



# **Kantara Initiative**

# **Operating Procedures**

# **Version 2.0**

*An unincorporated association operating as a program of  
the IEEE Industry Standards and Technology Organization ("IEEE-ISTO")*

## **ARTICLE 1 DEFINITIONS**

Whenever a term defined below is capitalized, it is used as defined. If the word or phrase does not have leading capital letters, then it is to be interpreted within the context of the specific text.

A capitalized term not defined below is used as defined in the Organization Bylaws.

**“Chairperson” or “Chair”** shall mean the elected leader of a Work Group, Discussion Group, or the Leadership Council.

**“Charter”** shall mean the documentation required to create or amend a Work Group. The Charter shall conform to the requirements defined in the Organization Bylaws and these Operating Procedures.

**“De-chartering”** shall mean the first stage in a group shutdown. An LC vote to de-charter a group requires a Simple Majority. A Work Group vote to de-charter itself required a Supermajority of the voting participants of the group.

**“DG”** shall mean Discussion Group.

**“Draft Recommendation”** shall mean a document reported out of a Work Group for All Member Ballot.

**“Group Leadership”** shall mean the elected Chair and Vice-Chair, or several Co-Chairs, of a Work or Discussion Group.

**“IP”** shall mean Intellectual Property.

**“LC”** shall mean Leadership Council the governing and administrative body of all Work Groups and Discussion Groups.

**“Report”** shall mean any Work Group or Discussion Group output that is not a Technical Specification and that is approved by a Majority of the Group and submitted to the Leadership Council. A Report is not a branded product of the Organization.

**“Editor”** shall mean a WG participant(s) who is assigned the responsibility of maintaining the integrity of a Draft Recommendation being produced by the Group.

**“Vice-chair”** shall mean the elected assistant to the Chair. Note: in some cases at the discretion of a Work Group, the Vice-chair(s) of a group may be called the Co-Chair(s).

**“WG”** shall mean Work Group.

## **ARTICLE 2 PURPOSE**

These Operating Procedures pertain to:

- a) General operations of Kantara Initiative
- b) The operations of the Leadership Council
- c) All operations of the Work Groups and Discussion Groups authorized and created by the Leadership Council.

## **ARTICLE 3 LEADERSHIP COUNCIL**

The Leadership Council (LC) is the administrative and governing body for all Work Groups and Discussion Groups. The organization Leadership Council is the central forum for creation and monitoring of Work Groups and Discussion Groups.

### **SECTION 3.1: Membership**

Membership in the LC includes the Chairs (or designee) from each LC authorized Work Group (WG) and Discussion Group (DG).

The LC includes voting and non-voting members as defined below

- a) WG Chairs (or Alternate) are voting members of the LC
- b) DG Chairs (or Alternate) are non-voting members of the LC

### **SECTION 3.2: Duties and Responsibilities**

The roles and responsibilities of the LC, as referenced in ARTICLE 6 SECTION 6.2 of the Organization's Bylaws) include:

- a) Approval of new and revised Work Group charters;
- b) Oversight of the operations and expenditures of all groups;
- c) Disbanding groups;
- d) Certification of Work Group output for All Member Ballot;
- e) Preparation of annual and supplemental budget requests to the Board of Trustees for funding of Leadership Council sponsored Groups;
- f) Election of up to two representatives to Board of Trustees from the LC membership; and
- g) Development and maintenance of the Operating Procedures, subject to approval by the Board of Trustees.

### **SECTION 3.3: Officers**

The LC Leadership Team shall consist of a Chair, Vice-Chair and Secretary.

### **SECTION 3.4: Chairperson**

The duties and responsibilities of the Chairperson include:

- a) Act as the chief administrator of the LC;
- b) Schedule and serve as the chairperson of all meetings of the LC; and
- c) Provide monthly reports to the Board of Trustees regarding the status and activities of the LC Groups.

### **SECTION 3.5: Vice-chairperson**

The Vice-chairperson shall carry out the responsibilities of the chair in the absence of the chairperson, or in the event of the Chairperson's inability or refusal to act.

### **SECTION 3.6: Secretary**

The duties and responsibilities of the LC Secretary include:

- a. Produce and distribute the LC meeting minutes and attendance reports;
- b. Maintain a log of all LC decisions with ongoing impact;
- c. Maintain this Procedures and Guidelines document;
- d. Assign Organization Recommendation numbers to all Member-approved Recommendations; and
- e. Maintain the official public directory of those Recommendations

### **SECTION 3.7: Election and Term**

The Chairperson, Vice-Chairperson, and Secretary shall be elected by a Majority vote of the voting members of the Leadership Council. The term of the Chairperson, the Vice-Chairperson, and the Secretary shall be one year, renewable.

A member of the LC Leadership Team may be removed at any time without cause by a Supermajority vote.

### **SECTION 3.8: Meetings**

The Leadership Council shall meet at least once per month. While most LC meetings are held via phone and online, face-to-face meetings may be held as required. In the case of face-to-face meetings, the meetings should be held at geographically diverse locations in order to minimize the overall travel burden on any and all LC participants. Attendance at face-to-face meetings via telephone is permitted.

All meetings of the Leadership Council are open to all participants. At the Chair's discretion, the Chair may limit comments to LC members and may limit the duration and repetition of speakers. Only voting members of the LC may propose and second resolutions and motions.

### **SECTION 3.9: Voting**

Except in those cases required by these Operating Procedures, or by the organization Bylaws, the LC shall seek to reach its decisions by consensus. When no consensus can be reached in a

timely manner, at the discretion of the Chair the decision shall be reached by voting as defined in these Operating Procedures, in the Bylaws, and in other controlling documents.

A majority of the voting members of the LC shall constitute a quorum. Actions taken in the absence of a quorum shall be confirmed by electronic ballot of all voting members of the LC.

