPO SECTION 2.1.3.1.a

70 NSTIC NPO SECTION 2.1.3.1.b.

71 NSTIC NPO SECTION 2.1.3.1.c.

72 NSTIC NPO SECTION 2.1.3.1.d.

73 NSTIC NPO SECTION 2.1.3.1.e

74 NSTIC NPO SECTION 2.1.3.1.f.

75 NSTIC NPO SECTION 2.1.3.2.

76 **REVISED NSTIC NPO SECTION 2.1.4, AS FOLLOWS:** ~~"**Plenary Standing Committees of the Plenary and Working Groups.** The roles of the Plenary Standing Committees and Working Groups are defined in the Charter<sup>76</sup>. There shall be such Committees, as set forth in or as otherwise established by the Plenary in accordance with these Rules"~~

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

77 **NEW.**

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

79 **NEW:** Derived from section 2.1.2 of the proposed charter entitled "Plenary Standing Committees".

80 **NEW:** Derived from section 2.1.3 of the proposed charter entitled "Plenary Working Groups".

81 **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 2.1.4.1 (Second sentence), AS FOLLOWS:** ~~"**Committee Charters: Contents. Standing Committees.** Standing Committees and Working Groups shall create their own charters, which shall be approved by the Management Council. Charters shall, at a minimum outline the missions and jurisdiction, operational principles, decision making procedures, and leadership selection processes and interrelationships with other committee activities and deliverables, if applicable . All charters will support the NSTIC Guiding Principles and the Steering Group operating principles"~~

The following is deleted: "NSTIC NPO COMMENT: Identity Ecosystem Steering Group Charter, Section 1.3, Adherence to the NSTIC Guiding Principles and Section 1.4, Operating Principles".

82 **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 2.1.4.2, AS FOLLOWS:** ~~"**Participation Requirements Working Groups**<sup>82</sup>. Participation in and meetings of the Committees Plenary Working Groups shall be open to all members; however, only Voting Members may vote on work products and recommendations. Moreover, Members can participate in as many Committees; however, each Voting Members shall have only one vote"~~. The second underlined clause is derived from section 2.1.3 of the proposed charter entitled "Plenary Working Groups".

83 **REVISION NSTIC NPO SECTION 2.1.4.3, AS FOLLOWS:** ~~"**Standing Committees.** Standing Committee Charters shall also outline participation requirements"~~

84 **NEW.** Derived from Section 2.1.2 and 2.1.3 of the proposed Charter.

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

86 NSTIC NPO SECTION 2.1.2.2.

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

88 **REVISED NSTIC NPO SECTION 2.2.5 (First sentence) amended as follows:** ~~"**Management Council Responsibilities.** The Management Council shall have general administrative supervision of the affairs of the~~

~~Working Group between meetings of the Plenary and provide guidance to the Plenary on the broad perspectives and objectives envisioned by the NSTIC in order to and ensure that Steering Group work activities align adhere to the NSTIC Guiding Principles<sup>88</sup>. The Management Council shall ratify policy and standards recommendations approved by the Plenary. The Steering Group shall be initiated with the support of the Federal Government. Following the initiation period, the Steering Group shall transition to a self-sustaining organization. The Management Council shall be responsible for managing the Steering Group's resources and procuring services once the Steering Group is self-sustaining".~~ **Please Note: NSTIC NPO SECTION 2.2.5:** [a] Second sentence – Deleted; [b] Third sentence is deleted; and, [c] Fourth sentence – moved to Section 2.2.1.1.2.

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

**CONSOLIDATES THE PROVISIONS OF NSTIC NPO SECTION 2.2.1 WHICH IS DELETED AS FOLLOWS:** "The Management Council shall be open to all Voting Members through the election process prescribed in section 2.2.3, below Management Council Delegate Selection Process. Management Council Delegates and At Large Delegates shall attend Management Council meetings and shall have the right to vote on Management Council matters".

<sup>89</sup> **CONSOLIDATES NSTIC NPO SECTIONS 2.2 (First Paragraph), 2.2.2 AND 2.2.4, AS FOLLOWS:** "The Management Council shall be comprised of the elected Management Council Delegates, the Management Council Chair, and the appointed Vice Chair, and the Ombudsman. There shall be sixteen (16) Delegates as follows: Their roles and responsibilities are described in the sections that follow". SECTION 2.2.2 is deleted as follows: "**Section 2.2.2. Management Council Delegates**<sup>89</sup>. The Management Council shall be composed of sixteen (16) voting delegates including fourteen (14) delegates who are elected from the Stakeholder Categories and two At Large Delegates".

