



Kantara Initiative Operating Procedures

Version: 3.0
Document Date: 2018-10-15
Editors: Andrew Hughes, Ken Dagg, Colin Wallis
Produced by: Leadership Council
Status: Approved by All Member Ballot 2018-12-05 and Board of Directors 2018-12-20

The Kantara Initiative is the global consortium improving trustworthy use of identity and personal data through innovation, standardization and good practice.

NOTICE

Copyright: The content of this document is copyright of Kantara Initiative, Inc.

© **2018** Kantara Initiative, Inc.

Table of Contents

DOCUMENT OVERVIEW	5
OVERVIEW OF THE KANTARA INITIATIVE.....	6
ARTICLE 1 — DEFINITIONS.....	8
SECTION 1.1: ROLES	8
SECTION 1.2: GENERAL DEFINITIONS.....	9
SECTION 1.3: ABBREVIATIONS.....	9
ARTICLE 2 — PURPOSE.....	10
ARTICLE 3 — LEADERSHIP COUNCIL.....	11
SECTION 3.1: LC GOVERNANCE	11
SECTION 3.2: LC MEETINGS	14
SECTION 3.3: GENERAL LC RESPONSIBILITIES.....	14
SECTION 3.4: LC PROCEDURES.....	15
ARTICLE 4 — WORK GROUPS	22
SECTION 4.1: WG GOVERNANCE	22
SECTION 4.2: WG MEETINGS.....	26
SECTION 4.3: GENERAL WG RESPONSIBILITIES	27
SECTION 4.4: WG FORMATION AND SHUTDOWN PROCEDURES.....	29
ARTICLE 5 — DISCUSSION GROUPS	31
SECTION 5.1: DG GOVERNANCE.....	31
SECTION 5.2: DG MEETINGS.....	34
SECTION 5.3: GENERAL DG RESPONSIBILITIES	35
SECTION 5.4: DG FORMATION AND SHUTDOWN PROCEDURES	35
ARTICLE 6 — VOTING RULES	37
SECTION 6.1: VOTER ELIGIBILITY.....	37
SECTION 6.2: VOTES AT MEETINGS.....	37
SECTION 6.3: ELECTRONIC BALLOTS.....	38
SECTION 6.4: REGARDING ‘NO’ AND ‘ABSTAIN’ VOTES.....	39

ARTICLE 7 — DOCUMENT DEVELOPMENT AND PUBLICATION	40
SECTION 7.1: KANTARA INITIATIVE PUBLICATION TYPES	40
SECTION 7.2: BRANDING OF PUBLICATIONS	40
SECTION 7.3: PROMOTION AND MARKETING OF KANTARA INITIATIVE PUBLICATIONS	41
SECTION 7.4: PUBLICATION DISTRIBUTION OPTIONS	41
SECTION 7.5: INTELLECTUAL PROPERTY RIGHTS OVERVIEW	41
SECTION 7.6: PUBLICATION WORKFLOWS	44
SECTION 7.7: PUBLICATION APPROVAL STAGES	47
SECTION 7.8: TEMPORARY URL LABELING IN TECHNICAL SPECIFICATIONS REQUIREMENTS	51
ANNEX A – SUPPORTING PROCEDURES	52
ANNEX B — WORK GROUP CHARTER [TEMPLATE]	54
ANNEX C — DISCUSSION GROUP REQUEST [TEMPLATE]	56
ANNEX D — GROUP PROJECT PROPOSAL [TEMPLATE]	57
ANNEX E — VOTING POLICY OVERVIEW	59
REVISION HISTORY	62

Document Overview

The Kantara Initiative Operating Procedures set out the organization structures, governance and decision-making rules for the Kantara Initiative Groups.

The Operating Procedures are used by Group leaders, Participants, and Kantara Initiative staff to facilitate smooth operations.

A note on formatting:

Indented text followed by bracketed text indicates text derived, if not quoted, from the source indicated. For example:

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

[Bylaws: ARTICLE 4 SECTION 4.2.2]

In this case, the example identifies that the definition of the term “Chair” was taken from ARTICLE 4 SECTION 4.2.2 of the Kantara Initiative Bylaws.

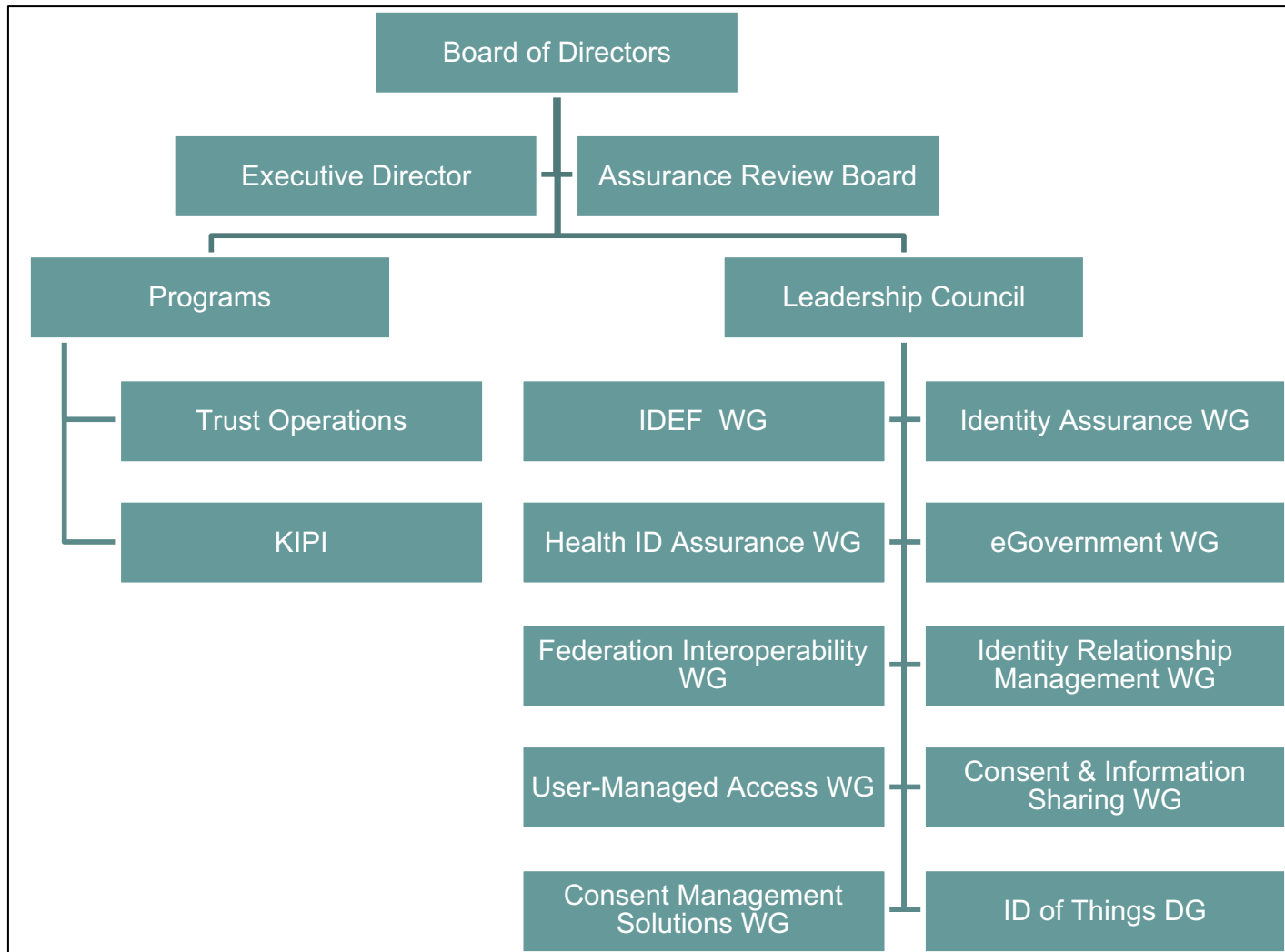
Overview of the Kantara Initiative

- International business league non-profit US founded 2009. Foundation non-profit US founded 2018, Estonia non-profit, founded 2017 (licensee). IDESG assets absorbed June 2018
- Strong ethics and societal purpose. Low barriers to participation. Passionate about giving control of identity and personal data back to individual owners
- Mission: the global consortium improving trustworthy use of identity and personal data through innovation, standardization and good practice
- Business model: Membership, Specification development, Research and Development (R&D) facilitator, Publishing platform, Trust Framework Operator
- Comprises global thought-leaders; Organizations and Individuals and Government agencies

What We Do

- Nurture emerging technical communities through our discussion and working groups and our incubators - Identity and Privacy R&D, Digital Identity Professionals.
- Develop and standardize community practices with specifications companies can understand, trust and implement.
- Operate conformity assessment programs to enable companies to meet their adherence goals to standardized practices needed to support their business.

Kantara Initiative Organization Structure



ARTICLE 1 – DEFINITIONS

Whenever a term that appears in this document is capitalized, it is used as defined in this Article. 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 in this Article is used as defined in the Kantara Initiative Bylaws.

SECTION 1.1: Roles

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

“**Vice-Chair**” shall mean the elected deputy to the Chair.

Note: in some cases, at the discretion of a Group, the Vice-Chair(s) of a Group may be called the Co-Chair(s).