For the purpose of ensuring an active membership base is maintained, any voting member in the LC who fails to attend two consecutive meetings of the LC may, at the discretion of the Chair, be re-classified as a non-voting member. Such re-classification shall be stated in the agenda of the meeting in which it takes effect. Voting member status may be re-acquired by attending a meeting of the LC, in which case the voting member status is effective at the conclusion of the meeting. In the case of an electronic vote of the LC, if the electronic vote is initiated while a participant is in non-voting status, the participant may not vote in that electronic vote.

No individual may exercise more than one vote on the Leadership Council. If an individual represents more than one WG on the LC, said individual shall only be permitted to cast one vote on any issue.

Proxy voting is not permitted.

The following actions require a Simple Majority of those voting:

- a) Approval of the formation of a Work Group;
- b) Dissolution of a Work Group or a Discussion Group;
- c) Certification of a Draft Recommendation as ready for All Member Ballot (Refer to ARTICLE 6);
- d) Approval of Work Group and Discussion Group Reports; and
- e) All actions not specifically identified elsewhere in these procedures

The following actions require a Majority of the LC voting membership

- a) Election of Leadership Council Chair, Vice-Chair, and Secretary; and
- b) Submission of Budget Requests (or supplements) to the Board of Trustees;

The following actions require a 1/5 minority of those voting:

- a) Request for a roll-call vote

### **SECTION 3.10: Leadership Council Documents and Materials**

Leadership Council email, meeting minutes, agendas, action item reports, membership rosters, voting records, and policies and procedures shall be available for public review.

Access to LC budget requests to the Board of Trustees is restricted to Members of the Organization.

### **SECTION 3.11: Leadership Council Approval Process**

1. The Proposing Participant obtains a blank Work Group Charter template, downloads a copy of it, and fills it out.
2. The Proposing Participant (or whoever is named as the leader in the WG Charter) submits the completed WG Charter to the LC Secretary via email.
3. The LC Secretary, in conjunction with the Kantara Initiative staff, review the WG Charter to ensure it adheres to the rules laid out in the Bylaws and Operating Procedure documents.  
**NOTE:** *This step is only to ensure the charter adheres to the template requirements, and does not include any vetting of the proposed work.*
4. The LC Secretary notifies the Proposing Participant when the WG Charter is officially accepted, and forwards the WG Charter to Kantara Initiative staff.
5. Kantara Initiative staff saves a copy of the WG Charter and adds it to the wiki, removing email addresses from all named Proposers other than the named Leader, and forwards the link to the LC Secretary for distribution.  
**NOTE:** *The Kantara Initiative staff will need the email addresses of the proposers in order to provision the email distribution list, but they do not need to be made public.*
6. The LC Secretary announces to the LC discussion list that a new WG Charter is available for review, along with a link to the wiki page.
7. The LC Chair, working with the LC and Proposing Participant, sets a date for the LC to vote on the WG Charter, to be held within 30 days of being received by the LC Secretary.

#### **ARTICLE 4 WORK GROUPS (WG)**

Work Groups (WGs) are chartered by the Leadership Council to work on issues specified in the WG charter.

The WG shall elect from its participants one or more editors to produce draft Technical Specifications, other Draft Recommendations, and/or Reports.

Participation in a WG is contingent on accepting the Intellectual Property policies of that Group. IP terms of a WG must be described in its charter. Once the IP governance is established for a WG, it may not be changed.

##### **SECTION 4.1: Formation of a Work Group**

Submission of a WG Charter for approval requires the signature of three (3) or more proposed Participants of the WG, at least two (2) of whom must be Members.

To create a new working Group the proposed WG charter must be submitted to the LC Secretary for approval by a Simple Majority of the Leadership Council.

The Leadership Council must consider any properly submitted proposal for the creation of a Work Group and vote on it within thirty (30) days of its submittal to the LC Secretary

All proposed and approved WG Charters must be made available for public review.

The proposed Charter (using the format provided in Annex A) for a WG must include:

- a) WG Name (and any acronym or abbreviation of the name) – The WG name, acronym and abbreviation shall not include (1) trademarks not owned by the Organization, or (2) content that is infringing, harmful, or inappropriate;
- b) Clear statement of purpose and justification why the proposed WG is necessary;
- c) Scope – The Scope must be related to the purpose of the Organization and must include a definition of the work that is envisioned;
- d) Working Titles of draft Technical Specifications to be produced (if any) and projected completion dates;
- e) Other Draft Recommendations and projected completion dates (i.e., deliverables that are not Technical Specifications that will be submitted for All Member Ballot);
- f) Proposed WG Chair and Editor(s) (if any) subject to confirmation by a vote of the WG Participants;
- g) Anticipated audience or users of the work;
- h) Criteria for determining when the work of the WG has been completed (or a statement that the WG is intended to be a standing WG to address work that is expected to be ongoing);
- i) The Intellectual Property Rights Policy under which the WG will operate;
- j) Related work being done in other WGs or organizations and any proposed liaison with other WGs or organizations;
- k) Names, email addresses, and any constituent affiliations of at least the minimum set of proposers required to support forming the WG; and
- l) Optionally, a list of contributions that the proposers anticipate will be made to the WG.

#### **SECTION 4.2: Work Group Shutdown Process**

Working Groups can be wound down for the following reasons:

- a) Incorrect WG Formation

Work Groups are required to elect Group Leadership (Refer to SECTION 4.5).

If the WG Leadership is not filled within 45 days of a WG's formation, or if 45 days pass after a one-year Chair term ends without a reconfirmation vote or election of a new candidate, the LC must send a reminder notice to the Group.

If the issue is not rectified by the WG within 60 days after receiving the warning, the question of de-chartering the WG must automatically be brought up at the next Leadership Council meeting.

To assist the Leadership Council, a WG must note in its quarterly reports any deadlines in the forthcoming quarter, such as:

Pending expiration of WG Chair term (Refer to SECTION 4.10) requires that a WG hold Chair nominations at least one month before the expiration of a term)

Any Group chartered time-based or other limited restrictions on its own lifetime.

