

RULES OF ASSOCIATION

OF THE

IDENTITY ECOSYSTEM STEERING GROUP (“IDESG”)

**Adopted by the Plenary
November 11, 2012**

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RULES OF ASSOCIATION OF THE IDENTITY ECOSYSTEM STEERING GROUP

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Introduction: A Charter for the Identity Ecosystem Steering Group.

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

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

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

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

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

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

A Private Sector Driven Collaboration. A core tenet of the NSTIC is that its implementation must be led by the private sector. The NSTIC calls for the Federal Government to work collaboratively with the private sector, advocacy groups, public sector agencies, and other organizations to improve the processes by which online transactions are conducted. The Strategy itself was developed with substantial input from both the private sector and the American public. The National Institute of Standards and Technology (“NIST”), which has been designated to establish a National Program Office to lead the

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

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

implementation of the NSTIC, recognizes that a strong and vibrant public-private partnership is necessary to execute the Strategy's vision in a way that supports the wide range of interactions that occur over the Internet. As such, NIST is leading the effort to fulfill the NSTIC's call for government to work in close partnership with the private sector and other relevant stakeholder categories to:

[Establish a steering group to] administer the process for policy and standards development for the Identity Ecosystem Framework in accordance with the Guiding Principles in [the] Strategy. The steering group will also ensure that accreditation authorities validate participants' adherence to the requirements of the Identity Ecosystem Framework"³.

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

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

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

- Ensuring that the Identity Ecosystem and Identity Ecosystem Framework conform to the four NSTIC Guiding Principles;
- Administering the process for policy and standards development and adoption for the Identity Ecosystem Framework and, where necessary establishing 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. 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.

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

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.

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

B. The Scope of IDESG Activities. 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. Promote and Adopt Standards. 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. The IDESG shall establish the mechanisms necessary to develop, implement, and maintain policies and procedures 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. 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. 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. The IDESG, its components, and its members shall at all times operate in accordance with four Guiding Principles set forth in the NSTIC. They are:

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

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

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

4. Identity solutions will be cost-effective and easy to use. The Identity Ecosystem will promote identity solutions that enable individuals to use a smaller number of identity credentials across a wide array of service providers. These identity solutions must be cost-effective for users, identity and attribute providers, and relying parties. Furthermore, identity solutions should be simple to understand, intuitive,

easy-to-use, and enabled by technology that requires minimal user training.

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

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

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

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

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

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

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

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

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The Rules of Association

The Identity Ecosystem Steering Group Rules of Association (“Rules”) describe the roles, responsibilities, policies, and procedures that govern the operation and Primary Activities of the Identity Ecosystem Steering Group (“IDESG” or “Steering Group”).

1. Membership and Other Levels of Participation.

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

1.1. Membership Agreement.

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

1.1.2 Execution of Membership Agreement. Requisite to Membership. To become a member, an Individual or Organizational Member shall complete and execute the Steering Group Membership Agreement, signifying the adherence of the Member to the Primary Activities of the IDESG as set forth in these Rules. The completed and executed Membership Agreement and a Membership Roster shall be sent to the Secretariat who shall collect and record the Membership Agreements and publish the Member name and Affiliated Stakeholder Category to the public list.

1.2. Membership Classes.

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

1.2.1 Membership Types.

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

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

1.2.2 Organizational Members.

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

1.2.2.2 Member Representatives. Each Organizational Member shall designate one person as its Member Representative, in accord with its own selection process. No person shall represent more than one Organizational Member. Each Organizational Member is authorized to designate, in writing to the Secretariat, alternate Member Representatives who may act on their behalf in the absence of the Member Representative.

1.2.2.3 Member Associates. 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, each Organizational Member shall be entitled to only one voting representative in the deliberations of a Committee.

1.2.3 Individual Members. An individual shall be permitted to join the IDESG under the terms set forth in §1.1 and may join as either a Voting or Non-Voting Member. If joining as a Voting Member, an individual may choose to identify with one of the Stakeholder Categories. Individual Members shall not represent the interests or act on behalf or at the behest of an Organizational Member. Individual Members, at all times, shall act on their own behalf and solely represent themselves.

Individual Non-voting Members shall enjoy the pertinent Rights and Responsibilities found in §§1.3.1 and 1.3.2.