“**Secretary**” shall mean the individual, either elected or appointed by the Chair, who performs meeting-related administrative duties of the Group.

“**Participant**” shall mean either a Member or Non-Member Participant who has signed the Group Participation Agreement which includes acceptance of the Intellectual Property Rights policy of the Group.

“**Leadership Council Director**” shall mean an LC delegate selected by the LC to represent the LC on the Kantara Initiative Board of Directors.

[Bylaws: ARTICLE 4 SECTION 4.2.2]

“**Member**” shall mean an individual or an entity that has completed the application forms, satisfied the objective membership criteria for the Corporation, executed a copy of the Member Agreement, and paid the appropriate membership fee as established by the Board of Directors. For purposes of these Bylaws, a Member and its Affiliates shall be deemed as one Member and an individual Member may not be employed by any other Member.

[Bylaws: ARTICLE 1 SECTION 1.18]

SECTION 1.2: General Definitions

“Group Leadership Team” shall mean collectively the elected roles of the Group, which may include: Chair, Co-Chairs, Vice-Chair(s), and Secretary of a Group.

[Bylaws: ARTICLE 1 SECTION 1.16]

“Group” shall mean either a Work Group or a Discussion Group.

[Bylaws: ARTICLE 1 SECTION 1.13]

“Staff” shall mean individuals employed or contracted by the Kantara Initiative.

“Charter” shall mean the documentation required to create or amend a Group.

[Bylaws: ARTICLE 1 SECTION 1.8]

“De-Chartering” shall mean the first stage in a Group dissolution.

“Group-Approved Recommendation” shall mean a document reported out of a Work Group for All-Member Ballot. Formerly known as Draft Recommendation.

“Group Status Reports” shall mean Monthly Blog Updates, or Annual Charter Reviews prepared by a Group.

“LC Blog” shall mean the mechanism used by the Leadership Council to report Group status and activities to Members, Participants, the public and the Board of Directors.

<https://kantarainitiative.org/confluence/pages/viewrecentblogposts.action?key=LC>

“Report” shall mean any Group output that is not a Recommendation nor a Technical Specification and that is approved by a Majority of the Group and submitted to the Leadership Council.

[Bylaws: ARTICLE 1 SECTION 1.22]

SECTION 1.3: Abbreviations

LC	Leadership Council
DG	Discussion Group
WG	Work Group
GPA	Group Participation Agreement
IPR	Intellectual Property Rights
the Bylaws	the Kantara Initiative Bylaws

ARTICLE 2 – PURPOSE

These Operating Procedures pertain to:

- a) the operations of the Kantara Initiative LC, and
- b) the operations of the Kantara Initiative Groups authorized and created by the LC.

These Operating Procedures do not pertain to the operations of the Kantara Initiative Board of Directors or Kantara Initiative staff.

NOTE:

SECTION 3.4.6: Adoption and Amendment of Operating Procedures specifies approval and adoption rules for these Operating Procedures and the related Supporting Procedures documents.

ARTICLE 3 — LEADERSHIP COUNCIL

SECTION 3.1: LC Governance

The Leadership Council is the governing and administrative body for Kantara Initiative Groups. It is the central forum for Group Leadership to discuss the activities and direction of Groups.

[Bylaws: ARTICLE 3 SECTION 3.2]

SECTION 3.1.1: LC Composition

The LC is composed of the delegates nominated by each Group, selected from the elected Chairs, Co-Chairs or Vice-Chairs of each Group.

The LC includes voting and non-voting delegates:

- a) WG Chairs (or Alternates) are voting delegates of the LC;
- b) DG Chairs (or Alternates) are non-voting delegates of the LC; and,
- c) two primary and two alternate appointees of the Board of Directors are voting delegates of the LC.

[Bylaws: ARTICLE 5 SECTION 5.1]

SECTION 3.1.2: LC Roles

The LC Leadership Team shall consist of an LC Chair, LC Vice-Chair, and LC Secretary, elected from the LC delegates.

[Bylaws: ARTICLE 5 SECTION 5.2]

The LC may assign up to two individuals from its current delegates as LC Directors to sit on the Board of Directors.

[Bylaws: ARTICLE 4 SECTION 4.2.2]

SECTION 3.1.2.1: LC Chair

The duties and responsibilities of the LC Chair include:

- a) Acting as the chief administrator of the LC;
- b) Scheduling and chairing meetings of the LC;
- c) Supporting Group Leadership Teams in Group administration; and
- d) Administering the document publication processes.

SECTION 3.1.2.2: LC Vice-Chair

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

SECTION 3.1.2.3: LC Secretary

The duties and responsibilities of the LC Secretary include:

- a) Producing and distributing the LC meeting minutes and attendance reports;
- b) Maintaining a log of all LC decisions with ongoing impact;
- c) Maintaining this Operating Procedures document;
- d) Ensuring activity reporting by Groups; and
- e) Maintaining the official public directory of Recommendations.

SECTION 3.1.2.4: LC Directors

The duties and responsibilities to the LC of the LC Directors include:

- a) Providing monthly reports to the Board of Directors regarding the status and activities of the LC Groups;
- b) Attending meetings of the Board of Directors of the Organization; and
- c) Providing monthly reports to the LC regarding the activities of the Board of Directors.

SECTION 3.1.3: LC Election and Term

The LC Chair, LC Vice-Chair, LC Secretary, and LC Directors shall each be individually elected by a Majority vote of the voting delegates of the LC.

The term of the LC Chair, LC Vice-Chair, LC Secretary, and LC Directors shall be one year, renewable.

The LC Chair, LC Vice-Chair, LC Secretary, or LC Directors may be removed at any time, without cause, by a Super Majority vote of the LC.

SECTION 3.1.4: LC Decision Making**SECTION 3.1.4.1: Consensus**

The LC shall seek to reach its decisions by Consensus, except in those cases required by these Operating Procedures, or by the Bylaws.

[Bylaws: [ARTICLE 5 SECTION 5.4.1](#)]

SECTION 3.1.4.2: Voting

When no Consensus can be reached in a timely manner, at the discretion of the Chair the LC shall make decisions by voting as described in ARTICLE 6 — VOTING RULES of these Operating Procedures.

[Bylaws: ARTICLE 5 SECTION 5.4.2]

Quorum shall mean that more than fifty percent of the voting delegates of the LC are present, either in person, by telephone or by other means described in these Operating Procedures.

[Bylaws: ARTICLE 1 SECTION 1.20]

Decisions taken in the absence of a quorum shall be confirmed by electronic ballot of all voting delegates of the LC.

No individual may exercise more than one vote on the LC. 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.

For the purpose of ensuring an active membership base is maintained, any voting delegate of the LC who fails to attend two consecutive meetings of the LC may, at the discretion of the LC Chair, be re-classified as a non-voting delegate. Such re-classification shall be stated in the minutes of the meeting in which it takes effect.

Voting delegate status may be re-acquired by attending a meeting of the LC, in which case the voting delegate 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 delegate is in non-voting status, the delegate may not vote in that electronic vote.

[Bylaws: ARTICLE 5 SECTION 5.4.2]

SECTION 3.1.5: LC Documents and Materials

As a general rule, materials produced as part of the operation of the LC shall be publicly accessible. This includes: LC email, meeting minutes, agendas, action item reports, rosters, voting records, and policies and procedures.

In some instances, material may be restricted to all of specific Members or to LC delegates only. Establishing this restriction requires specific action and approval of a Majority of the LC.

LC funding requests to the Board of Directors shall be made accessible to Members and designated Kantara Initiative staff.

SECTION 3.1.6: LC Reporting Requirements

Through the LC Directors the LC shall provide monthly reports to the Board of Directors regarding the status and activities of the Groups.

SECTION 3.2: LC Meetings

The LC shall establish a regular schedule of meetings and shall meet at least once per quarter.

SECTION 3.2.1: Meeting Requirements

A minimum of one week notice of any LC meeting is required. The LC meeting notice shall be distributed using the LC mailing list. Regularly-scheduled recurring LC meetings fulfil the notice requirement.

A meeting agenda shall be published via the LC mailing list no less than two days prior to the meeting.

Most LC meetings should be held via phone and online.

In-person meetings may be held as required. In-person meetings should be held in locations to minimize the overall travel and cost burden on LC delegates, in the spirit of fairness. Where possible, in-person meetings should be scheduled to coincide with other events that LC delegates may be already attending.

Attendance at in-person meetings via remote means should be permitted. In-person meetings must be announced at least one month in advance and the agenda published at least one week in advance.

All meetings of the LC are open to Participants of all Groups. At the LC Chair's discretion, the LC Chair may limit comments to only LC delegates and may limit the duration and repetition of speakers. By a Simple Majority vote of the LC, a portion of a LC Meeting may be restricted to LC delegates only.

Only voting delegates of the LC may propose and second resolutions and motions.

All Members should be provided general notice of LC meetings from time to time to increase awareness and encourage participation.

SECTION 3.3: General LC Responsibilities

The responsibilities of the LC include:

- a) Overseeing the operations and expenditures of Groups;
- b) Overseeing document publication, including public review periods, disposition of comments, and certification of Group output for All-Member Ballot;
- c) Overseeing work plans of Groups as a whole, including multi-Group work;
- d) Approving new and revised Group Charters;
- e) Dissolving Groups;
- f) Preparing annual and supplemental budget requests to the Board of Directors for funding of Groups; and
- g) Developing and maintaining these Operating Procedures.