- b) Becomes dormant



WG are responsible for submitting quarterly activity reports to the Leadership Council (Refer to SECTION 4.3). The reporting process is one of a number 'pulse checks' that can be used to determine if a group is dormant.

If a Working Group fails to submit a quarterly report within 60 days of the end of a quarter, the LC must send a reminder notice to the Working Group. If the Working Group fails to submit two quarterly reports in a row, within 30 days of the second failure the LC appoints an LC representative to support the Working Group leadership team, the question of de-chartering the Working Group must automatically be brought up at the next Leadership Council meeting. If the Working Group fails to submit three quarterly reports in a row, and no accompanying reasonable rationale for the failure, the LC shall commence a disbanding process in accordance with its Duties and Responsibilities outlined the Operating Procedures.

On receipt from a Working Group of three quarterly reports in a row documenting no meetings held, no substantive list activity, and no document production, accompanied with a reasonable rationale for the lack of activity, within 30 days of the most recent report the LC must send a request to the Working Group asking for comment. If the leadership team of the Working Group does not respond (for example, with a remediation plan for Leadership Council discussion or a mitigating explanation) within 60 days of receiving the request, the question of de-chartering the Working Group must automatically be brought up at the next Leadership Council meeting.

c) Has an expired charter, or

A Working Group that has an expired Charter must either re-charter to continue Working Group activity or de-charter and cease activity. The process along either of these routes must commence no later than 30 days from expiry. The most recent quarterly activity report should provide an indication of whether the Group expects to re-charter or de-charter. However, if no evidence of re-chartering is provided to the LC within 30 days after expiry, the LC will commence a disbanding process in accordance with its Duties and Responsibilities.

d) Working Group Self- Shutdown.

A Working Group may at any time vote to de-charter itself by a super-majority of those voting on the motion to shut down the Working Group. The result of the vote to de-charter is then put before the Leadership Council for ratification.

### **SECTION 4.3: Annual WG Charter Renewal**

In order to make sure all Kantara Work Groups (WGs) are active and aligned with the Kantara goals and mission, each WG will review the goals and timelines of their charter by October of each year. The process is as follows:

- a) In August, the Kantara Leadership Council Chair will send out a note to all WG mailing lists reminding them of Kantara Initiative's goals and mission, and request that they review and update (if necessary) their charters.
- b) The WG will perform that review and vote to endorse the charter by the end of October.

- c) Upon endorsing the charter, the WG Chair will submit the charter to the LC for review and approval.
- d) The WG Secretary will verify that the WG Charter, as approved by the WG and the LC, will be updated on the wiki.
- e) On an ongoing basis, submit a quarterly report within 60 days of the end of a quarter.

If a WG is unresponsive during the annual charter review, the WG will automatically be modified to a Discussion Group (DG). Please refer to Article 5, Discussion Groups.

#### **SECTION 4.4: Membership**

WG participation is open to all persons (whether or not a Member of the organization). Non-Members must sign a Participation Agreement and all must sign the WG Intellectual Property Agreement under which the WG is chartered.

#### **SECTION 4.5: WG Leadership**

A WG shall, at a minimum, have a Chair and Vice-chair elected from the WG membership by a majority vote of the WG Participants.

In some cases, the WG may prefer to have two or more Co-Chairs and no Vice-chair. In such a case, the WG must designate one of the Co-Chairs as the WG voting representative to the LC and another as the alternate.

The WG shall elect from its Participants one or more Editors to produce draft Technical Specifications, other Draft Recommendations, and/or Reports.

All WG Chair and Vice-chair and Editor elections shall be conducted by secret ballot unless the WG passes a motion by unanimous consent to hold a non-secret ballot.

It is recommended that a WG also have a secretary appointed by the Chair. When a WG does not have a secretary it is the responsibility of the Chair to ensure that those duties (as defined below) are carried out.

Either the WG Chair or WG Vice-Chair must be a Member of the organization.

#### **SECTION 4.6: WG Chair**

The WG Chair is the Chairperson of the Working Group. The duties and responsibilities of a WG chair include:

- a) Serve as the WG voting representative to the Leadership Council;
- b) Scheduling and providing timely notice of WG meetings (Refer to SECTION 4.12 & 5.6);
- c) Chairing WG meetings in an unbiased manner;
- d) Submitting a quarterly WG status report to the LC Secretary;
- e) Appointing such persons as may be needed to expedite WG business (e.g. secretary);
- f) Ensuring Organization Bylaws and other policies are followed;
- g) Assuring fair and open participation in the WG; and
- h) Seeking consensus of the WG as a means of resolving all issues;

- i) Responsible for the Annual Charter renewal for the WG.

#### **SECTION 4.7: WG Vice-Chair**

The duties and responsibilities of a WG Vice-chair are to carry out the responsibilities of the chair in the chair's absence. The WG Vice-Chair is the alternate WG voting representative to the Leadership Council.

#### **SECTION 4.8: WG Editor**

The duties and responsibilities of a WG Editor include:

- a) Ensure the safety and the accuracy of the draft document(s);
- b) Ensure that the format and structure of the document conform to the Organization document policies; and
- c) Make all changes to the document authorized by the WG.

#### **SECTION 4.9: WG Secretary**

The duties and responsibilities of the WG secretary include:

- a) Prepare and maintain a summary report of each WG meeting which shall include:
  - i. Meeting attendees including a record of whether quorum was reached;
  - ii. Issues for which sufficient consensus was reached at the meeting;
  - iii. Dissenting opinions raised regarding consensus issues; and
  - iv. An issues list of currently known unresolved issues.
- b) Maintain an action item list which identifies action assignments and their status; and
- c) Maintain attendance and membership records in the public Roster for the WG.