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

<sup>90</sup> **REVISION OF NSTIC NPO SECTION 2.2.2.1, AS FOLLOWS:** "There shall be Fourteen (14) Management Council Delegates shall be elected from the Stakeholder Categories as set forth herein ([See, Section 3 "General Elections"](#)), in accordance with section 2.2.3.1, Stakeholder Category Delegates."

<sup>91</sup> NEW.

<sup>92</sup> **REVISION OF NSTIC NPO SECTION 2.2.2.2, AS FOLLOWS:** "There shall be Two (2) At-Large Management Council Delegates shall be elected as set forth herein in accordance with section 2.2.3.2, At Large Delegates ([See, Section 3 "General Elections"](#))".

<sup>93</sup> NEW

<sup>94</sup> **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 2.2.5.1.**

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

<sup>95</sup> **REVISED NSTIC NPO SECTION 2.2.5.1.b. as follows:** "Manage the resources and procuring services necessary to execute work programs and action plans and to operate the Plenary in order to facilitate the transition to a self-sustaining organization". This provision also contains the essence of NSTIC NPO SECTION 2.2.5 (Fourth

sentence), as follows: "The Management Council shall be responsible for managing the Steering Group's resources and procuring services once the Steering Group is self-sustaining".

<sup>96</sup> **REVISED NSTIC NPO SECTION 2.2.5.1.c. as follows:** "Ratify Review proposals recommendations from the Steering Group for the standards, policies, and other components of the Identity Ecosystem Framework prior to consideration by the Plenary in accordance with the policy of the Plenary pertaining to the development of policies for the Steering Group".

<sup>97</sup> **REVISED NSTIC NPO SECTION 2.2.5.1.d. as follows:** "Approve Review charters of the Standing Committees and Working Groups in accordance with the policy of the Plenary pertaining to the development of policies for the Steering Group".

<sup>98</sup> **NSTIC NPO SECTION 2.2.5.1.e. as follows:** "Maintain and recommend periodic or necessary updates of Steering Group organizational policies and procedures including governance documents Charter, By laws, Membership Agreement, and intellectual property rights policies"

<sup>99</sup> NSTIC NPO SECTION 2.2.5.1.f.

<sup>100</sup> **REVISION AND CONSOLIDATION OF NSTIC NPO SECTIONS 2.2.4.1. AND 2.2.4.1.2 AND PROPOSED CHARTER SECTION 3.1, AS FOLLOWS:** "The Management Council Chair shall be the presiding Officer of the Management Council. selection process, duties, and term of office are described in the sections that follow. For details on the role of the Management Council Chair see the Charter Duties. The Management Council Chair Duties. The Management Council Chair shall be responsible for the overall management of the Management Council and The Chair shall:".

<sup>101</sup> NSTIC NPO SECTION 2.2.4.1.2.a.

<sup>102</sup> NSTIC NPO SECTION 2.2.4.1.2.b.

<sup>103</sup> NSTIC NPO SECTION 2.2.4.1.2.c.

<sup>104</sup> NSTIC NPO SECTION 2.2.4.1.2.d.

<sup>105</sup> NSTIC NPO SECTION 2.2.4.1.2.e.

<sup>106</sup> NSTIC NPO SECTION 2.2.4.1.2.f.

<sup>107</sup> NSTIC NPO SECTION 2.2.4.1.2.g.

<sup>108</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.1.2.h.

<sup>109</sup> **REVISION, RECODIFICATION AND CONSOLIDATION OF NSTIC NPO SECTION 2.2.4.2 WITH SECTIONS 3.1 and 3.2 OF THE PROPOSED CHARTER, AS FOLLOWS:** "This position shall be filled by the Director of the National Program Office. The duties and term of office of the Management Council Vice Chair are described in the sections that follow. For details on the role of the Management Council Vice Chair see the Charter".

<sup>110</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.2.1.

<sup>111</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.2.1.a.

<sup>112</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.2.1.b.

<sup>113</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.2.1.c.

<sup>114</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.2.1.d.

<sup>115</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.2.2.

<sup>116</sup> **REVISION, RECODIFICATION AND CONSOLIDATION OF NSTIC NPO SECTION 2.2.4.3 AND PROPOSED CHARTER SECTION 3.1, AS FOLLOWS:** "The selection criteria, duties, term of office and authority of the Ombudsman are described in the sections that follow. For the role of the Ombudsman see the Charter. The Ombudsman shall be responsible for upholding the NSTIC Guiding Principles, ensuring that interests of consumers or other individuals and underrepresented groups are represented and advocated, safeguarding against individual Stakeholder Categories exerting excessive influence, monitoring and reporting on Management Council activities, managing grievances from the Members, and facilitating public comment and citizen outreach. The Ombudsmanshall be a non-voting officer".