[Bylaws: ARTICLE 5 SECTION 5.1]

SECTION 3.4: LC Procedures

SECTION 3.4.1: Group Formation Procedure

This section describes the LC tasks to receive, discuss and decide on formation of a new Work Group or Discussion Group.

WG formation requests are presented as a draft Work Group Charter.

DG formation requests are presented as a Discussion Group Request.

By default, Groups shall have unrestricted participant eligibility, subject to the provisions in SECTION 4.1.1: WG Participation.

[Bylaws: ARTICLE 5 SECTION 5.5]

[Bylaws: ARTICLE 5 SECTION 5.7]

A WG may be chartered as an “Invitation-Only” WG with restricted access to certain WG Documents and Materials. See SECTION 3.4.1.1 Conditions for Invitation-Only Groups for the conditions for creation of an Invitation-Only Group.

Refer to ANNEX A – Supporting Procedures “Supporting Procedures for SECTION 3.4.1: Group Formation Procedure” for step-by-step procedures.
--

SECTION 3.4.1.1 Conditions for Invitation-Only Groups

Invitation-Only Groups are may be established through an agreement between Kantara Initiative and a Kantara Member or Liaison partner. Access to material identified in the agreement may be restricted for commercial or licensing reasons.

The LC Chair or a designated member of the LC Leadership Team shall be a Group Participant.

In addition to the standard charter clauses, the Invitation-Only Group Charter shall include:

- a) a description of the content access restrictions, if any, for working drafts, materials, meeting notes and roster;
- b) the rationale for restricting content access; and
- c) a statement regarding licensing of final publications.

SECTION 3.4.2: Oversight of Group Operations

The LC shall oversee the operations of Groups to ensure that Groups are fulfilling their Charter obligations. Oversight is typically accomplished by review of Group Status Reports.

It is recommended that LC delegates attend a variety of different Group calls from time to time for raising awareness and engagement of Group Participants.

SECTION 3.4.2.1 Annual Charter Review

The LC Secretary shall notify Group Chairs of their obligations to conduct an Annual Charter Review, and annual Group Leadership team elections.

The LC Secretary shall inform the LC delegates of reporting deadline dates.

The LC shall review updated Group Charters and provide recommendations or direction as needed to address issues in the Group.

The Annual Charter Reviews and annual Group Leadership team elections are important mechanisms for the LC to measure Group viability and engagement.

Failure to conduct a timely Annual Charter Review or annual elections may result in initiation of Group shutdown.

SECTION 3.4.2.2 Governance of Invitation-only Groups

Invitation-Only Groups are subject to the same oversight, administration and reporting requirements of all Groups with the following exceptions:

- a) the agreement with Kantara Initiative described above shall include parameters for determining Invitation-Only Group Participant eligibility;
- b) the agreement with Kantara Initiative shall identify any restrictions with respect to Reporting; and

c) a version of the Group Charter shall be published in place of the full charter, with sensitive material redacted.

SECTION 3.4.3: Dissolution of Groups

SECTION 3.4.3.1: Work Group Shutdown

If the LC determines that a WG is no longer viable, the LC can initiate WG shutdown. Evidence of WG non-viability includes if a WG:

a) fails to elect the WG Leadership Team or to hold WG Elections;

NOTE: If the WG Leadership Team is not filled within 45 days of a WG's formation, or if 45 days pass after a one-year WG Chair term ends without a reconfirmation vote or election of a new candidate, the LC Secretary shall notify the WG Chair and the LC in order to begin remediation activities.

b) becomes dormant;

NOTE: Evidence of WG dormancy includes a Quarterly Status Reports overdue by more than 45 days, lack of LC Blog posts, or a sustained pattern of WG meetings cancellations. If a WG appears to be dormant, the LC Secretary shall notify the WG Chair and the LC in order to begin remediation activities.

c) fails to conduct their Annual Charter Review;

NOTE: If a WG fails to submit their Annual Charter Review within 45 days of the annual period, the LC Secretary shall notify the WG Chair and the LC in order to begin remediation activities.

d) has an expired Charter;

NOTE: If no evidence of Re-Chartering, after a Charter expires, is provided to the LC within 45 days after expiry of the Charter, the LC Secretary shall notify the WG Chair and the LC in order to begin remediation activities.

e) initiates self-shutdown

NOTE: If a WG decides to de-charter, the LC shall make a decision to initiate WG shutdown or to take alternate remediation activities.

The LC Chair shall appoint an LC representative to assist and support the WG Leadership Team of any WG at risk of becoming non-viable.

Remediation activities that the LC may undertake when a WG appears to be non-viable include:

a) Recommending election of a different WG Leadership Team;

- b) assist the WG Leadership Team to define a WG work product or publication delivery plan;
- c) Assisting the WG Leadership Team to promote the WG and attract new participants;
- d) Assisting the WG Leadership Team to revise the WG Charter; or
- e) De-Chartering and shutting down the WG.

SECTION 3.4.3.2: DG Shutdown

If the LC determines that a DG is no longer viable, the LC can initiate DG shutdown. Evidence of DG non-viability includes if a DG:

- a) becomes dormant;

NOTE: Evidence of DG dormancy includes lack of LC Blog posts, or a sustained pattern of DG meetings cancellations. If a DG appears to be dormant, the LC Secretary shall notify the DG Chair and the LC in order to begin remediation activities.

- b) passes its expiry date without significant progress on the DG work products;

NOTE: If the DG expiry date passes and the DG is at risk of becoming dormant, the LC Secretary shall notify the WG Chair and the LC in order to begin remediation activities.

- c) Self-Shutdown

NOTE: If a DG decides to de-charter, the LC shall make a decision to initiate DG shutdown or to take alternate remediation activities.

The LC Chair shall appoint an LC representative to assist and support the DG Leadership Team of any DG at risk of becoming non-viable.

Remediation activities that the LC may undertake when a DG appears to be non-viable include:

- a) Recommending election of a different DG Leadership Team;
- b) Assisting the DG Leadership Team to define a DG work product or publication delivery plan;
- c) Assisting the DG Leadership Team to promote the WG and attract new participants; and
- d) De-Chartering and shutting down the DG.

SECTION 3.4.4: Approval of Group Output for Kantara Initiative Member Approval

See ARTICLE 7 — DOCUMENT DEVELOPMENT AND PUBLICATION for the procedures related to document approvals and publication.

Prior to authorizing initiation of an All-Member Ballot to approve a Kantara Initiative Candidate Recommendation as a Kantara Initiative Recommendation, the LC shall ensure that the Group-Approved Recommendation:

- a) is within the scope of the WG Charter;
- b) has completed the required IPR Review period;
- c) has completed the required Public Review period, including disposition of received comments; and
- d) meets the Kantara Initiative style and formatting requirements.

Approval of Group-Approved Recommendations decision requires a Simple Majority vote of the LC. The approved document becomes a Kantara Initiative Candidate Recommendation and is ready to move to All-Member Ballot.

[Bylaws: [ARTICLE 5 SECTION 5.6](#)]

SECTION 3.4.5: Funding for Group Projects

SECTION 3.4.5.1: External Funding

Groups are encouraged to propose funding an activity through contributions to Kantara Initiative by external parties. A Sponsorship and Directed Funds package is available on the Kantara Initiative wiki. Board of Directors prior approval is required before entering into a funding agreement. Groups should follow the steps outlined below to process External Funds through Kantara Initiative for their activity.

Group leadership will notify the LC Chair and Kantara Initiative Staff with information about the possible external funding opportunity including:

- a) The potential source of the external funds,
- b) Expected process for receiving the funds,
- c) Amount expected,
- d) How the funds are expected to be paid out, and
- e) Details about the Activity for which the external funds will be used.

Kantara Initiative Staff will work with the Board of Directors 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 that:

- a) The Kantara Initiative will collect an administrative fee of the external funds, as described in the Kantara Initiative Finance Policy.
- 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 Initiative Staff, and Board of Directors 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 Initiative 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.

SECTION 3.4.5.2: Funding Requests

If a Group requires additional services or funding not covered by approved external sponsors, Group Leadership, with LC Leadership oversight, may make funding requests to the Board of Directors to support Group activities.

Such requests shall be substantiated by a description of how the activity fulfills Group objectives; the efforts made by the Group to find funding sources; detailed cost estimates and work schedule; and rationale for funding the activity.

Funding requests should be prepared in time for the November meeting of the Board of Directors to allow for determination of budget availability.

SECTION 3.4.6: Adoption and Amendment of Operating Procedures

NOTE: The main sections of this Operating Procedures document contain governance, decision-making and other procedures flowing directly from the Bylaws. *Supporting Procedures* such as document templates, step-by-step procedures and summaries that support the execution of the Operating Procedures are located in the Annexes to this document and also in the *Supporting Procedures* documents.

Adoption and material amendments to the main body sections of this Operating Procedures document shall be approved:

- a) by a Majority vote of the LC, and
- b) by a Super Majority of those Voting in an All-Member Ballot, and
- c) by ratification by the Board of Directors.