#### **SECTION 4.10: Term of WG Chair**

The term of the elected WG Chair is one year.

At least one month prior to the end of the current term, the Chair must call for nominations for Chair and conduct a WG ballot of all WG Participants. There is no restriction on the same individual serving as WG Chair for two or more consecutive terms.

The Leadership Council may initiate a re-confirmation ballot of a WG chair at any time based on the written request of three (3) or more members of the WG. If this reconfirmation vote fails, the LC Chair shall conduct a WG election to select a new Chair for the WG.

#### **SECTION 4.11: Availability of Work Group Materials**

All WG email, documents and other work products shall be made publicly available.

#### **SECTION 4.12: Working Group Meetings**

There must be a minimum of one (1) week notice provided to all WG Participants for any WG meeting. The meeting shall be announced to all WG Participants via the WG mailing list.

A WG meeting agenda shall be published in the same manner no less than two days prior to the meeting.

While most WG meetings shall be held via phone and online, face-to-face meetings may be held as required. In the case of face-to-face meetings, they should be held at geographically diverse locations in order to minimize the overall travel burden on any and all WG Participants. Attendance at face-to-face meetings via telephone is permitted. Face-to-face meetings have a one (1) month notification and one (1) week published agenda requirement.

#### **SECTION 4.13: Development of Draft Recommendations**

A WG is chartered to formulate and develop draft Technical Specifications and other Draft Recommendation(s) based on a consensus of the Participants. It is the responsibility of the WG Chair to promote consensus of the WG by ensuring that:

- a) Sufficient time is given for a clear statement of all relevant views;
- b) Each Participant has a sufficient opportunity to understand the views being presented to make a decision;
- c) All Participants have the opportunity to adequately present their view.
- d) The WG has sufficient information to make a decision;
- e) Dissenting opinions are clearly recorded when a trial resolution is proposed to determine if sufficient consensus has been reached;
- f) A rationale statement about the WG's majority view is included in the draft document whenever expressed dissent is considered likely to result in a negative ballot; and
- g) A minority report may be produced representing a dissenting point of view of members of a WG.

#### **SECTION 4.14: Development of WG Reports**

In addition to development of the Draft Recommendation(s) authorized in the Work Group Charter as originally approved or amended by the WG and LC, the WG may find it appropriate to develop additional Reports. These Reports shall meet any requirements established by the LC, specifically:

- a) The Draft Report must be approved by a simple majority of the voting participants of the WG.
- b) The Draft Report must meet basic document quality requirements for spelling, formatting, etc., and must be published using an Kantara Initiative LC approved [Report template](#).
- c) The LC will work with the WG to address any additional document quality or formatting issues and will vote to accept the Draft Report as a final Kantara Initiative Report.

Approval for the WG reports depends on the distribution.

#### **LC Approval of Working Group reports (NON-Kantara-wide output)**

- a) LC approval is not required in order for a group to produce or publish a draft or final report as a non-Kantara-wide output.
- b) Only LC-approved group reports are given publicity through Kantara marketing communications channels such as its blog and Twitter feed. Thus, report submission for LC approval is encouraged.
- c) LC approval serves two purposes: socializing the working group's work among the LC membership (peers of the working group's own leadership team), and formally acknowledging that the report has met the LC's requirements.
- d) LC approval of a Report is a prerequisite for forwarding the report to a Kantara Initiative All-Member Ballot.

#### **SECTION 4.15: Procedural Issues**

The WG chair shall resolve WG procedural issues. When an issue cannot be resolved within the WG, the Chair may escalate it to the Leadership Council chair for resolution.

#### **SECTION 4.16: Meeting Sponsorship and Fees**

Whenever possible, for face-to-face meetings, the WG should attempt to find a sponsor to provide meeting facilities. When a sponsor cannot be found the WG shall raise a query for Board of Trustee assistance via the Leadership Council.

Teleconferences and electronic meetings shall not incur meeting fees under any circumstances.

#### **SECTION 4.17: Working Group Documents and Materials**

All information pertaining to the creation and operation of a WG, as well as all WG email, meeting reports, meeting presentations, meeting attendance logs, membership rosters, charter and amendments, quarterly and final Reports, and other materials produced as part of the operation of a WG shall be available for public review.

### **ARTICLE 5 DISCUSSION GROUPS (DG)**

A Discussion Group (DG) is a lightweight, informal group that may discuss the formation of a Working Group, but may not create Draft Recommendations. A DG may also act as a "Special Interest Group" or "birds of a feather" group for informal discussions. A DG may prepare Reports to the LC (or to be used as a contribution to a WG).

#### **SECTION 5.1: Formation of a Discussion Group**

A request to form a Discussion Group requires the signature of three (3) or more proposed Participants of the DG.

To create a new Discussion Group, a Discussion Group Formation Request (see Annex B) must be submitted to the LC Secretary. The LC Secretary shall ensure that the DG mailing list is

established and the creation of the DG is announced to all Members.

### **SECTION 5.2: Participation in a DG**

DG participation is open to any person (whether or not a Member of the organization) wishing to participate in the activities of the DG.

### **SECTION 5.3: Duration of a DG**

A DG, by its nature, is intended to be a short-termed group that is dissolved after it has addressed its intended topic. DGs are established for a maximum term of one (1) year, but may be renewed annually for up to a maximum of three (3) years total.

### **SECTION 5.4: Discussion Group Shutdown**

Discussion Groups are responsible for submitting quarterly activity reports to the Leadership Council. The reporting process is but one of a number 'pulse checks' that can be used to determine if a group is dormant.

If a Discussion Group fails to submit a quarterly report within 60 days of the end of a quarter, the LC must send a reminder notice to the Discussion Group.

The LC will take no other action during the term of the Discussion Group (one year).