<sup>117</sup> **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.1.a, AS FOLLOWS:** "The role of the Ombudsman shall be provided selected by the Secretariat. The Management Council shall establish criteria for the selection of the Ombudsman".

<sup>118</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.1.b.

<sup>119</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.1.c

<sup>120</sup> RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.1.d

121 RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.2.1  
 122 RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.5.  
 123 RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.2.  
 124 **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.2.e AS FOLLOWS:** "Uphold the IDESG NSTIC Steering Group Charter, Rules of Association, and Operating Principles".  
 125 RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.2.f.  
 126 RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.2.g.  
 127 RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.2.h.  
 128 RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.2.i.  
 129 RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.2.j.  
 130 RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.2.k.  
 131 RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.3.  
 132 RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.3.a.  
 133 RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.3.b.  
 134 RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.3.c.  
 135 RECODIFICATION OF NSTIC NPO SECTION 2.2.4.3.4.  
 136 RECODIFICATION OF NSTIC NPO SECTION 2.3.  
 137 RECODIFICATION OF NSTIC NPO SECTION 2.3.1.  
 138 RECODIFICATION OF NSTIC NPO SECTION 2.3.2.  
 139 NSTIC NPO SECTION 2.3.2.a.  
 140 NSTIC NPO SECTION 2.3.2.b.  
 141 NSTIC NPO SECTION 2.3.2.c.  
 142 NSTIC NPO SECTION 2.3.2.d.  
 143 NSTIC NPO SECTION 2.3.2.e.  
 144 NSTIC NPO SECTION 2.3.2.f.  
 145 NSTIC NPO SECTION 2.3.2.g.  
 146 **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 2.3.2.h, AS FOLLOWS:** "During the ~~initial election process of delegates and Officers,~~ the Secretariat shall be responsible for the administration and conduct ~~satisfy the requirements outlined for the Nominations Committee in section 3, General Elections. Once the Nominations Committee is fully established the Secretariat will no longer be required to fill this role~~".  
 147 NSTIC NPO SECTION 2.4.  
 148 NSTIC NPO SECTION 2.4.1.  
 149 NSTIC NPO SECTION 2.4.2.  
 150 NSTIC NPO SECTION 2.4.3.  
 151 NEW.  
 152 NSTIC NPO SECTION 3.  
 153 **NSTIC NPO SECTION 3.1 CONSOLIDATED WITH PORTIONS OF SECTION 3.2 OF THE PROPOSED CHARTER.**  
 154 NSTIC NPO SECTION 3.1.b.  
 155 **REVISED NSTIC NPO SECTION 3.1.a: AS FOLLOWS:** "Only Voting Participating Members affiliated with ~~of a Stakeholder Category Group~~ may vote for Management Council Delegate candidates being elected from that Stakeholder Category Group (See, Section 3.3 "Stakeholder Category Affiliation)".  
 156 **NSTIC NPO SECTION 2.1.2.1 IS CONSOLIDATED INTO THIS PROVISION AND DELETED AS FOLLOWS:** "~~2.1.2.1 Election~~ With the exception of the initial election, nominees for this position shall be approved by the Nominations Committee. The Plenary Chair shall be elected by the Voting Members within the Plenary in accordance with section 3, General Elections". See, also, Identity Ecosystem Steering Group Charter, Section 2.1.1, Plenary Chair.  
 157 **NSTIC NPO SECTION 2.2.4.1.1., IS CONSOLIDATED INTO THIS PROVISION AND DELETED AS FOLLOWS:** "~~Selection Process. Nominees for this position shall be approved by the Nominations Committee. The Management Council Chair shall be selected by Voting Members in the Plenary in accordance with section 3, General Elections.~~"

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

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

160 NEW.

161 NEW.

162 REVISION AND RECODIFICATION OF NSTIC NPO SECTION 2.1.2.3 (First sentence), IN LIEU OF THE FOLLOWING: ~~"Plenary Chair 2.1.2.3 Term of Service"~~<sup>162</sup>: The Plenary Chair shall serve a ~~Two (2) years~~ term". The second sentence was moved to Section 3.2.2.