1.3. Member Rights and Responsibilities.

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

1.3.1.1. Participate as Members for as long as they meet the requirements of membership.

1.3.1.2. Submit proposed requirements for the Identity Ecosystem Framework.

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

1.3.1.4. Participate in the Consensus decision-making process.

1.3.2. Responsibilities of Members. Members shall have the responsibility to abide by the Membership Agreement and comply with these Rules.

1.3.3. Additional Rights of Voting Members. Voting Members shall have the right to:

1.3.3.1. Vote in IDESG elections in accordance with these Rules.

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

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

1.3.4. Additional Responsibilities of Voting Members. Voting Members shall have the responsibility to:

1.3.4.1. Participate in Plenary meetings.

1.3.4.2. Review Plenary documents.

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

1.4. Changes in Membership Status.

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

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

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

1.4.2.1. Dissolution of an Organizational Member.

1.4.2.2. Acquisition or divestiture of one Organizational Member by another Organizational Member.

1.4.2.3. Change in employment status or affiliation of any individual.

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

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

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

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

2. Steering Group Structure and Responsibilities.

The Steering Group shall employ the NSTIC as its initial strategy. IDESG shall consist of two bodies: the Plenary and the Management Council. Additionally, the IDESG 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 Vice Chair of the Plenary, the Chair of the Management Council (and on or after September

1, 2014, the Management Council Vice Chair) and the Delegates of the Management Council as set forth in these Rules.

2.1 The Plenary.

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

2.1.1. Plenary Membership. The Plenary shall be open to all IDESG Members.

2.1.2. Plenary Responsibilities. The Plenary shall:

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

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

2.1.2.3. Recommend creation or dissolution of Committees to perform the Plenary's work.

2.1.2.4. Develop and establish accountability measures for the Plenary and its components.

2.1.2.5. Facilitate the ongoing operation of the IDESG.

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

2.1.2.7. Conducting & Participating in Elections. The Plenary shall be responsible for electing Management Council Delegates and the Plenary Chair and Vice Chair and Management Council Chairs.

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

2.1.3.1. The Privacy Committee. There shall be a Privacy Committee which shall have such responsibilities and authority as

specially set forth in these Rules and the Committee Charter, including:

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

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

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

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

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

2.1.3.2.1. responsible for addressing and coordinating ongoing/permanent development issues and matters, including but not limited to, the coordination of Policy, Standards and Accreditation; and,

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

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

2.1.3.4. Participation Requirements. Participation in and meetings of the Committees shall be open to all Members; however, only Voting Members may vote on work products and

recommendations. Moreover, Members can participate in an unlimited number of Committees; however, in such Committee each Voting Member shall have only one vote in each Committee.

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

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

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

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

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

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

2.1.4.1.4. Ensure that all information and decisions are clearly and effectively communicated.

2.1.4.1.5. Coordinate with the Management Council and ensure that the policy and strategic goals of the IDESG are being met.

2.1.4.1.6. Foster an open and amiable atmosphere at Plenary meetings.

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

2.1.4.1.8. Call meetings of the Plenary from time to time.

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

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

2.2. The Management Council.

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

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

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

2.2.1.2. At-Large Delegates. Two (2) At-Large Management Council Delegates shall be elected as set forth herein.

2.2.1.3. Exercise of Judgment. All Delegates are expected to exercise their best judgment and strategic responsibility to help the IDESG fulfill its mission of implementing the NSTIC and sustaining the Identity Ecosystem as a whole. Although each Stakeholder Category Delegate has chosen to self-select into a particular Stakeholder Category, they are not expected to take selective or special direction from their Stakeholder Category.

2.2.2. Administrative Activities. The Management Council shall perform administrative duties to facilitate the operations of the IDESG. The Management Council shall:

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

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

2.2.2.3. Review charters of the Committees of the Plenary in accordance with the policy of the Plenary pertaining to the development of policies for the IDESG.

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

2.2.2.5. Manage marketing and public relations activities.

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

2.2.3. Management Council Chair. The Management Council Chair shall be the presiding Officer of the Management Council.

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

2.2.3.1.1. Act in a purely neutral capacity, when presiding over or conducting the business of the Management Council, divesting him or her of any organizational or technical position in Management Council activities.