Discussion groups can shutdown for the following reasons:

a) Expired DG:

A Discussion Group that has expired its one year term must either renew and continue Group activity or cease activity. The process along either of these routes must commence no later than 30 days from expiry. However, if no evidence of renewal is provided to the LC within 30 days after expiry, the LC will commence a disbanding process in accordance with its Duties and Responsibilities referred to in SECTION 3.2.

b) Self-Shutdown:

A Discussion Group may at any time vote to de-charter itself by a super-majority of those voting on the motion to shut down the Group. The result of the vote to de-charter is then put before the Leadership Council for ratification.

### **SECTION 5.5: Selection of DG Leadership**

The DG shall annually elect a Chair and a Vice-chair from its membership by a majority vote of the DG participants. A Secretary position is optional.

### **SECTION 5.6: DG Chair**

The DG chair shall serve as the DG (non-voting) representative to the Leadership Council. The duties and responsibilities of a DG chair include:

- a) Serve as the DG (non-voting) representative to the Leadership Council;
- b) Scheduling and providing timely notice of DG meetings;
- c) Chairing DG meetings in an unbiased manner;
- d) Appointing such persons as may be needed to expedite DG business (e.g. recording secretary);
- e) Ensuring Organization Bylaws and other policies are followed;
- f) Assuring fair and open participation in the DG; and
- g) Seeking consensus of the DG as a means of resolving all issues.

#### **SECTION 5.7: DG Vice-Chair**

The duties and responsibilities of a DG Vice-Chair are to carry out the responsibilities of the chair in the chair's absence. The DG Vice-Chair is the alternate DG representative to the Leadership Council.

#### **SECTION 5.8: DG Secretary**

This role is optional. Duties and responsibilities could include:

- a) Editing and publishing meeting minutes and agendas;
- b) Recording meeting participation in the public Roster;
- c) Conducting electronic votes

#### **SECTION 5.9: Reporting Requirements**

The DG is required to submit a written quarterly report to the LC Secretary that summarizes the status of the DG activities.

#### **SECTION 5.10: Meetings**

DG meetings shall be announced to all DG Participants prior to the meeting. DGs have no meeting reporting requirements.

#### **SECTION 5.11: Decision Making**

All decisions of a DG shall be reached by Consensus of the Participants.

#### **SECTION 5.12: Meeting Fees**

Whenever possible, for face-to-face meetings, the DG should attempt to find a sponsor to provide meeting facilities. When a sponsor cannot be found the DG shall raise a query for Board of Trustee assistance via the Leadership Council.

Teleconferences and electronic meetings shall not incur meeting fees under any circumstances.

#### **SECTION 5.13: Discussion Group Documents and Materials**

All information pertaining to the creation and operation of DG, as well as all DG email, documents and other work products shall be available for public review.

## **ARTICLE 6 ALL-MEMBER BALLOT OF A DRAFT RECOMMENDATION**

When a Work Group completes a Draft Recommendation, it is submitted to the Leadership Council for an All Member Ballot. It is the LC's responsibility to certify that the WG draft is within the scope of the WG charter; meets the Draft Recommendation document requirements; and is ready for an All Member Ballot.

This is a two-step process.

Step 1- The Technical Specification or other Draft Recommendation first must be made available for public review and comment for a period of at least 45 days. This review period is required to give sufficient time for Subscribers and Members to conduct internal legal and technical reviews of the Draft Recommendation. All comments received during the review shall be reported to both the LC and the WG that authored the Draft Recommendation.

Step 2 – Upon completion of the 45-day public review period, a Simple Majority of those Voting of the LC is required to certify the Draft Recommendation ready for All Member Ballot. The LC Secretary shall then initiate the All Member Ballot. This ballot shall be conducted electronically and shall be open for a minimum of 14 days.

If the LC does not certify the Draft Recommendation for All Member Ballot, the WG may modify the Draft Recommendation (taking into account LC and public review comments). Subsequent re-submission on the modified Draft Recommendation to the LC will restart this two-step process.

The voting record by the full Membership shall be publicly available upon completion of the ballot.

## **ARTICLE 7 VOTING RULES**

While most Kantara Initiative decisions are made by Consensus, there are times when a vote is either needed to close an issue or required by the Controlling Documents of the Organization.

In all cases, eligible voters shall have one, and only one, vote on any ballot measure. Proxy voting is not permitted.

### **SECTION 7.1: Votes at Meetings**

For formal votes taken at a meeting (not "straw polls" or other mechanisms used to forge consensus), the following rules shall apply:

- a) A quorum of voting participants shall be present.



- b) The issue under consideration shall be structured in such a way as to make a clear “yes”/”no” choice available. The exact text of the ballot shall be included verbatim in the minutes of the meeting.
- c) The Chair shall schedule sufficient time for a thorough discussion of the issue prior to the vote.
- d) All voting participants present shall have the opportunity to vote.
- e) Except where required elsewhere by the Controlling Documents of the Organization, the vote shall be public.
- f) The vote shall be by voice vote except in those cases where a secret ballot is required.
- g) A request for a roll-call vote requires a 1/5<sup>th</sup> majority of those voting.
- h) The results of the vote shall be announced by the chair immediately upon completion of the vote and the results recorded in the meeting minutes.

### **SECTION 7.2: Electronic Ballots**

Most votes that are required by the controlling documents of the organization will be conducted via email or some other electronic mechanism.