163 REVISION AND RECODIFICATION OF NSTIC NPO SECTION 2.2.4.1.3, IN LIEU OF THE FOLLOWING: ~~"Management Council Chair Term of Office"~~<sup>163</sup>: The term of the Management Council Chair shall be ~~Three years~~....". The following clause is addressed in Section 3.2.2: "...with no restriction on the number of consecutive terms".

164 REVISION AND RECODIFICATION IN LIEU OF NSTIC NPO SECTION 2.2.3.4 and 2.2.3.4.a

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

166 REVISION AND RECODIFICATION OF NSTIC NPO SECTION 2.2.4.1.3, IN LIEU OF THE FOLLOWING: "...with no restriction on the number of consecutive terms".

167 REVISION AND RECODIFICATION IN LIEU OF NSTIC NPO SECTION 2.2.3.4.b., AS FOLLOWS: "There are no term limits for delegates. "

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

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

170 NEW.

171 NSTIC NPO SECTION 1.3.

172 NSTIC NPO SECTION 1.3.1. Consolidates provisions of proposed Charter Sec. 3.2.2.

173 NSTIC NPO COMMENT: Identity Ecosystem Steering Group Charter, Section 3.2.2, Stakeholder Groups.

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

175 RECODIFICATION OF NSTIC NPO SECTION 3.2.

176 REVISION AND RECODIFICATION OF NSTIC NPO SECTION 11.2, AS FOLLOWS: "The Secretariat shall assume all responsibilities for the conduct of the ~~Nominations Committee~~ for the initial IDESG elections. The



Secretariat shall prepare and distribute candidate ~~slates and ballots for initial IDESG elections in accord with these Rules, as far in advance as practicable~~".

177 **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 3.2.1.** "Secretariat" replaces the "Nominations Committee" and "issue" replaces "hold" and adds the term "Voting Members".

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

179 NSTIC NPO SECTION 3.2.1.b.

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

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

181 RECODIFICATION OF NSTIC NPO SECTION 3.2.2.

182 **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 3.2.2.a,** by adding the word "Voting".

183 **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 3.2.2.b,** by adding the word "Voting".

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

185 **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 3.2.3.a. "As follows" in lieu of "include"/**

186 RECODIFICATION OF NSTIC NPO SECTION 3.2.3.a.i

187 RECODIFICATION OF NSTIC NPO SECTION 3.2.3.a.ii

188 RECODIFICATION OF NSTIC NPO SECTION 3.2.3.a.iii

189 RECODIFICATION OF NSTIC NPO SECTION 3.2.3.b.

190 RECODIFICATION OF NSTIC NPO SECTION 3.2.3.d.

191 **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 3.2.4 BY REPLACING "NOMINATIONS COMMITTEE" WITH "SECRETARIAT", "SLATE" WITH "BALLOT" AND "PER SLATE" WITH "ON AN ELECTION BALLOT".**

192 **NSTIC NPO SECTION 3.2.5. IS DELETED AS FOLLOWS: "Confirmation and Approval for Slate of Candidates"**<sup>192</sup>. The process for confirming and approving the slate of candidates is as follows: The slate of eligible candidates and their qualifications shall be presented by the Nominations Committee before the sitting Management Council. Except for the nominations for the initial Management Council, the sitting Management Council shall review and ratify the slate Cause for rejection shall be clearly documented so that the Nominations Committee may propose a new slate or a partial slate<sup>192</sup>.

193 NSTIC NPO SECTION 3.2.6.

194 **NEW.**

195 RECODIFICATION OF NSTIC NPO SECTION 3.2.6.a.

196 **NEW.**

197 RECODIFICATION OF NSTIC NPO SECTION 3.2.6.b.

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

199 RECODIFICATION OF NSTIC NPO SECTION 3.2.6.d.

200 NSTIC NPO SECTION 4.

201 **NEW.**

202 **REVISED NSTIC NPO SECTION 5, AS FOLLOWS:** "The decision making procedures for the Primary Activities of the IDESG Steering Group are described in the sections that follow; however, a Committee of the Plenary may adopt Decision Making protocols in its Charter, as may be approved by the Plenary".

203 **REVISED NSTIC NPO SECTION 5.1, AS FOLLOWS:** "A Quorum of the Plenary ~~is defined as greater than fifty (50%) percent of Voting Members and~~ shall be required sufficient for the transaction of business as set forth herein, taking into account the eligible Members present as set forth in section 4.1.8 of these Rules".

204 NSTIC NPO SECTION 5.2.

205 NSTIC NPO SECTION 5.2.1.

206 NSTIC NPO SECTION 5.2.1.h.

207 **REVISED NSTIC NPO SECTION 5.2.1.a AS FOLLOWS:** "A Quorum of Voting and Non-Voting Members is required to reach consensus".