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

2.2.3.1.3. Guide the Consensus process in the Management Council.

2.2.3.1.4. Preside over meetings and oversee votes of the Management Council.

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

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

2.2.3.1.7. Act as the lead spokesperson for the Management Council between meetings.

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

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

2.2.4.1. Duties. The Management Council Vice-Chair shall:

2.2.4.1.1. Promote Identity Ecosystem stakeholder involvement and engagement.

2.2.4.1.2. Build Consensus on policy frameworks necessary to achieve the vision.

2.2.4.1.3. Actively participate within and across relevant public and private sector forums.

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

2.2.4.1.5. Assume the responsibilities of the Management Council Chair in his or her temporary absence.

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

2.2.5. Ombudsman. The Ombudsman shall be responsible for: reviewing the activities of the Officers and bodies of the IDESG to assure the actions and decisions that uphold the NSTIC Guiding Principles; ensuring that the 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 and complaints from the Members; and facilitating public comment and citizen outreach. The Ombudsman shall be a non-voting Officer.

2.2.5.1. Selection. The Ombudsman shall be selected by the Secretariat. The Management Council shall establish criteria for the selection of the Ombudsman. The Ombudsman shall:

2.2.5.1.1. Be independent from IDESG Members, Officers, representatives or employees of the Secretariat and any association with any particular Stakeholder Category or other interest in the Identity Ecosystem.

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

2.2.5.1.3. Have strong communication, interpersonal, and problem solving skills.

2.2.5.1.4. Have experience in complaint resolution and investigation.

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

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

2.2.5.3.1. Uphold the provisions of the IDESG Governance Documents.

2.2.5.3.2. Facilitate balanced representation within the IDESG.

2.2.5.3.3. Develop and implement complaint and issue resolution policies and procedures for the IDESG.

2.2.5.3.4. Investigate and assist in the resolution of issues and complaints associated with IDESG processes.

2.2.5.3.5. Report on Ombudsman activities to the Management Council.

2.2.5.3.6. Maintain and safeguard records of all Ombudsman activities.

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

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

2.2.5.4.1. Attend all IDESG meetings and functions.

2.2.5.4.2. Conduct investigations and fact finding into complaints and issues arising from IDESG proceedings.

2.2.5.4.3. Make recommendations to the Plenary and/or the Management Council, as appropriate, and assist in the resolution, mitigation, and prevention of issues and complaints.

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

2.3. Secretariat.

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

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

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

2.3.2.1. Distribute IDESG documents and process received comments and input.

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

2.3.2.3. Record and make available all decisions of the IDESG for confirmation, and prepare reports for the IDESG as requested.

2.3.2.4. Support the Steering Group's efforts to ensure alignment with the NSTIC Guiding Principles and operating principles.

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

2.3.2.6. Provide the resources and personnel for the Ombudsman position.

2.3.2.7. Take and record attendance at Plenary meetings.

2.3.2.8. During the election process the Secretariat shall be responsible for the administration and conduct of General Elections.

2.4. Transparency and Dissemination of Information.

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

2.4.1. Open Meetings. Wherever possible, meetings of the IDESG shall be open for public attendance; however, public participation shall be governed by the provisions of §1.5, above. Electronic tools and mechanisms shall be made available to enable remote attendance and participation.

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

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

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

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

3. General Elections.

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

3.1. General Requirements.

The general requirements for the election process are:

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

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

3.2. Elected Officers of the Steering Group.

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

3.2.1. Term of Office. Commencing not later than April 15, 2013 the following Officers shall serve one (1) year terms or until their successors are elected and qualified: Plenary Chair, the Plenary Vice-Chair, Management Council Chair and Management Council Delegates (and on or after September 1, 2014, the Management Council Vice Chair).

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

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

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

3.3. Stakeholder Category Affiliation.

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

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

Member Representatives and Member Associates may be affiliated with the Stakeholder Category selected by their respective Organizational Member. Individual Members shall have the option to self-identify into any of the Stakeholder Categories enumerated in §3.1, below, including Unaffiliated Individuals.

3.3.1. Stakeholder Categories. Members may choose to affiliate with only one of the following Stakeholder Categories.

3.3.1.1. Privacy and Civil Liberties: protection of individuals’ privacy and civil liberties;

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

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

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

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

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

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

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

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

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

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

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

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

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

3.3.2. Periodic Review of Stakeholder Categories. The Plenary 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 Plenary may add, remove, or modify Stakeholder Categories at any time, as necessary by Consensus or the vote of the majority of the ballots cast by Voting Members.