The following rules shall apply, except in those cases where the controlling documents of the organization establish other requirements:

- a) There is no quorum requirement since all voting participants are considered to be present for an electronic vote. However, unless otherwise required, a majority of those eligible to vote on the measure under consideration must return a ballot in order for the vote to be valid.
- b) The issue under consideration shall be structured in such a way as to make a clear “yes”/”no” choice available. The exact text must be distributed as part of the ballot.
- c) The ballot shall have three voting options: (1) “Yes”, (2) “No” and (3) “Abstain”. While only “Yes” and “No” votes will be used in determining passage of the ballot, the “Abstain” votes shall be included in determining if the minimum number of ballots have been returned.
- d) The ballot must include the close date for the vote.
- e) The ballot must state both the minimum number of votes that must be cast and the percentage of “yes” votes required for approval of the measure.
- f) The ballot must remind voters that for “no” votes the voter is encouraged to include rationale explaining why they voted “no” (see 7.3).
- g) Electronic ballots must be open for a minimum time period of one (1) week. If all eligible voters have returned a ballot before the posted close date of the ballot, at the discretion of the Chair, the ballot may be declared closed. A ballot period of more than one (1) week may be used at the discretion of the Chair or when required by the controlling documents of the organization.
- h) Except in those cases where a secret ballot is required by the controlling documents of the organization the final tally by voter shall be made public

### **SECTION 7.3: Regarding Negative Votes**

While it is not required in all cases, individual voters who vote “no” on an electronic ballot are encouraged to provide written rationale for the “no” vote. Doing so will provide feedback that

could help in reworking the proposal to make it more acceptable should the ballot fail.

With regard to rejection by the Leadership Council or the Board of Trustees related to formation of Groups, initiation of All-Member Ballots and other submissions, the LC or Board must provide a written rationale for the reason for the rejection. The purpose of this rule is to ensure that reasonable criteria have been used in rejecting the submission so as to provide sufficient information to enable the proposers to decide whether or not to amend and re-submit it.

In those instances where a submission is rejected and it is not possible to reconcile the differences, the submitters may request the issue to be reviewed by a “Consensus Committee.” This committee is advisory only. It shall be made up of the two current Trustees who sit on the LC and the two current LC members who sit on the Board. The Committee’s role is to review the issues with the goal of finding a compromise on the matter that could lead to consensus. If no successful compromise can be reached, the committee may, by unanimous vote of its members, submit the matter to an All Member Ballot for final resolution.

## **ARTICLE 8 RECOMMENDATIONS, REPORTS AND DOCUMENTS**

All email, documents and Reports generated by the LC or its sponsored groups should be made available to the public.

In some instances, material may be restricted to all Members. This requires specific action and approval of a majority of the Leadership Council. This rule does not apply to any instance of an exception that is required by law.

### **SECTION 8.1: Branding of Recommendations**

A Draft Recommendation approved by an All Member Ballot is published and branded as a “Kantara Initiative Recommendation”.

### **SECTION 8.2: Reports**

WG and DG Reports are not directly Organization branded and do not imply any position by the Organization Membership.

Reports are titled: “KantaraInitiative{Work/Discussion} Group XYZ {Final/Interim} Report”.

### **SECTION 8.3: Temporary URL Labeling in Technical Specifications Requirements**

Kantara work groups that produce Technical Specifications often need to give unique labels to various components in those specifications, such as XML namespace names, or identifiers for fields in XRD descriptive data. Please refer to ANNEX D for specific URL Labeling.

#### LC Guideline

Kantara will make available the following area on its site that Work Groups can use for temporary URL-based labels that appear in their Technical Specifications and, optionally, web resources that correspond to these labels: <http://docs.kantarainitiative.org/>.

Each Work Group will, by request to Kantara staff, be given the opportunity to control URLs and content in an area named with the same affix given to their Confluence wiki area (or a modified affix by mutual arrangement). For example, the UMA Work Group could request <http://docs.kantarainitiative.org/umawg/> or <http://docs.kantarainitiative.org/uma/>.

Within such an area, the Work Group has the opportunity to manage the namespace as it sees fit, for example, including version or date numbers or spec module names as URL path components.

Work Groups can choose to use other systems of labeling, such as URNs, or URLs in a non-Kantara-related domain (with permission of the domain owner), but if they want to use the kantarainitiative.org domain, it must be aligned with this policy.

## **ARTICLE 9 ANNUAL AND SUPPLEMENTAL BUDGET REQUESTS**

The LC, in conjunction with the Board of Trustees Treasurer, shall prepare an annual budget request for submission to the Board of Trustees no later than September 30<sup>th</sup> each year.

This budget request should include funding for all baseline logistic services (e.g. technical and administrative support, discussion lists, document publication, legal services, marketing, open source development, etc) LC, WG, and DGs require of the Organization.

During the year, if the LC requires additional services or funding not covered under the annual budget request, the LC may prepare and submit to the Board of Trustees supplemental budget requests as appropriate.

Approval of the annual budget request and any supplemental requests require a Simple Majority of the Leadership Council.

### **SECTION 9.1: External Funding Process**

Kantara Initiative Work Groups and Discussion Groups (collectively "Groups") can fund an activity through contributions to Kantara by external parties. Groups should follow the steps outlined below to process External Funds through Kantara for their activity:

Group leadership will notify the Leadership Council and Kantara Staff with information about the possible external funding opportunity including:

- a) The name(s) of the external funder(s), if known,
- b) Expected process for receiving the funds,
- c) Anticipated amount to be received,
- d) How the funds are expected to be paid out,
- e) Details about the Activity for which the external funds will be used.

Kantara Staff will work with the Board of Trustees Treasurer and group leadership to plan how to receive and distribute the external funds (e.g. via bank transfer, paying invoices or executed contract, etc.).

**Note:**

- a) The Kantara Initiative as an administrative fee will collect 5% of the external funds.
- b) External funders can earmark their contribution to a specific group activity by including a letter accompanying the contribution stating the Activity they are supporting.
- c) There is no requirement for the Kantara Initiative to accept externally offered funds.
- d) If the external funds received exceed the amount paid out for the activity, the group leadership, Kantara staff, and Board of Trustees Treasurer will work with the external funder(s) to determine how to manage the excess funds (e.g. return the unused portion or roll it into the Kantara general fund for redistribution).
- e) If a participant of the group sponsoring the activity is interested in receiving some of the external funds, he/she must recuse him/herself from votes relating to the activity.