208 NSTIC NPO SECTION 5.2.1.b.

209 NSTIC NPO SECTION 5.2.1.c.

210 NSTIC NPO SECTION 5.2.1.d.

211 NSTIC NPO SECTION 5.2.1.e.

212 NSTIC NPO SECTION 5.2.1.f.

213 **REVISION AND RECODIFICATION IN ACCORDANCE WITH NSTIC NPO SECTION 5.2.1.g, AS FOLLOWS:** "Sustained objections which cannot be resolved through continued Consensus discussion the Chair of the Plenary may act in accordance with Section 2.3.1.2 of these Rules or will be subject to a motion, by a Voting Member: to move the proposal to a vote; or, in the alternative; or, ~~result in the motion being moved to a vote or to tabled for further action modification~~".

214 See, section 5.3.1 Matters for Voting.

215 NSTIC NPO SECTION 5.3.

216 NSTIC NPO SECTION 5.3.1.

217 **NEW. NSTIC NPO SECTION 5.3.2 is deleted as follows:** "~~Qualifications for Voting Privilege and Restoration. Any Voting Member who is absent for two (2) consecutive Plenary meetings shall forfeit the privilege of voting on Plenary matters. Voting Members who lose voting privileges shall maintain all the rights and responsibilities of Non-Voting Members. A Voting Member whose voting privileges are suspended shall have voting privileges restored upon attendance at two (2) consecutive meetings. Restoration of voting privileges begins after determination of quorum at the second consecutive meeting attended. All Participating Members attending the first two meetings shall be eligible to vote at those meetings. Thereafter, the provisions of these Rules shall take effect~~". **Proposed Charter Section 1.5 is deleted.**

218 NSTIC NPO SECTION 5.3.3.

219 NSTIC NPO SECTION 5.3.3.1.

220 **REVISION OF NSTIC NPO SECTION 5.3.3.2, AS FOLLOWS:** "**5.3.4.2.1 Preponderance of the Plenary.** An affirmative vote of more than two-thirds (2/3rds) ~~seventy-five (75%) percent~~ of the Voting Members shall be required to adopt all matters before the Plenary whether ~~pass~~ technical or ~~measures~~. Technical measures are those that deal with standards, procedures, policies, for the identity ecosystem framework. An affirmative vote of a simple majority shall be required to ~~pass~~ administrative ~~measures~~. Administrative are those that deal with the internal operations of the IDESG. **5.3.4.2.2 Supermajority Vote of the Plenary.** Notwithstanding the provisions of Section 5.3.4.2.1, an affirmative vote of more than three-fourths (3/4ths) of the Voting Members shall be required for approval, in the event the Privacy and Civil Liberties Committee raises a Rule 2142 Objection. In the alternative, said matter may be tabled for further consideration".

221 **REVISION OF NSTIC NPO SECTION 6.** The following provisions are deleted: "~~The Steering Group policy related to Intellectual Property is based on the following principles:~~

~~The Steering Group shall function in an open working environment. The Steering Group and its members shall not accept any documentary or oral disclosure of proprietary information from any member as a part of the conduct of business. In addition, no information of a secret or proprietary nature shall be made available as official documents, and no such documents (or documents marked as such) will be made official documents or forwarded to the membership.~~



---

All proprietary information which may nonetheless be publicly disclosed by any participant during any meeting shall be deemed to have been disclosed on a non-confidential basis, without any restrictions on use by anyone, except that no valid copyright or invention right shall be deemed to have been waived by such disclosure.

There may be Steering Group proceedings (e.g., accreditations process) that will require separate or specific intellectual property requirements or non-disclosure statements".