3.3.3. Management of Stakeholder Categories.

3.3.3.1. The Stakeholder Categories enumerated in the Rules as of the date of the Call for Candidates and Notice to Voting Members, as set forth in §3.4.2, shall be the Categories used in that election.

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

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

3.3.3.2.2. Change status to select a different Stakeholder Category; or,

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

A Voting Member remains in his/her/its chosen Stakeholder Category until he/she/it has given Notice of a change.

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

3.4. Election Process.

The election process is described in the sections that follow.

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

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

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

3.4.2.2. The notice shall be made up to three (3) months prior, but not less than one (1) month prior, to the end of terms of

the Plenary Chair, the Plenary Vice-Chair or Management Council Chair.

3.4.2.3. The Secretariat shall seek the assistance of the Management Council.

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

3.4.3.1. For Plenary Chair, the Plenary Vice-Chair, Management Council Chair (and on or after September 1, 2014, the Management Council Vice Chair), and Management Council At-Large Delegate positions, any Voting member may submit recommendations for vacancies.

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

3.4.4. Candidate Qualifications. The Secretariat shall review candidate qualifications in accordance with the following qualifications criteria:

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

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

3.4.4.3. The nominee must be a Voting Member.

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

3.4.6. Voting for Candidates. The process for voting for candidates is as follows:

3.4.6.1. The Management Council shall, prior to the notice of the call for candidates, set the date for the election of the Plenary Chair, the Plenary Vice-Chair, Management Council Chair (and on or after September 1, 2014, the Management Council Vice Chair) and two (2) At-large Management Council Delegates at least

two (2) weeks prior to the election of the Management Council Stakeholder Category Representatives.

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

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

3.4.6.4. The Secretariat shall administer the vote, tally the ballots, and report the results.

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

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

4. Meetings.

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

4.1. Meetings Requirements & Procedures.

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

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

4.1.2. Attendance shall be recorded for all meetings.

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

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

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

4.1.6. Minutes shall be documented for all meetings.

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

4.1.8. Electronic Participation. All Members may participate in all meetings and Decision Making of the IDESG by any means of communication (i.e. electronic, telephone, internet/online etc...) by which all Members participating may simultaneously hear each other and/or participate during the meeting or other activity of the Plenary, including electronic deliberations. The entire meeting or activity may be conducted through such means.

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

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

4.2. Meeting Administration.

The sections that follow describe administrative requirements for IDESG meetings.

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

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

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

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

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

5. Decision Making.

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

5.1. Quorum.

A Quorum of the Plenary shall be required for the transaction of business, as set forth herein, taking into account the eligible Members present including those remotely via electronic means.

5.2. Consensus.

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

5.2.1. Consensus Process. The following procedures shall be used in the Consensus process:

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

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

5.2.1.3. The chair of the respective body shall act as the facilitator of the Consensus process.

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

5.2.1.5. A call for objections shall be made to all members.

5.2.1.6. The absence of sustained objection shall be considered Consensus.

5.2.1.7. Sustained objections which cannot be resolved through continued discussion may be acted upon by the Chair of the

Plenary in accordance with the applicable Standing Rules of Order or; alternatively, be subject to a motion, by a Voting Member: to move the proposal to a vote; or, table for further consideration.

5.2.2. Failure to Reach Consensus. When no consensus can be reached in a timely manner, the decision shall be reached by Voting.

5.3. Voting.

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

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

5.3.2. Quorum. A Quorum of Voting Members is required.

5.3.3. Voting Process. The voting process is described in the sections that follow.

5.3.3.1. Voting Procedures. Voting percentages shall be calculated in terms of the number of “yes” and “no” votes cast. A record of voting on all measures requiring a vote shall be maintained by the Secretariat. Voting Members may choose to qualify their votes with comments for the record, in person or via electronic means.