Amendments to the *Supporting Procedures Annexes* to this Operating Procedures document; the *Supporting Procedures* documents; and, non-material amendments to the main body sections of this Operating Procedures document shall be approved and adopted:

a) by a Majority vote of the LC.

Prior to approval of non-material amendments, the LC Chair shall inform the Kantara Initiative Executive Director.

ARTICLE 4 — WORK GROUPS

SECTION 4.1: WG Governance

Work Groups are chartered by the LC to work on issues specified in the WG Charter.

By default, Work Groups shall have unrestricted participant eligibility, subject to the provisions in SECTION 4.1.1: WG Participation.

[Bylaws: ARTICLE 5 SECTION 5.5]

A WG may be chartered as an “Invitation-Only” WG with restricted access to certain WG Documents and Materials. See SECTION 3.4.1.1 Conditions for Invitation-Only Groups for the conditions for creation of an Invitation-Only Group.

SECTION 4.1.1: WG Participation

WG participation is open to Member and Non-Member Participants.

Participation in a WG requires completion of a Group Participation Agreement and acceptance of the Intellectual Property Option of the WG.

Upon joining a WG Participants choose to be Voting or Non-Voting Participants.

SECTION 4.1.2: WG Roles

A WG shall have one or more Chairs elected from the WG Participants.

The WG may designate one Chair as the WG Chair with the other Chairs as WG Vice-Chairs; or, the WG may designate one or more Chairs as WG Co-Chairs.

At least one WG Chair shall be a Member of Kantara Initiative.

One Chair shall be named as the WG voting delegate to the LC and another as the alternate. The WG delegates shall be Members of Kantara Initiative at the Director, Organization or Individual Member level.

It is recommended that a WG appoints a WG Secretary. The WG Secretary may be appointed by a WG Chair or elected by WG Participants.

If required for creation of documents or specifications, the WG may designate one or more Editors from the WG Participants.

The elected WG roles are collectively the WG Leadership Team.

SECTION 4.1.2.1: WG Chair

The role of WG Chair is to support the WG Participants in achieving charter objectives, lead the WG and administer the WG.

The duties and responsibilities of a WG Chair include:

- a) Serving as the WG voting delegate to the LC;
- b) Assuring fair and open participation in the WG;
- c) Seeking Consensus of the WG as a means of decision-making;
- d) Ensuring the Bylaws and other policies are followed;
- e) Scheduling and providing timely notice of WG meetings;
- f) Chairing WG meetings in an unbiased manner;
- g) Submitting status reports to the LC Secretary;
- h) Undertaking the Annual Charter renewal for the WG;
- i) Requesting resources and WG support from the LC; and,
- j) Appointing such persons as may be needed to perform WG activities.

SECTION 4.1.2.2: WG Vice-Chair

The role of WG Vice-Chair is to support the WG Chair and to assume the duties and carry out the responsibilities of the Chair in the Chair's absence.

SECTION 4.1.2.3: WG Secretary

The duties and responsibilities of the WG Secretary include:

- a) Preparing and maintaining 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) Maintaining an action item list which identifies action assignments and their status; and,
- c) Maintaining attendance and participant records in the public Roster for the WG.

SECTION 4.1.2.4: Editor

The role of Editor is to produce draft Technical Specifications, other Draft Recommendations, or Draft Reports in collaboration with and under the direction of WG Participants.

The duties and responsibilities of Editor include:

- a) Ensuring the safety and the accuracy of the draft document(s);
- b) Maintaining a dated record of written or verbal contributions made to the draft document, and comment dispositions, in support of IPR management;
- c) Ensuring that the format and structure of the document conform to the Organization document policies; and
- d) Making changes to the document authorized by the WG.

SECTION 4.1.3: WG Elections

The individuals comprising the WG Leadership Team shall be individually elected by a Majority vote of the eligible voting Participants of the WG.

The term of WG Leadership Team roles is one year, renewable.

WG elections shall be conducted by secret ballot unless the WG Participants pass a prior motion by unanimous consent to hold a non-secret ballot.

At least one month prior to the end of the current term, the WG Chair shall call for nominations for WG Leadership Team roles and conduct a WG ballot of all WG Participants. An individual may serve consecutive terms in any WG Leadership Team Role.

The LC Chair may initiate a ballot to confirm or reject a WG Chair at any time based on the written request of three or more WG Participants. If the WG Chair is rejected, the LC Chair shall conduct a WG election to select a new Chair for the WG.

SECTION 4.1.4: WG Decision Making

WG decision making shall follow the procedures outlined in ARTICLE 6 – VOTING RULES of these Operating Procedures.

The WG shall seek to reach its decisions by Consensus, except in those cases required by these Operating Procedures, or by the Bylaws.

Regarding consensus, 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 or records 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 Participants of a WG.

SECTION 4.1.4.1: Procedural Issues and Disputes

The WG Chair shall attempt to resolve WG procedural issues. When an issue cannot be resolved within the WG, the WG Chair should escalate it to the LC Chair for resolution.

SECTION 4.1.5: WG Documents and Materials

Materials produced as part of the operation of a WG shall be publicly accessible, including: information pertaining to the creation and operation of a WG, WG email, meeting reports, presentations, attendance logs, participant rosters, contribution logs, Charter and amendments, status reports, and drafts of Group deliverables.

“Invitation-Only” Groups are permitted to restrict access to certain WG Documents and Materials as documented in their charter. See SECTION 3.4.1.1 Conditions for Invitation-Only Groups.

Kantara Initiative provides document repositories for WG use, including:

- a) the Kantara Initiative Confluence wiki;
- b) a Kantara Initiative github repository; and,
- c) email distribution list archives.

Other online storage systems are permitted, provided the materials stored there include the correct copyright and license notices. WG Chairs must discuss use of these alternative systems with the LC Chair prior to using them for Kantara Initiative materials, and the decision recorded in an LC meeting report.

SECTION 4.1.6: WG Reporting Requirements

The reporting process is one of a number ‘pulse checks’ that can be used to determine if a Group is dormant or is at risk of becoming dormant.

Upon project completion, the Group must report the results achieved by the project. If the funds received exceed the amount paid out for the activity, Group Leadership will work with Kantara Staff, the Board of Directors’ Treasurer and the external funder(s) to determine how to manage the excess funds (e.g. return the unused portion or roll it into the Kantara Initiative general fund for redistribution).

Refer to ANNEX A – Supporting Procedures “Supporting Procedures for SECTION 4.1.6: WG Reporting Requirements and SECTION 5.1.6: DG Reporting Requirements” for step-by-step procedures.

SECTION 4.1.7: WG Intellectual Property Rights Options

The Intellectual Property Rights Option under which the Group was established shall be stated in the WG Charter.

The IPR Option for a WG cannot be changed after the WG Charter is approved. See the [Kantara Initiative Intellectual Property Rights Policy](#) for details.

SECTION 4.2: WG Meetings

The WG shall establish a regular schedule of meetings at times and frequencies agreed and necessary to make progress on the work of the Group.

SECTION 4.2.1: Meeting Requirements

SECTION 4.2.1.1: Notice and Place of Meeting

A minimum of one week notice of any WG meeting is required. The WG meeting notice shall be distributed using the WG mailing list. Regularly-scheduled recurring WG meetings fulfil the notice requirement.

A meeting agenda shall be published via the WG mailing list no less than two days prior to a meeting.

Most WG meetings should be held via phone and online.

Kantara Initiative provides the use of web conferencing facilities to Groups.

In-person meetings may be held as required. In-person meetings should be held in locations to minimize the overall travel and cost burden on WG Participants, in the spirit of fairness. Where possible, in-person meetings should be scheduled to coincide with other events that WG Participants may be already attending.

Attendance at in-person meetings via remote means should be permitted. In-person meetings must be announced at least one month in advance and the agenda published at least one week in advance.

SECTION 4.2.1.2: Meeting Reporting Requirements

A summary report, called Meeting Minutes or Meeting Notes, of each WG meeting shall be created and made available which shall include:

- a) meeting attendees including a record of whether quorum was reached;
- b) issues for which sufficient Consensus was reached at the meeting;
- c) dissenting opinions raised regarding Consensus issues;
- d) an issues list of currently known unresolved issues; and,
- e) a list of new action items which identifies action assignments and their status.

At the next quorate Group meeting, the summary report should be approved and the result noted.

SECTION 4.2.2: In-Person Meeting Sponsorship and Fees

Costs for in-person meetings should be covered by WG Participants. The WG may seek meeting sponsorship and funding from external sources with the prior written permission of the Executive Director.

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

SECTION 4.3: General WG Responsibilities

Work Groups are the main working space at Kantara Initiative where experts gather to discuss technical, policy/guideline, business/marketing and special interests as described in their Group Charter. WG Participants collaborate to produce valuable publications and other outputs such as prototype applications and code samples.

WG Participants are responsible for their own professional conduct. WGs make the most progress when all participants are respectful and accommodating of each other.

The activities of a WG include:

- a) Holding regular meetings to discuss pertinent subjects and to work on WG projects;
- b) Jointly and collaboratively developing and publishing Recommendations and Technical Specifications that represent the expert knowledge of the Participants;
- c) Jointly and collaboratively developing and publishing Reports to Kantara Initiative LC and Board of Directors on current subjects and areas needing industry attention;
- e) Sustaining forward activity and increasing group participation; proposing new WG projects, including budget requests to LC; and
- f) Conducting Annual WG Charter Review processes.