<sup>222</sup> **DELETION OF NSTIC NPO SECTIONS 6.1, 6.1.1, 6.1.1a, 6.1.1b, 6.1.2, 6.1.3, 6.1.4, AS FOLLOWS:**

- ~~**6.1 Steering Group Patent Policy – Inclusion of Patents in Steering Group Products.** Some Steering Group products may include the use of an essential patent claim if technical reasons justify this approach. If the Steering Group receives a notice that a proposed or an approved Steering Group product may require the use of such a patent claim, the procedures in the following sections will be followed.~~
- ~~**6.1.1 Statement from patent holder.** The Steering Group will request from the patent holder or a party authorized to make assurances on its behalf, in written or electronic form an assurance that a license to such essential patent claim(s) will be made available to applicants desiring to utilize the license for the purpose of implementing the Steering Group product either: **6.1.1.1** On a non-discriminatory basis and under reasonable terms and conditions; or **6.1.1.2** Without compensation and under reasonable terms and conditions that are demonstrably free of any unfair discrimination. If the patent holder or party authorized to make assurances on its behalf does not agree to these terms, then this decision will be documented clearly. As it may pose risks to the implementation of the Identity Ecosystem, this decision will be seriously considered by the Steering Group in any related activity or vote.~~
- ~~**6.1.2 Record of Statement.** A record of the patent holder's statement will be retained in the Steering Group files and posted on-line.~~
- ~~**6.1.3 Notice.** When the Steering Group receives from a patent holder the assurance set forth in 6.1.1 above, the expected result will include a note substantially as follows: By publication of Steering Group expected results, no position is taken with respect to the validity of any such claim(s) or of any patent rights in connection therewith. If a patent holder has filed a statement of willingness to grant a license under section 6.1.1, details may be obtained from the patent holder.~~
- ~~**6.1.4. Responsibility for identifying patents.** The Steering Group is not responsible for identifying patents for which a license may be required for use of a Steering Group expected result or for conducting inquiries into the legal validity or scope of those patents that are brought to their attention.~~

<sup>223</sup> **DELETION OF NSTIC NPO SECTION 6.2, AS FOLLOWS: "6.2 Copyrights.** Copyright in materials produced prior to Membership in the Steering Group remains the property of the copyright owner. However, copyrighted materials offered for incorporation into Steering Group outputs must be made available on a royalty-free basis. Standards developers whose standards are referenced in Steering Group outputs retain copyright ownership and control of the standards themselves".

<sup>224</sup> NSTIC NPO SECTION 7.

<sup>225</sup> NSTIC NPO SECTION 8.

<sup>226</sup> **NEW.**

<sup>227</sup> **REVISION OF NSTIC NPO SECTION 9, AS FOLLOWS: "Ratification and Amendments of the Charter and By-laws – Rules of Association.** Ratification of the initial Charter and Rules of Association shall be accomplished by simple majority vote of the votes cast by the Voting Members of the Plenary. Any subsequent amendments to the Charter or Rules shall be accomplished by a super majority vote of more than three-quarters (3/4ths) of the votes cast by the Voting Members (75%) of the Plenary following a review and approval of the proposed amendment by the Management Council".

<sup>228</sup> In lieu of "approve".

<sup>229</sup> NSTIC NPO SECTION 10.

<sup>230</sup> **The term "Working Group" is deleted, as follows:** "Working Groups: Temporary/ad hoc groups that conduct the work necessary for standards adoption and policy development/implementation as needed".

<sup>231</sup> The term Management Council is modified as follows: "This Council provides general administrative supervision of the affairs of the Steering Group as set forth in these Rules (See, generally Section 2.2 "Identity Ecosystem Management Council") guidance to the Plenary on the broad objectives envisioned by the NSTIC; produces, prioritizes and monitors progress of Steering Group work plans; provides necessary resources, and ensure that Steering Group work activities adhere to the NSTIC Guiding Principles and Goals; and ratifies policy and standards recommendations approved by the Plenary".

<sup>232</sup> **In lieu of the following:** The Presiding Officer who provides general leadership, conducts the meetings and oversees the Decision Making process of the Management Council as set forth in these Rules (See, Section 2.2 "The Management Council").

<sup>233</sup> This term is consolidated with the provisions of Section 3.1 of the Proposed Charter pertaining to the "Vice-Chair". The second sentence is deleted and moves to Section \_\_\_ of these Rules, as follows: "This Officer shall assist the Steering Group in maintaining alignment with NSTIC objectives and the NSTIC Guiding Principles<sup>233</sup>. This position shall be filled by the Director of the National Program Office".

<sup>234</sup> **THE TERM "PLENARY" CONSOLIDATES THE PROVISION OF NSTIC NPO SECTION 2, AS FOLLOWS:** "The body of all Members of the Steering Group. The Plenary is the authoritative body responsible for the advancement of the Primary Activities of IDESG and the adoption of: technical standards, procedures/policies for governing the Identity Ecosystem, accountability measures to promote broad adherence to these procedures, in accordance with the decision-making procedures set forth in the Rules of Association, (See, Section 5 "Decision Making") and all other governing documents approved by the Plenary. The Plenary is open to all Members of the Steering Group; however, only Voting Members shall participate in voting as may be required by these rules, including, but not limited to elections for Management Council Delegates, Management Council Officers, and the Plenary Chair".