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

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

6. Intellectual Property Policy.

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

7. Conflict of Interest.

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

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

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

8. Non-Liability.

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

9. Parliamentary Authority.

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

10. Adoption and Amendments of the Rules of Association.

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

11. Severability.

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

12. Glossary: Defined Terms.

Capitalized terms used within these Rules have the meaning assigned below and generally apply equally to singular and plural forms. Alternate forms that may appear in parenthesis after a defined term are generally used throughout these Rules for simplicity and brevity. These definitions are intended to introduce concepts, processes or bodies more explicitly defined in the full text of these Rules. In the event of a conflict between a defined term and any other provision of these Rules, the specific provision of the Rules shall apply.

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

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

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

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

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

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

12.4.3 Management Council Vice-Chair: This Officer shall assist the IDESG in maintaining alignment with NSTIC objectives and the NSTIC Guiding Principles.

12.5 Identity Ecosystem Plenary (“Plenary”): The body of all Members of the IDESG. The Plenary is the authoritative body responsible for the advancement of the Primary Activities of the 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 and all other Governing Documents approved by the Plenary. The Plenary is open to all Members of the IDESG; however, only Voting Members shall participate in voting as may be required by these rules, including, but not

limited to elections for Management Council Delegates, Management Council Chair (and on or after September 1, 2014, the Management Council Vice Chair), the Plenary Vice-Chair and the Plenary Chair.

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

12.7 Member: Any Organizational Member or Individual Member that signs the Membership Agreement.

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

12.7.2 Member Associates: Employees and associates of Organizational Members who participate in the Committees of the Plenary. All Member Associates shall be listed in the Membership Agreement in the Membership Roster. Such Member Associates shall comply with the same obligations as the Organizational Member under the Membership Agreement.

12.7.3 Member Representative: The person, whether or not an employee of an Organizational Member, selected to act on behalf of the member and may be responsible for executing the Steering Group Membership Agreement and shall maintain the Membership Roster. In the case of a representative of a Voting Member the representative shall be responsible for casting votes in the Plenary (“Voting Member Representative”). In the case of a representative of a Non-Voting Member the representative shall have no vote in the Plenary (“Non-Voting Member Representative”).

12.7.4 Membership Roster: A list of all current Members to be maintained and updated by the Member Representative and supplied to the Secretariat.

12.7.5 Organizational Member: Any Organization, regardless of its nation of organization.

12.7.6 Non-Voting Member: Members that do not meet the criteria for Voting Members, but that wish to maintain a formal and ongoing presence in the IDESG. Non-Voting Members may still contribute to the work of the Plenary and its Committees. While they may participate in the Consensus process, they shall not be permitted to vote in Plenary

or Committee proceedings and in the elections of Officers and delegates. The requirements for qualification as a Non-Voting Member are set forth in these Rules.

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

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

12.9 Officers: The Officers of the Plenary are the Chair and Vice-Chair. The Officers of the Management Council are the Chair, Vice Chair and the Ombudsman.

12.10 Ombudsman: This Officer serves the functions set forth in these Rules.

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

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

12.13 Preponderance of the Plenary: An affirmative vote of more than two-thirds ($2/3^{\text{rds}}$) of the votes cast by the Voting Members of the Plenary.

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

12.15 Quorum: A quorum of participation shall be required for the transaction of business by the IDESG. To be considered as "present" at the time

of a call for a quorum, the Member must either be: physically present in the meeting room at the time of the call for a quorum; or, verified as able to hear, engage in verbal communications with the other attendees in the meeting room and on the electronic connections thereto, at the time of the call for a quorum.

12.15.1 Meetings of the Management Council. A quorum requires the presence of at least fifty (50%) of the Delegates.

12.15.2 Meetings of the Plenary, Committees and Other Entities of the IDESG.

12.15.2.1 Consensus. To transact business by consensus requires the presence of at least fifty (50%) percent of Recently Active Voting and Non-Voting Members.

12.15.2.2 Voting. To transact business by vote requires the presence of at least fifty (50%) percent of recently-active Voting Members.

12.15.3 Electronic Deliberations. To transact business by electronic deliberation (e.g., via email discussion list, ballot, etc...) between meetings, a quorum shall be considered to exist if the call for decision or action (either by consensus or by vote) is held for at least fourteen (14) days; in accordance with a notice of a meeting in which electronic deliberations and decision-making is anticipated.

12.16 Recently Active Members: Those Members, Voting and/or Non-Voting, as the case may be, who have been present at some time during the current meeting or any of the immediately preceding two (2) meetings of the Plenary, Committee or other entity of the IDESG.