SECTION 4.3.1: Regular meetings

The WG shall meet regularly to make progress on the work of the Group, as described in SECTION 4.2: WG Meetings.

SECTION 4.3.2: Development of Draft Recommendations or Technical Specifications

See ARTICLE 7 — DOCUMENT DEVELOPMENT AND PUBLICATION for details about developing Kantara Initiative Recommendations or Kantara Initiative Technical Specifications for publication.

SECTION 4.3.3: Development of WG Reports

The WG may develop Reports.

See ARTICLE 7 — DOCUMENT DEVELOPMENT AND PUBLICATION for details about developing Group Reports for publication.

SECTION 4.3.4: Group Projects and Group Engagement

WGs are intended to always have at least one publication development project underway.

New work projects should be well-documented and approved by the WG.

To ensure consistency and completeness, proposers should use the template found in ANNEX D — Group Project Proposal [Template] when formulating their project proposal. In all cases, unless the work can be completed by Group Participants, Groups should consider securing external funding to conduct the project.

SECTION 4.3.5: Annual WG Charter Review

In order to ensure that WGs are active and aligned with the Kantara Initiative goals and mission, each WG shall review the goals and timelines of their Charter by December of each year.

Refer to ANNEX A – Supporting Procedures “Supporting Procedures for SECTION 4.3.5: Annual WG Charter Review” for step-by-step procedures.

SECTION 4.4: WG Formation and Shutdown Procedures

This section describes the detailed steps needed to propose a new WG; and the conditions under which a WG may be dissolved.

These sections have corresponding Leadership Council sections: SECTION 3.4.1: Group Formation Procedure and SECTION 3.4.3.1: Work Group Shutdown

SECTION 4.4.1: Formation of a WG

The Participant wishing to propose a WG completes a WG Charter template (see ANNEX B — Work Group Charter [Template]).

Submission of a WG Charter for approval requires the signature of three or more proposed Participants of the WG, at least two of whom must be Members. The Participant proposing the WG submits the completed WG Charter to the LC Secretary for LC approval.

The LC must consider any properly submitted proposal for the creation of a WG and vote on it within thirty days of its submittal to the LC Secretary.

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

SECTION 4.4.2: WG Shutdown

WGs can be dissolved for the following reasons:

a) failure to elect the WG Leadership Team or to hold WG Elections;

NOTE: WGs shall elect WG Leadership Team roles within 45 days of a WG's formation. WGs shall conduct a reconfirmation vote or Chair election within 45 days of the expiration of the WG Chair term.

b) Becomes Dormant;

NOTE: WGs shall for submit monthly activity reports in the form of LC Blog posts.

c) Annual Charter Review Failure;

NOTE: A WG shall undertake an Annual Charter Review as described in SECTION 4.3.5: Annual WG Charter Review.

d) Has an expired Charter;

NOTE: A WG that has an expired Charter must either Re-Charter to continue WG activity or De-Charter and cease activity. The process along either of these routes must commence no later than 30 days from expiry of the Charter. The most recent quarterly status report should provide an indication of whether the WG expects to Re-Charter or De-Charter.

e) WG Self-Shutdown.

NOTE: A WG may at any time vote to De-Charter itself by a Super Majority of those voting on the motion to shut down the WG. The result of the vote to De-Charter must be put before the LC for ratification.

ARTICLE 5 – DISCUSSION GROUPS

SECTION 5.1: DG Governance

A Discussion Group is a lightweight, informal Group that may be formed to discuss new ideas, special interests, birds-of-a-feather topics, the formation of a new WG, a task for an existing WG, or any other area of interest.

A DG may prepare Reports.

A DG shall not produce draft Recommendations.

[Bylaws: [ARTICLE 5 SECTION 5.7](#)]

By default, Discussion Groups shall have unrestricted participant eligibility, subject to the provisions in SECTION 5.1.1: DG Participation.

A DG may be chartered as an “Invitation-Only” DG with restricted access to certain DG Documents and Materials. See SECTION 3.4.1.1 Conditions for Invitation-Only Groups for the conditions for creation of an Invitation-Only Group.

SECTION 5.1.1: DG Participation

DG participation is open to Member and Non-Member Participants.

Participation in a DG requires completion of a Group Participation Agreement and acceptance of the Intellectual Property Option of the DG.

Upon joining a DG Participants choose to be Voting or Non-Voting Participants.

SECTION 5.1.2: DG Roles

A DG shall have one or more Chairs elected from the DG Participants.

The DG may designate one Chair as the DG Chair with the other Chairs as DG Vice-Chairs; or, the DG may designate one or more Chairs as DG Co-Chairs.

At least one DG Chair shall be a Member of Kantara Initiative.

If required for creation of documents or specifications, the DG may designate one or more Editors from the DG Participants.

The elected DG roles are collectively the DG Leadership Team.

A DG Secretary position is optional.

SECTION 5.1.2.1: DG Chair

The DG Chair shall serve as the DG delegate (non-voting) to the LC.

The duties and responsibilities of a DG Chair include:

- a) Serving as the DG delegate (non-voting) to the LC;
- b) Assuring fair and open participation in the DG;
- c) Seeking Consensus of the DG participants as a means of decision-making;
- d) Ensuring the Bylaws and other policies are followed;
- e) Scheduling and providing timely notice of DG meetings;
- f) Chairing DG meetings in an unbiased manner;
- g) Submitting status reports to the LC Secretary;
- h) Requesting resources and DG support from the LC; and,
- i) Appointing such persons as may be needed to perform DG activities.

SECTION 5.1.2.2: DG Vice-Chair

The role of DG Vice-Chair is to support the DG Chair and to assume the duties and carry out the responsibilities of the Chair in the Chair's absence.

SECTION 5.1.2.3: DG Secretary

While this position is optional, duties and responsibilities include:

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

SECTION 5.1.2.4: Editor

The role of Editor is to produce draft Reports in collaboration with and under the direction of DG Participants.

The duties and responsibilities of Editor include:

- a) Ensuring the safety and the accuracy of the draft document(s);
- b) Maintaining a dated record of written or verbal contributions made to the draft document, and comment dispositions, in support of IPR management;
- c) Ensuring that the format and structure of the document conform to the Organization document policies; and
- d) Making changes to the document authorized by the DG.

SECTION 5.1.3: DG Elections

The DG shall annually elect a DG Chair and a DG Vice-Chair from its participants by a Majority vote of the DG Participants.

SECTION 5.1.4: DG Decision Making

DG decision making shall follow the procedures outlined in ARTICLE 6 — VOTING RULES of these Operating Procedures.

The DG shall seek to reach its decisions by Consensus, except in those cases required by these Operating Procedures, or by the Bylaws.

SECTION 5.1.4.1: Procedural Issues and Disputes

The DG Chair shall resolve DG procedural issues. When an issue cannot be resolved within the DG, the DG Chair should escalate it to the LC Chair for resolution.

SECTION 5.1.5: DG Documents and Materials

Materials produced as part of the operation of a DG shall be accessible publicly, including: information pertaining to the creation and operation of a DG, DG email, meeting reports, presentations, attendance logs, participant rosters, contribution logs, status reports, and drafts of Group deliverables.

Kantara Initiative provides document repositories for DG use, including:

- a) the Kantara Initiative Confluence wiki;
- b) a Kantara Initiative github repository; and,
- c) email distribution list archives.

Other online storage systems are permitted, provided the materials stored there include the correct copyright and license notices. DG Chairs must discuss use of these alternative systems with the LC Chair prior to using them for Kantara materials.

SECTION 5.1.6: DG Reporting Requirements

The reporting process is one of a number ‘pulse checks’ that can be used to determine if a DG is dormant or is at risk of becoming dormant.

DG Chairs shall update the [LC Blog](#) with the major activities of the DG on a monthly basis.

DG Chairs shall submit quarterly status reports to the LC if the DG is at risk of becoming dormant.

Refer to ANNEX A – Supporting Procedures “Supporting Procedures for SECTION 4.1.6: WG Reporting Requirements and SECTION 5.1.6: DG Reporting Requirements” for step-by-step procedures.

SECTION 5.1.7: DG Intellectual Property Rights Options

The Intellectual Property Rights Option under which the DG was established shall be stated in the DG Group Request form.

The IPR Option for a DG cannot be changed after the DG is approved. See the [Kantara Initiative Intellectual Property Rights Policy](#) for details.

SECTION 5.2: DG Meetings

The DG shall establish a regular schedule of meetings at times and frequencies agreed and necessary to make progress on the work of the DG.

SECTION 5.2.1: Meeting Requirements

SECTION 5.2.1.1: Notice and Place of Meeting

A minimum of one week notice of any DG meeting is required. The DG meeting notice shall be distributed using the DG mailing list. Regularly-scheduled recurring DG meetings fulfil the notice requirement.

A meeting agenda shall be published via the DG mailing list no less than two days prior to a meeting.

Most DG meetings should be held via phone and online.

Kantara Initiative provides the use of web conferencing facilities to Groups.

In-person meetings may be held as required. In-person meetings should be held in locations to minimize the overall travel and cost burden on DG Participants, in the spirit of fairness. Where possible, in-person meetings should be scheduled to coincide with other events that DG Participants may be already attending.