<sup>235</sup> **THE TERM "MEMBER" IS MODIFIED AS FOLLOWS:** "Any Organizational organization ("Member Organization") or individual ("Individual Member") that signs the Membership Agreement (See, Section 1.1 "Membership Agreement")".

<sup>236</sup> **THE TERM "INDIVIDUAL" IS MODIFIED AS FOLLOWS:** "Individual Member: Any person who does not represent or act on behalf of a Organizational Member Organization in any formal or informal capacity within the IDESG".

<sup>237</sup> **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 1.1.2 (Second Sentence).**

<sup>238</sup> **THE TERM "NON-VOTING MEMBER" REPLACES "OBSERVING MEMBER" CONSOLIDATING THE DEFINITION THE PROVISIONS OF NSTIC NPO SECTION 1.2.2 AND PROPOSED CHARTER SECTION 1.5, AS FOLLOWS:** "Observing Non-Voting Members that do not meet the criteria for Participating Members, but that wish to maintain a formal and ongoing presence in the Steering Group. Observing Non-Voting Members may still contribute to the work of the Plenary and its Standing Committees, and/or Working Groups. While they may participate in the consensus process (See, Section 5.2 "Consensus"), but they shall not be permitted to vote in Plenary proceedings or Committee proceedings and in the elections of Officers and delegates. The requirements for qualification as a Non-Voting Member are set forth in these Rules (See, Section 1.4 "Member Rights and Responsibilities")."

The following language from NSTIC NPO SECTION 1.2.2 is deleted: "~~Non-Voting Members. Non-Voting Members shall be members that do not meet the criteria for Voting Members, but that wish to maintain a formal and ongoing presence in the Steering Group. Non-Voting Members may contribute to the work of the Plenary, its Standing Committees, and/or Working Groups, but shall not be permitted to vote in Plenary wide proceedings and in the elections of Officers and delegates. The requirements for qualification as a Non-Voting Member are defined in section 1.4, Member Rights and Responsibilities~~".

The following definition is deleted: "~~Unaffiliated Individual: Any Individual Member who chooses not to self-select into one of the other Stakeholder Categories. Unaffiliated Individuals shall not represent the interests or act on behalf of a Member Organizations or Stakeholder Categories~~".

<sup>239</sup> **CONSOLIDATES THE PROVISION OF NSTIC NPO SECTION 1.2.3.2, AS FOLLOWS:** “Non-Voting Member Representative<sup>239</sup>: The person, whether or not an employee of the Member<sup>239</sup>,” selected by each Non-Voting Member to execute the Steering Group Membership Agreement and maintain currency of Member Associates.”. The following language from NSTIC NPO SECTION 1.2.3.2 is deleted: “~~Non-Voting Member Representatives. Member Representatives of Non-Voting Members shall be referred to as Non-Voting Member Representatives.~~”.

<sup>240</sup> The following language from NSTIC NPO SECTION 1.5 is deleted and consolidated into this definition: “~~A Member Organization may designate someone other than an employee to represent its organization.~~”.

<sup>241</sup> **THE TERM “VOTING MEMBER” REPLACES “PARTICIPATING MEMBER”. DEFINITION OF “VOTING MEMBER” CONSOLIDATES THE PROVISION OF NSTIC NPO SECTION 1.2.1 AND PROPOSED CHARTER SECTION 1.5, AS FOLLOWS:** “Members ~~that who~~ actively participate in the Steering Group and the work of the Plenary, ~~and its Standing Committees, and/or Working Groups.~~ Voting Members shall participate in Decision Making (See, Section 5 (Decision Making)), including, but not limited to, the right to have a vote in Plenary-wide or Committee proceedings and in the elections of Officers and delegates. The requirements for qualification as a Voting Member are set forth in these Rules (See, section 1.4, “Member Rights and Responsibilities”).”.

The following language from NSTIC NPO SECTION 1.2.1 is deleted: “~~Voting Members. Voting Members shall be members that actively participate in the Steering Group and the work of the Plenary, Standing Committees, and/or Working Groups. Voting Members shall have a vote in Plenary wide proceedings and in the elections of Officers and delegates. The requirements for qualification as a Voting Member are defined in section 1.4, “Member Rights and Responsibilities~~”.

<sup>242</sup> **CONSOLIDATES THE PROVISION OF NSTIC NPO SECTION 1.2.3.1, AS FOLLOWS:** “The person selected by each Voting Member to execute the Steering Group Membership Agreement, maintain currency of Member Associates, and represent the Voting Membership organization in Plenary-wide votes. Voting Member Representatives shall be responsible for casting votes in the Plenary.”.