12.17 Rules of Association (the “Rules”): The documents that contain the basic rules relating to the primary characteristics of the IDESG, prescribing how the Steering Group functions. The Rules shall include those Special Rules of Order, Standing Rules and Provisos as the Plenary may adopt from time to time.

12.18 Secretariat: Provides administrative and material support to the IDESG.

12.19 Supermajority Vote of the Plenary: An affirmative vote of more than three-fourths (3/4^{ths}) of the votes cast by the Voting Members of the Plenary.

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

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

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

1. Administrative Role of Management Council.

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

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

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

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

(e) The Management Council may issue an objection to the proposal, with explanation. If the Management Council fails to approve the proposal in the allotted time or approves the Proposal with or without comment, the proposal shall proceed to the Plenary. The Plenary may override a Management Council objection in accordance with the Decision Making provisions of the Rules of Association and in accordance with the process outlined below.

2. Role of Plenary: The First Reading.

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

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

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

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

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

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

3. Role of Plenary: The Second Reading.

(a) Upon resubmission the Management Council will review the proposal for compliance with the proposal writing criteria as set forth in paragraph B. above.

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

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

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

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

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

Proviso #1: Regarding the Initial Interim Period

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

B. Participating and Interim Members. Notwithstanding the foregoing, any Organization or individual who joined the IDESG, under the IOP, by executing the temporary membership agreement as a Voting Member (f/k/a “Participating” Member) or by expressing the intent to join as an Interim Member shall execute a Membership Agreement prior to the Call for Candidates in accordance with the provisions of §§1.1.2 and 3.4.6.3 of these Rules, in order to remain in good standing.

1. Member Representatives. Each Interim Member shall designate a Member Representative in accordance with §1.2.3 of these Rules.

2. Stakeholder Category Affiliation. Each Interim Member shall self-select into the Stakeholder Category that they consider best represents its roles or interests in the Identity Ecosystem.

C. Officer and Delegate Terms of Service. Notwithstanding the provisions of paragraph A, above, 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 the earlier of the date upon which the election may occur, in accordance with the provisions of the Rules of Association or April 15, 2013.

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

Proviso #2: Selection of the Secretariat

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

Proviso #3: Complaint Procedure

A. The Ombudsman shall recommend to the Plenary, for consideration as a Special Rule of Order at the meeting of the Plenary immediately following adoption of these Rules of Association, a complaint procedure with due consideration of the following attributes:

1. Any Member may file with the Ombudsman an informal or written complaint arising out of actions taken by the Plenary, Management Council, or any Committee or other body of the Plenary.
2. An outline of the steps, participants, and timetable to resolve a dispute, including: a preliminary fact-finding by the Ombudsman; and, attempted resolution by the mediation of the Ombudsman.
3. If mediation fails, for complaints against the Plenary, the Management Council shall decide a final resolution.
4. If mediation fails, for complaints against a Committee of the Plenary or the Management Council, the Plenary Chair shall decide a final resolution.
5. A reasonable timetable for resolution of each complaint.

Proviso #4: Regarding the Special Committee on Governance

Notwithstanding the chartering requirements of the §§2.1.3.2 and 2.1.3.3 of the Rules of Association (the “Rules”), there shall be a Special (temporary) Committee on Governance (“SCG”) established, which shall be constituted, as follows:

A. Scope of Work:

1. Develop a Membership Agreement for consideration as soon as practicable, but not later than December 1, 2012 and present a Membership Agreement for adoption by the Plenary. The Membership Agreement shall include but not be limited to the following:

(a) IPR policy, following the consensus attained in the Governance Task Force (“GTF”) process which commenced during the August 2012 Plenary Meeting and culminated with the recommendation for consideration of these Rules on October 29, 2012;

(b) Anti-trust policy; and,

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

2. In accordance with §5 of the Rules, develop appropriate provision(s) addressing online electronic deliberation and voting outside the context of a meeting.

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

(a) The experiences of IDESG during 2013;

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

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

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

4. Create a charter for this SCG as soon as practicable.

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

B. Term: The SCG shall dissolve upon its report to the first Plenary of 2014.

C. Membership: The SCG's membership shall be open to any interested Member.

D. Chair: The SCG shall select one or more chairs at its first meeting, which shall be held as soon as practicable following approval of the Rules of Association.