Attendance at in-person meetings via remote means should be permitted. In-person meetings must be announced at least one month in advance and the agenda published at least one week in advance.

SECTION 5.2.1.2: Meeting Reporting Requirements

There are no specific DG meeting reporting requirements.

SECTION 5.2.2: In-Person Meeting Sponsorship and Fees

Costs for in-person meetings should be covered by DG Participants. The DG may seek meeting sponsorship and funding from external sources with the prior written permission of the Executive Director.

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

SECTION 5.3: General DG Responsibilities

Groups are the main working space at Kantara Initiative where experts gather to discuss technical, policy/guideline, business/marketing and special interests as described in their Group Charter.

DG Participants are responsible for their own professional conduct. Groups make the most progress when all participants are respectful and accommodating of each other.

The activities of a DG include:

- a) Holding regular meetings to discuss pertinent subjects and to work on DG projects;
- b) Developing and publishing Reports to Kantara Initiative LC and Board of Directors on current subjects and areas needing industry attention; and,
- c) Sustaining forward activity and increasing Group participation.

SECTION 5.3.1: Regular meetings

The DG shall meet regularly to make progress on the work of the Group, as described in SECTION 5.2: DG Meetings.

SECTION 5.3.2: Development of DG Reports

It is recommended that DGs produce Reports summarizing or containing their work results.

See ARTICLE 7 — DOCUMENT DEVELOPMENT AND PUBLICATION for details about developing Group Reports for publication.

SECTION 5.3.3: Group Projects and Group Engagement

DG Participants should encourage other interested parties to join and engage the DG.

SECTION 5.4: DG Formation and Shutdown Procedures

This section describes the detailed steps needed to propose a new DG; and the conditions under which a DG may be dissolved.

These sections have corresponding Leadership Council sections: SECTION 3.4.1: Group Formation Procedure and SECTION 3.4.3.2: DG Shutdown.

SECTION 5.4.1: Formation 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.

The Participant wishing to propose a DG completes a Discussion Group Charter template (see ANNEX C – Discussion Group Request [Template]).

Submission of a DG Request for approval requires the signature of three or more proposed Participants of the DG, at least two of whom must be Members. The Participant proposing the DG submits the completed DG Request to the LC Secretary for LC approval.

The LC must consider any properly submitted proposal for the creation of a DG and vote on it within 45 days of its submittal to the LC Secretary.

All proposed and approved DG Requests must be made available for public review.

SECTION 5.4.2: DG Renewal

DGs are established for a maximum term of one year, but may be renewed annually for up to a maximum of three years total.

The DG Chair can, with a Majority vote of DG Participants, formulate a request to renew the Charter of the DG and submit it to the LC Secretary. Upon being approved by the LC, the DG can continue operations for another year.

SECTION 5.4.3: DG Shutdown

DGs can dissolved for the following reasons:

a) DG has expired;

NOTE: A DG that has expired its one year term must either renew to continue Group activity or cease activity. The process along either of these routes must commence no later than 30 days from expiry.

b) DG Self-Shutdown:

NOTE: A DG may at any time vote to De-Charter itself by a Super Majority of those voting on the motion to shut down the DG. The result of the vote to De-Charter must be put before the LC for ratification.

ARTICLE 6 – 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, an individual who is eligible to vote, regardless of the individual representing multiple members and/or multiple Groups, shall have one, and only one, vote on any ballot measure.

Proxy voting is not permitted.

[Bylaws: [ARTICLE 3 SECTION 3.3](#)]

See SECTION 3.1.4: LC Decision Making for Voting rules for the LC. See

SECTION 6.1: Voter Eligibility

Group Participants may be either Voting Participants or Non-Voting Participants. Current voting status of Participants shall be recorded on the Roster at the Group wiki space.

Any Voting Participant who fails to attend two consecutive meetings of the Group may, at the discretion of the Chair, be re-classified as a Non-Voting Participant. Re-classifications should only be contemplated when there are persistent failures to reach quorum, and the business of the Group is impeded. Such re-classification shall be stated in the minutes of the meeting in which it takes effect.

Voting Participant status may be re-acquired by attending a meeting of the Group, in which case the Voting Participant status is effective at the conclusion of the meeting.

In the case of an electronic vote of the Group, if the electronic vote is initiated while a Participant is in non-voting status, the Participant may not vote in that electronic vote.

SECTION 6.2: 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 motion under consideration shall be structured in such a way as to make a clear “yes”/”no” choice available. The exact text of the motion shall be included in the minutes of the meeting. Care must be exercised to make accurate and complete references to document titles and URLs that are included in motions.

- c) The Chair shall allow 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) The vote shall be public except where required elsewhere by the Controlling Documents of the Organization.
- 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 1/5th minority 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 6.3: Electronic Ballots

Most votes concerning routine matters should be conducted by electronic means for Participant convenience.

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

- a) The total number of eligible voters for the vote shall be used as the basis for results calculations.
- b) To be considered a valid ballot, unless otherwise required, a Majority of the total number of eligible voters must vote.
- c) The motion under consideration shall be structured in such a way as to make a clear “yes”/”no” choice available. The exact text of the motion shall be included in the minutes of the meeting. Care must be exercised to make accurate and complete references to document titles and URLs that are included in motions.
- d) 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. "Abstain" votes shall not affect the number of votes required to determine passage of the ballot.
- e) The ballot must include the open and close date for the vote.
- f) 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.

- g) The ballot must remind voters that for “no” and "abstain" votes the voter is encouraged to include rationale for their choice.
- h) Electronic ballots must be open for a minimum time period of one 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 week may be used at the discretion of the Chair or when required by the controlling documents of the organization.
- i) 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 6.4: Regarding ‘No’ and ‘Abstain’ Votes

While not mandatory, Voting Participants who vote “no” or “abstain” on an electronic ballot are *encouraged* to provide written rationale for their 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 LC or the Board of Directors related to the formation of Groups, initiation of All-Member Ballots and other submissions, the LC or Board of Directors must provide a written rationale for the rejection. This transparency requirement exists to ensure that the criteria used to evaluate the submission are shared for the benefit of interested stakeholders. The rationale may form the grounds to amend and re-submit the original request.

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, at a minimum, the LC Chair, one Director and one of the two current LC delegates who sit on the Board of Directors. 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, recommend that the matter be submitted to an All-Member Ballot for final resolution.

ARTICLE 7 – DOCUMENT DEVELOPMENT AND PUBLICATION

SECTION 7.1: Kantara Initiative Publication Types

There are two major classes of publication at Kantara Initiative defined in the Bylaws: Recommendation and Report.

“**Recommendation**” shall mean any output of a Work Group (e.g. draft Technical Specification, policy, guidelines, procedures, etc.) that has been approved by a Supermajority of those Voting in an All Member Ballot.

[Bylaws: ARTICLE 1 SECTION 1.21]

“**Report**” shall mean any output of a Work Group or Discussion Group that is **not** a draft Technical Specification nor a Recommendation (e.g. policy, guidelines, procedures, etc.) that has been approved by a Supermajority of those Voting in an All Member Ballot.

[Bylaws: ARTICLE 1 SECTION 1.22]

And one sub-type of Recommendation called a Technical Specification:

“**Technical Specification**” shall mean a document created by a Work Group that is expressly designated as a “Technical Specification” and that contains detailed technical information of a nature that must be implemented as described therein for an implementation thereof to be deemed compliant. A Work Group Charter shall identify an SSO (or multiple SSOs) to which the Technical Specification should be submitted for consideration for adoption as an SSO Standard.

[Bylaws: ARTICLE 1 SECTION 1.28]

SECTION 7.2: Branding of Publications

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

Reports are titled: “Kantara Initiative {Work II Discussion} Group XYZ Final Report”.

Group-level Reports do not imply any position by Kantara Initiative Membership as a whole.

SECTION 7.3: Promotion and Marketing of Kantara Initiative Publications

LC will work with Group Leadership to engage Kantara Initiative Staff responsible for promotion and marketing of publications.

Approved Group Reports are given publicity through Kantara Initiative marketing communications channels such as its blog and Twitter feed. Thus, report submission for approval is encouraged.

SECTION 7.4: Publication Distribution Options

Reports and Recommendations can be distributed to three possible audiences. The distribution option should be selected before drafting begins. Each audience type requires a different level of approval.

Distribution Option	Recommendation	Report
Distribute to Public	Permitted	Permitted
Distribute to Kantara Members only	Permitted	Permitted
Distribute to Work or Discussion Group only	Cannot restrict distribution to this level.	Permitted

Note that Invitation-Only Groups may restrict distribution and licensing of work products.

SECTION 7.5: Intellectual Property Rights Overview

NOTE: This section includes guidance on the Kantara Initiative Intellectual Property Rights regime, as set out in the Bylaws, Intellectual Property Rights Policy, Kantara Initiative Membership Agreement and Group Participation Agreement. In case of discrepancy between this section and those governing documents, the governing documents are authoritative.

Kantara Initiative produces publications as the result of Group joint work efforts which include contributions from Participants.

Essentially, the Kantara Initiative Intellectual Property Rights Policy (v2.0 2017-02-16) plus the Group-selected IPR Option specifies the license terms that the contributing Participant must provide to other Group Participants and Kantara Initiative.