The following language from NSTIC NPO SECTION 1.2.3.2 is deleted: “~~Voting Members Representatives. Member Representatives of Voting Members shall be referred to as Voting Member Representatives. Voting Member Representatives shall be responsible for casting votes in the Plenary.~~”.

<sup>243</sup> The following language from NSTIC NPO SECTION 1.5 is deleted and consolidated into this definition: “~~A Member Organization may designate someone other than an employee to represent its organization.~~”.

<sup>244</sup> In lieu of the following: “~~This e-Officer serves the functions set forth in these Rules (See, Section 2.2 “The Management Council”; in particular Section \_\_\_\_ ) to support equitable representation of all Stakeholder Categories and Members in the Identity Ecosystem in the advancement of the NSTIC Guiding Principles.~~”.

<sup>245</sup> In lieu of the following: “~~A commercial, governmental, or other separately constituted legal entity and, when applicable, its parent company or organizations, its subsidiaries, affiliations, divisions, committees, and working groups.~~”.

<sup>246</sup> In lieu of the following: “~~”The Presiding This Officer of the Plenary as set forth in these Rules (See, Section 2.1 “Identity ecosystem Plenary”; in particular Section 2.1.3). who provides general leadership and direction of the actions, conducts the meetings, supervises the election process; and oversees the Decision Making process of the Plenary.”.~~”.

<sup>247</sup> **REVISED NSTIC NPO OPENING STATEMENT (Second Paragraph) based upon proposed Charter Sections 1.2.1, 1.2.2 1.2.3 and 1.2.4, AS FOLLOWS:** “~~As stated in the Charter,~~ The primary activities of the Steering Group shall be to: Adopt and establish standards for the Identity Ecosystem Framework; Develop and maintain policies for the Identity Ecosystem Framework; Develop and maintain processes for the accreditation of Identity Ecosystem Entities; and, Develop and maintain Identity Ecosystem Operating procedures.”.

<sup>248</sup> **DEFINITION OF “QUORUM” CONSOLIDATES THE PROVISION OF NSTIC NPO SECTION 5.1, AS FOLLOWS:** “A quorum of the Plenary is defined as greater than fifty (50%) percent of Voting Participating Members and shall be sufficient for the transaction of business however, in the case of the consensus process Non-Voting Members shall taken into account. The Quorum requirement shall apply to Committees unless otherwise modified as set forth in the Committee Charter.”.

<sup>249</sup> NEW.

250 **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 11, AS FOLLOWS:** “The Initial Interim Period commenced on August 15, 2012 and October \_\_, 2012, due to the need to quickly initiate a new organization, the provisions of this section define an initial interim period for the ~~Steering Group~~ IDESG. The provisions of this section shall be in effect for an initial interim period of ninety (90) days from the date of ratification of the interim Rules approved on August 15, 2012 ~~these By-laws~~. All such ~~By-laws~~ Rules shall be in effect upon ratification except as specified in this section. After the initial ninety (90) day period, the provisions of this section will no longer be in effect, except as otherwise approved by the Plenary”.

251 **MODIFICATION AND RECODIFICATION OF NSTIC NPO SECTION 11.1, AS FOLLOWS:** “During the Initial Interim Period ~~a~~ An organization or individual shall be permitted to join the ~~Steering Group~~ IDESG by executing the Membership Agreement as a ~~Participating~~ Voting or Non-Voting Member or by expressing the intent to join as an Interim Member. Interim Members shall have the same rights and responsibilities as ~~Participating Voting and Non-Voting~~ Members. Interim Members shall execute the Membership Agreement no later than the date upon which the Call for Candidates occurs as set forth in the Rules of Association ~~end of the initial interim period~~ in order to remain members”.

252 NSTIC NPO SECTION 11.1.1.

253 NSTIC NPO SECTION 11.1.2.

254 **REVISION AND RECODIFICATION OF NSTIC NPO SECTION 11.3, AS FOLLOWS:** “The initial terms of service for the Management Council Chair, Plenary Chair, and Management Council Delegates elected during the Initial Interim Period shall be from August 16, 2012 through January 27, 2013 ~~six (6) months~~”.

255 **REVISION AND RECODIFICATION IN LIEU OF NSTIC NPO SECTION 2.2.3.4 (Final paragraph) BY DELETING THE FOLLOWING:** “In the first term of office following the initial interim period – where all delegates shall serve for a period of six months (see Section 11, Initial Interim Period) – one-half of Stakeholder Category Delegates and one At-Large Delegate shall serve a one-year term”.

256 NEW.

257 NEW.