**ARTICLE 10  
PAYMENTS IN KIND**

**SECTION 10.1: General**

This section describes terms and conditions for the donation of contributions-in-kind to the Kantara Initiative. The Board of Trustees will evaluate all accepted contributions to ensure they are mapped to the relevant membership level.

**SECTION 10.2: Acceptance Guidelines**

Kantara Initiative welcomes inquiries from all donors regarding potential donations of materials. Please be advised that the following will not be accepted:

- a) Contributions that have special conditions or restrictions.
- b) Materials not relevant to the Kantara Initiative mission and vision.

**SECTION 10.3: Terms of Acceptance**

- a) All In-Kind services must be submitted with a Scope Plan and In-Kind Services Agreement.
- b) Only those materials deemed appropriate for acceptance by the Kantara Initiative Board of Trustees will be accepted and retained.
- c) All submissions must agree to contribute under one of the Kantara Initiative Intellectual Property Rights Policy options (<http://kantarainitiative.org/confluence/x/DYBQAQ>)
- d) A processing time of two months may be required for the Kantara Initiative Board of Trustees to review Scope Plan of materials for acceptance.

**SECTION 10.4: Appraisal Guidelines**

- a) Due to administrative costs and overhead, the Kantara Initiative is not able to issue tax receipts for materials received.
- b) Appraisals are to be conducted at arms-length from the donor and be for the fair market value of the works according to the following definition: The price at which an object or services changes hands between a willing buyer and a willing seller, acting independently of each other, neither being under any compulsion to buy or sell, and both having reasonable knowledge of the relevant facts.

- c) Appraisals conducted by or arranged by Kantara Initiative Board of Trustees and/or staff are considered to be final. However, any additional formal appraisal by a qualified appraiser will be taken into consideration if submitted by the donor at the donor's expense.

**SECTION 10.5: Conflicts of Interest**

A Member or Participant of the Kantara Initiative may have a conflict of interest when the conduct of that member may have the effect of directly or indirectly conferring a monetary or financial benefit on:

- a) that Member or
- b) a person to whom that Member is related. The sale or purchase of materials from which a staff member might benefit either directly or indirectly is not permitted.

**ARTICLE 11**

**ADOPTION AND AMENDMENT OF OPERATING PROCEDURES**

Adoption and amendments to these Operating Procedures must be approved:

- a) By a Majority ballot of the Leadership Council, and
- b) Supermajority of those Voting in an All Member Ballot, and
- c) Ratified by the Board of Trustees.

## ANNEX A

[logo]	<b>Work Group Charter [Template]</b>	<date>
	<b>Charter for: <u>INSERT WORK GROUP NAME</u></b>	Page 1 (2)

**(1) WG NAME (and any acronym or abbreviation of the name):** *The WG name, acronym and abbreviation must not include trademarks not owned by the Organization, or content that is infringing, harmful, or inappropriate.*

**(2) PURPOSE:** *Please provide a clear statement of purpose and justification why the proposed WG is necessary.*

**(3) SCOPE:** *Explain the scope and definition of the planned work.*

**(4) DRAFT TECHNICAL SPECIFICATIONS:** *List Working Titles of draft Technical Specifications to be produced (if any), and projected completion dates.*

**(5) OTHER DRAFT RECOMMENDATIONS:** *Other Draft Recommendations and projected completion dates for submission for All Member Ballot.*

**(6) LEADERSHIP:** *Proposed WG Chair and Editor(s) (if any) subject to confirmation by a vote of the WG Participants.*

[logo]	<b>Work Group Charter [Template]</b>	<date>
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	<b>Charter for:</b> <i><u>INSERT WORK GROUP NAME</u></i>	Page 2 (2)
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**(7) AUDIENCE:** *Anticipated audience or users of the work.*

**(8) DURATION:** *Objective criteria for determining when the work of the WG has been completed (or a statement that the WG is intended to be a standing WG to address work that is expected to be ongoing).*

**(9) IPR POLICY:** *The Organization approved Intellectual Property Rights Policy under which the WG will operate.*

**(10) RELATED WORK AND LIAISONS:** *Related work being done in other WGs or other organizations and any proposed liaison with those other WGs or organizations.*

**(11) CONTRIBUTIONS (optional):** *A list of contributions that the proposers anticipate will be made to the WG.*

**(12) PROPOSERS:** *Names, email addresses, and any constituent affiliations of at least the minimum set of proposers required to support forming the WG.*

**ANNEX B**

[logo]	<b>Discussion Group Request [Template]</b>	<date>
	<b>Charter for: <u>INSERT DISCUSSION GROUP NAME</u></b>	Page 24 (29)

**(1) DG NAME (and any acronym or abbreviation of the name):** *The DG name, acronym and abbreviation must not include trademarks not owned by the Organization, or content that is infringing, harmful, or inappropriate.*

**(2) DISCUSSION TOPIC/PURPOSE/MOTIVATION:** *Please provide a clear statement of the topic, purpose, and/or motivation for requesting the formation of this DG.*

**(3) LEADERSHIP:** *Proposed DG Chair subject to confirmation by a vote of the DG Participants.*

**(4) AUDIENCE:** *Anticipated Participants in this DG.*

**(5) COPYRIGHT POLICY:** *Creative Commons Attribution-ShareAlike 3.0 Unported or another Organization approved Intellectual Property Rights Policy Option to cover any copyright material that may be produced as a result of DG Participants' posts to the wiki or email archives.*

**(6) PROPOSERS:** *Names, email addresses, and any constituent affiliations of at least the minimum set of proposers required to support forming the WG.*



## **ANNEX C:**

### **Voting Policy Overview**

Listed below are the vote types and requirements for various votes, noting the Operating Procedures (OPs) or Intellectual Property Rights Policy (IPR) reference where the requirement is stated.