The IPR Policy specifies that the copyright to outputs of a Group are owned by Kantara Initiative and that Kantara Initiative reserves the rights to publish these outputs.

Kantara Initiative facilitates the development of intellectual property within Groups. Group Participants are accountable for contributions made to the Group for use in any Group outputs. This includes accountability that any contribution from a Participant is not the Intellectual Property of any party other than the Participant (whether the Participant is acting in his/her own right or is authorized to represent an entity per the Participant's GPA), to the best of the Group's collective expertise and knowledge.

Kantara Initiative does not contribute content to Group documents. Editors or other supporting roles act on behalf of Group Participants, not Kantara Initiative.

This separation of concerns underpins Kantara Initiative's neutral position and protection from liability in the case of copyright, patent or other IPR infringement disputes.

The Public Review and Intellectual Property Rights Review periods are critical steps in the publication process. These reviews allow any entities to inform the Group, via Kantara Initiative staff, that there may be a claim or license issue. The Group is responsible for taking appropriate action to address the claim or license issue, again with administrative assistance from Kantara Initiative staff.

SECTION 7.5.1: Ownership of Intellectual Property

Participants who contribute material retain ownership of their contributions. The resulting Group output constitutes a copyrightable work owned by Kantara Initiative, distinct from any pre-existing derived copyrightable interests the contributor/participant may hold on the input contributions. Kantara Initiative reserves the right to publish the Group copyrightable output. No individual, organization or company may reproduce or redistribute the joint work products except as permitted by the Corporation under the applicable set of these license terms or otherwise in writing signed by the Executive Director of the Corporation

Each Participant shall retain ownership [...] of any of its Licensed Materials that such Participant offers for use in the development of or for inclusion in a Technical Specification or Recommendation or other output of a Group, as well as of such Participant's implementations of the technologies described in a Technical Specification.

[IPR Policy: ARTICLE 4]

To the extent to which a Technical Specification, Recommendation or other Group output constitutes a copyrightable work distinct from any Participant's copyright interests in Licensed Materials included as part of such Technical Specification, Recommendation or Group output or from which they are derived,

the copyright in such Technical Specification or other output of a Group shall be owned by the Corporation. Joint works that are created in a Group are the intellectual property of the Corporation.

[IPR Policy: ARTICLE 4]

SECTION 7.5.2: The Intellectual Property Rights Options

NOTE: This section includes guidance on Kantara Initiative's Intellectual Property Rights regime, as set out in the Bylaws, Intellectual Property Rights Policy, Kantara Initiative Membership Agreement and Group Participation Agreement. In case of discrepancy between this section and those governing documents, the governing documents are authoritative.

When a Group is formed, the Group must choose which one of the Kantara Initiative IPR Options they will operate under:

- a) Non-Assert Covenant
- b) Patent and Copyright: Reciprocal Royalty Free with Opt-Out to Reasonable And Non-discriminatory (RAND)
- c) Creative Commons Attribution Share-Alike v3.0 (CC BY-SA-3.0)
- d) Apache Source Code Contributor License Agreement v2.0

These IPR Options specify the license terms and conditions for content ("Licensed Materials") intentionally contributed to a Group for use in the development or inclusion in the output of a Group.

The chosen IPR Option also determines the copyright and licensing details of Group outputs and publications.

Non-Assertion Covenant

- The default option as of the Kantara Initiative IPR Policy v2.0 (February 16, 2017).
- Can be used for: Recommendation; Technical Specification Recommendation; Report; or other output
- Permits derivative works by Group Participants and non-Participants
- Participants making contributions agree to not assert licensable patent claims

Patent and Copyright: Reciprocal Royalty Free with Opt-Out to Reasonable And Non-discriminatory (RAND)

- Can be used for: Technical Specification Recommendations; or other output

- The obligations are complex in this one
- Non-Participants shall not reproduce the Licensed Materials without prior written permission from the Executive Director of the Corporation
- Permits derivative works by Group Participants
- Does not permit derivative works by non-Participants
- Group Participants must disclose to the LC any potential patent claims during the IPR Review Period. These claims are ‘Necessary Claims’ if the patented material is necessary for implementers to create Fully Compliant Implementations of the specification.
- There are two licensing options for Necessary Claims material:
 - a no-fee, royalty-free, nonexclusive, nontransferable, license under its Necessary Claims to implement the specific Corporation Recommendation Technical Specification, and;
 - in the case a Necessary Claim is ‘withdrawn’, a fair, reasonable, non-discriminatory, nonexclusive, nontransferable, license under such Necessary Claims to implement the specific Corporation Recommendation Technical Specification from a Group

Source Code Contributor License Agreement (CLA): Apache 2.0

- Can be used for: output of a Group, such as code, **other than** a Technical Specification Recommendation
- Permits derivative works by Group Participants and non-Participants
- Participants making contributions must grant a patent license if their contribution would cause an infringement

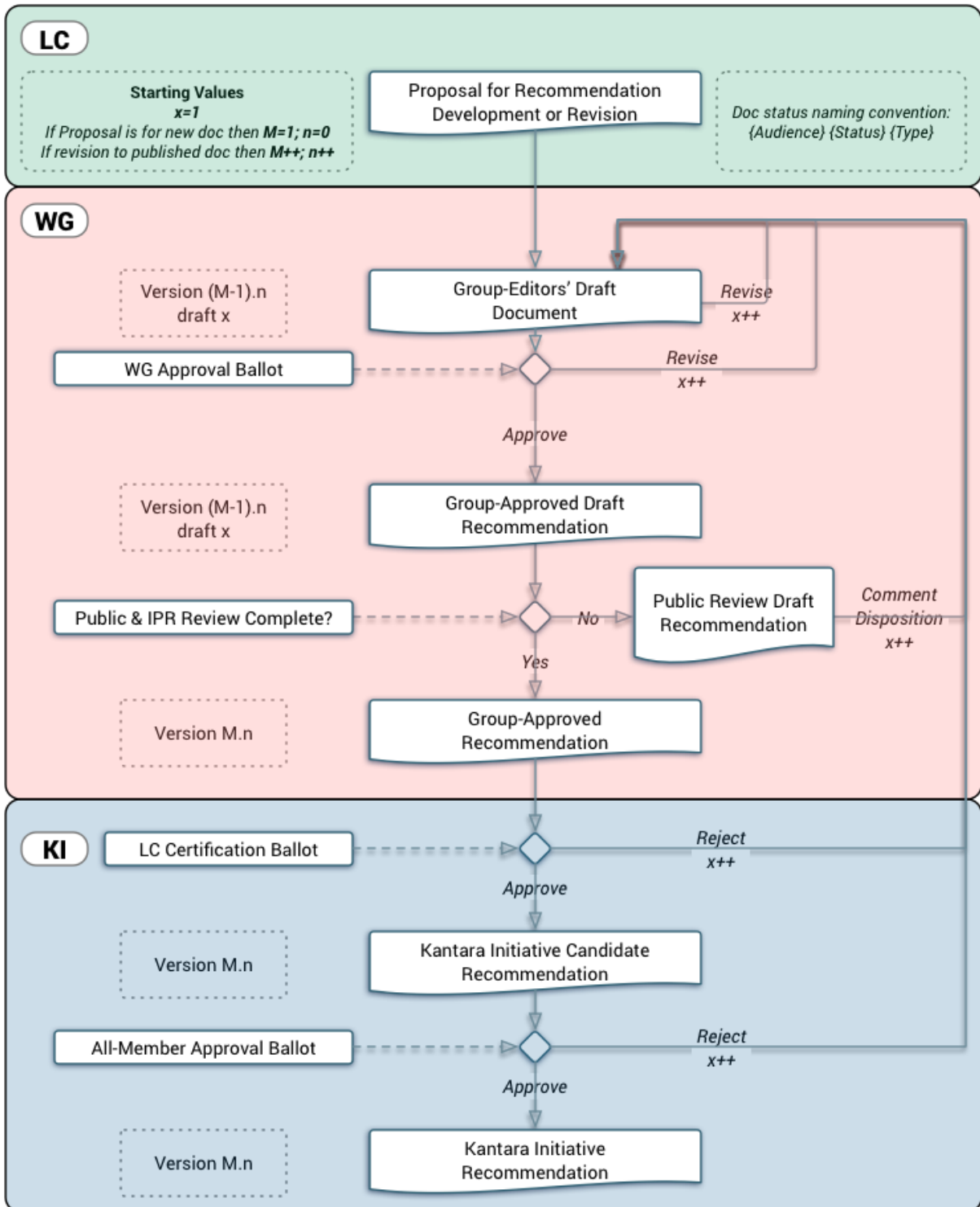
Creative Commons Attribution-Share Alike (CC A-SA) 3.0

- Can be used for: output of a Group, such as a Report or document, **other than** a Technical Specification Recommendation
- Permits derivative works by Group Participants and non-Participants
- Participants making contributions grant a license to copy, redistribute, make derivative works under specific terms that include: must give attribution, and must, in the case of derivative works, use same license as the original.