#### **1. The following actions require a Simple Majority of the [relevant] voting participants**

- [LC] Approval of the formation of a Work Group; (SECTION 4.1 OPs)
- [LC] Dissolution of a Work Group or a Discussion Group; (SECTION 4.2 OPs)
- [LC] Certification of a Draft Recommendation as ready for All Member Ballot (vote requirement in LC to take to ballot) (ARTICLE 6 OPs)
- [LC] Permission to WG to release Draft Technical Specification for review by non-participants (section 7.2 IPR)
- [WG] Certification of a Draft Recommendation as ready for All Member Ballot (to take to the LC for consideration) (ARTICLE 6 OPs)
- [WG] Certification of initial or review recommendations for All Member *review (\*not\* vote)* (Article 7.1 IPR)
- [WG and LC] Approval of Work Group and Discussion Group Reports (LC: SECTION 3.9 OPs; WG: SECTION 4.14 OPs)
- [All] All actions not specifically identified elsewhere in these procedures (SECTION 3.9 OPs)

#### **2. The following actions require a Majority of the [LC] voting participants:**

- [LC] Election of Leadership Council Chair, Vice-Chair, and Secretary (SECTION 3.9 OPs)
- [LC] Submission of Budget Requests (or supplements) to the Board of Trustees (SECTION 3.9 OPs)

#### **3. The following actions require a 1/5 minority of those voting:**

- [LC and WG] Request for a roll-call vote (SECTION 3.9 OPs)

#### **4. The following action requires a Supermajority of those voting in an All Member Ballot:**

- Adoption of the Operating Procedures (ARTICLE 11 OPs)
- Amendments to Operating Procedures (after passing LC and BoT vote) (ARTICLE 11 OPs)
- Adoption of Final Draft Technical Specifications, or any update to an Organization Recommendation Technical Specification that utilize the Option Kantara IPR Policy (Article 7 IPR)
- NOTE FOR ANYTHING THAT IS A **RECOMMENDATION**: at least 15% of all Members must vote (SECTION 8.2 Bylaws)

**5. The following action requires a Majority vote of the LC and the BoT:**

- Amendments to Operating Procedures (ARTICLE 10 OPs)--then goes through regular All Member ballot process

**6. For Electronic Votes:**

- There is no Quorum requirement since all voting participants are considered to be present for an electronic vote. However, unless otherwise required, a majority of those eligible to vote on the measure under consideration must **return** a ballot in order for the vote to be valid.

**7. Recording/Summarizing Vote Results:**

- The voting record by the full Membership shall be publicly available upon completion of the ballot. (ARTICLE 6 OPs)
- The vote shall be by voice vote except in those cases where a secret ballot is required. The results of the vote shall be announced by the chair immediately upon completion of the vote and the results recorded in the meeting minutes. (SECTION 7.1 OPs)
- Except in those cases where a secret ballot is required by the Controlling Documents of the Organization the final tally by voter shall be made public. (SECTION 7.3 OPs)

## ANNEX D: Temporary URL Labeling in Technical Specifications

Uniform Resource Identifiers (URIs), most often Uniform Resource Locators (URLs) using the http: scheme, are typically used for such labels. In some cases, it's desirable to allow machine-readable metadata, such as a schema, to be retrieved from the URL.

Kantara Work Groups have control of URLs that reside in the wiki area assigned to them (for example, <http://kantarainitiative.org/confluence/display/uma/...> for the UMA Work Group), but using such URLs has two downsides:

- Wiki areas are proprietarily managed by the Confluence software making it difficult to place "unencumbered" metadata at specific locations.
- The URLs are longer than strictly necessary, making code examples difficult to read.

Following is an example from the UMA 1.0 Core Protocol as of 31 Aug 2011, illustrating the need for labels in its XRD formats (it had invented these URL strings in the absence of a Kantara policy):

```
<!-- Applies to both hosts and requesters -->

<Property
  type="http://kantarainitiative.org/ns/uma/1.0/token_formats">artifact
</Property>
<Property
  type="http://kantarainitiative.org/ns/uma/1.0/claim_formats">claims2
</Property>

<!-- Host protection API -->

<!-- AM as authorization server to host-as-client -->
<Link
  rel="http://kantarainitiative.org/ns/uma/1.0/host_token_uri"
  href="https://am.example.com/host/token_uri">
</Link>
<Link
  rel="http://kantarainitiative.org/ns/uma/1.0/host_user_uri"
  href="https://am.example.com/host/user_uri">
</Link>
```

...

LC Guideline

**REVISION HISTORY**

1. 25MAR2009 - Version 1.0
2. 10NOV2009 – Version 1.1
  - a. Added the third paragraph in section 2.6 (*“For the purpose of...”*)
  - b. Replaced the fourth paragraph of section 3.3 (*“All WG Chair and ...”*)
  - c. Editorial changes to Section 3 and 3.7
  - d. Update Annex B explanatory text under section *“(5) Copyright Policy”*.
3. 26SEP2012 – Version 1.2
  - a. Clarification of Voting in section 2.6
  - b. Clarification of WG Secretary responsibilities in section 3.3.4
  - c. Significant modification of WG Decision Making procedures in section 3.7
  - d. Clarification of WG Report handling in section 3.9
  - e. Noting an optional Secretary position for DG in section 4.4
  - f. Outlining possible DG Secretary responsibilities in section 4.4.3
  - g. Replaced *“NewOrg”* with *“Kantara Initiative”* in section 6
4. 30JAN2013 – Version 1.3
  - a. Added mention of Subscribers as participants in All Member ballots in section 5
5. 26FEB2015 – Version 2.0 for All Member Ballot
  - a. Added Article 10 In-Kind Policies
  - b. Added Annex D URL labeling convention
  - c. Added Section 4.3 Work Group shut down process
  - d. Updated Section 4.6 either WG Chair or Vice-Chair must be a Member
6. 15JUN2015
  - a. Revised in-kind policy
  - b. Revised URL labeling
  - c. Edits for clarity of readership