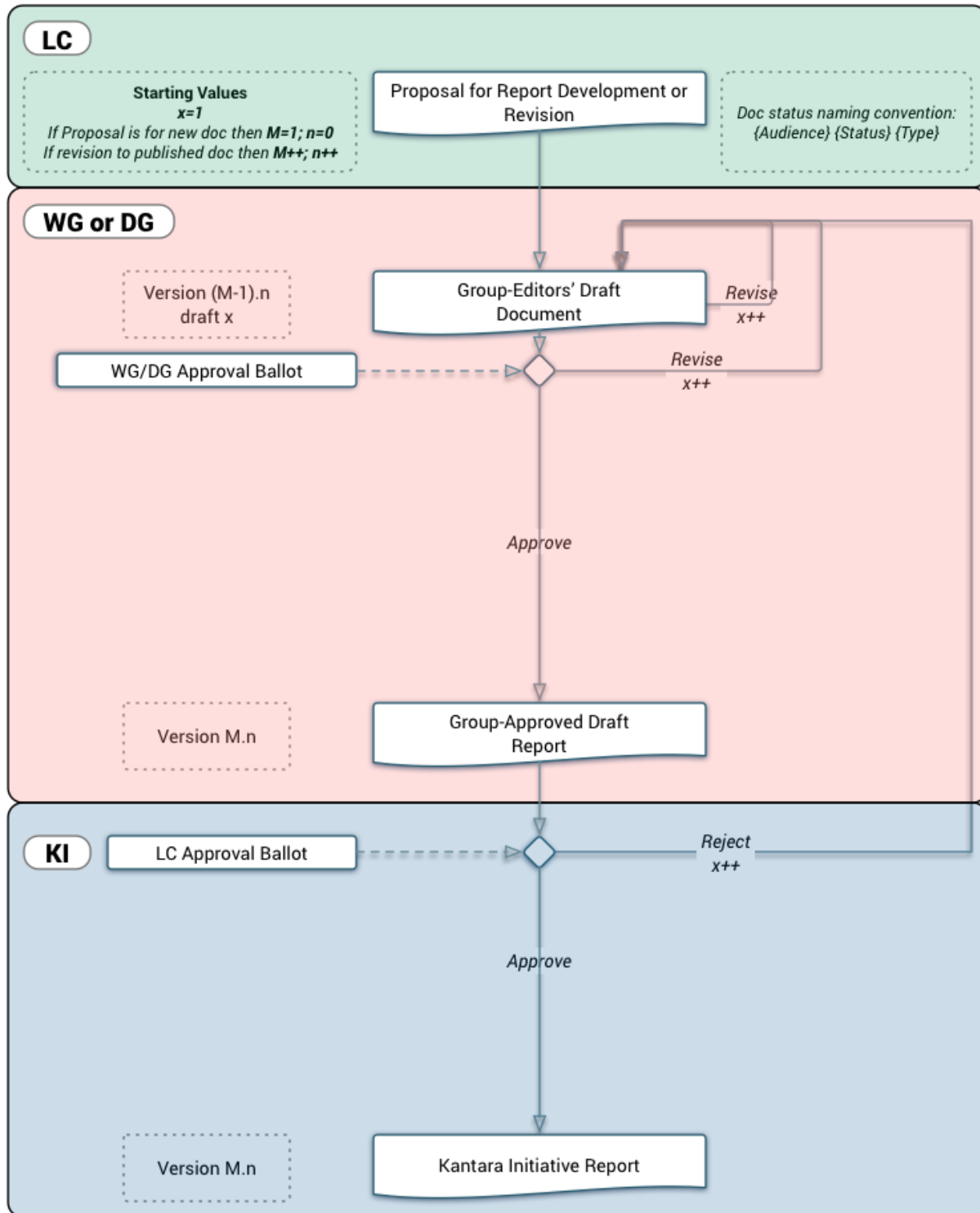
SECTION 7.6: Publication Workflows

The following pages show high-level workflows for each type of publication. More details can be found in the “Kantara Initiative Document Publication Procedures Notes” document.

Document States - Kantara Initiative Recommendation



Document States - Kantara Initiative Report



SECTION 7.7: Publication Approval Stages

There are several approval stages for publications produced by **Groups**.

SECTION 7.7.1: Approvals for Work Group Recommendations

The names of each document stage are:

Work Group Recommendations	Approval to Proceed to Next Stage
Group-Editors' Draft Document	Simple Majority of the WG Participants voting Approval leads to Group-Approved Draft Recommendation or next minor version of Group-Editors' Draft Document
Group-Approved Draft Recommendation	Majority of the eligible voting Participants of the WG Approval leads to either Public Review Draft Recommendation or Group-Approved Recommendation
Public Review Draft Recommendation	Not applicable – changes caused by the public review will go into the originating <i>Group-Editors' Draft Document</i>
Group-Approved Recommendation	Simple Majority vote of the LC Approval leads to Kantara Initiative Candidate Recommendation
Kantara Initiative Candidate Recommendation	Super Majority of those Voting in the All-Member ballot, with at least 15% of all Members voting Approval leads to Kantara Initiative Recommendation
Kantara Initiative Recommendation	Not Applicable

Note that a Recommendation may be a Technical Specification.

SECTION 7.7.1.1: LC Approval, Public Review and IPR Review Period Requirements

The Kantara Initiative publication processes of Public Review and IPR Review are broadly aligned with international standards setting organization processes, to simplify contribution of Kantara Initiative publications to those organizations.

In order to approve a Group-Approved Recommendation as a Kantara Initiative Candidate Recommendation that is ready to proceed to All-Member Ballot, the following conditions shall apply:

- a) the Group-Approved Recommendation is within the scope of the WG Charter;
- b) the Group-Approved Recommendation contains the required copyright notices; contains the mandatory boilerplate text; and meets the Kantara Initiative style and formatting requirements;
- c) the Group-Approved Recommendation has been made available for public review and comment for a period of at least 45 days to allow sufficient time for Members to conduct internal legal and technical reviews, any comments received have received a disposition, and drafts updated if necessary; and,
- d) the Group-Approved Recommendation Technical Specification has been made available for public review to examine for copyright infringement or IPR claims, and any such claims documented.

Approval of a Draft Recommendation as a Kantara Initiative Candidate Recommendation requires a Simple Majority vote of the LC.

NOTE: The LC can, by Super Majority vote of the LC, reduce the duration of, or remove altogether, the IPR Review Period and/or the Public Review period in instances where there is low risk of patent, copyright and applicable IPR issues, and/or low risk of a reduction in quality of the output, and/or the changes are minor and (in the case of criteria, do not break implementations) non-material editorial changes to Group-Approved Recommendations or Technical Specifications. The decision must take into consideration the risk of liability being assumed by reduction or removal of the review period and the impact of changes on affected parties (e.g. Service Providers and Assessors). The decision and rationale shall be reported to the Board of Directors at the next Board of Directors meeting.

A notice describing the Public Review period reduction shall be included in the remaining notice of Public Review and the subsequent All-Member Ballot, if these proceed. In the event that there is no Public Review, nor All-Member Ballot, a notice the

describing the motion, and details of the Super Majority vote, for their removal shall be published in the voting record of the organization in the Wiki at this url: <https://kantarainitiative.org/confluence/display/GI/All+Member+Ballots>

SECTION 7.7.1.2: Disposition of Comments

Comments received on Public Review Draft Recommendations shall be logged in a Comment Disposition log.

The Editor and WG shall log a disposition for each comment, indicating the action or non-action resulting from the comment.

Commenters shall be notified about the disposition of their submitted comments.

The Comment Disposition log shall be made available to the public.

SECTION 7.7.1.3: All-Member Ballot for Recommendation Approval

The LC Secretary shall then initiate the All-Member Ballot. This ballot shall be conducted electronically and shall be open for a minimum of 15 days.

The voting record by the All-Member ballot shall be publicly available upon completion of the ballot.

NOTE: The LC can, by Super Majority vote of the LC, remove the All-Member Ballot period for non-material editorial changes identified in the Super Majority vote concerning the reduction or removal of the IPR Review and Public Review and Comment period, to a Kantara Initiative Candidate Recommendation. The decision must take into consideration the impact of changes on affected parties (e.g., Service Providers and Assessors) and the level of effort vs the benefit granted to members of their endorsement. The decision and rationale shall be reported to the Board of Directors at the next Board of Directors meeting.

A notice the describing the motion, and details of the Super Majority vote, for removal of the All-Member Ballot shall be published in the voting record of the organization in the Wiki at this url: <https://kantarainitiative.org/confluence/display/GI/All+Member+Ballots>

SECTION 7.7.2: Approvals for Group Reports

There are several approval stages for Kantara Initiative publications produced by **Groups**. The names of each document stage are:

Group Reports	Approval to Proceed to Next Stage
Group-Editors' Draft Document	Simple Majority of the Group Participants

	voting Approval leads to Group-Approved Draft Report or next minor version of Group-Editors' Draft Document
Group-Approved Draft Report	Simple Majority vote of the LC Approval leads to Kantara Initiative Report
Kantara Initiative Report	Not Applicable

SECTION 7.7.2.1: Group Report Requirements

Group-Approved Draft Reports shall meet the following requirements prior to initiation of the LC Approval ballot:

- a) the Group-Approved Draft Report is within the scope of the Group Charter;
- b) the Group-Approved Draft Report contains the required copyright notices; contains the mandatory boilerplate text; and meets the Kantara Initiative style and formatting requirements; and,
- c) the Group-Approved Draft Report has been made available for public review and comment for a period of no less than 14 days if requested by the Group Leadership Team; any comments received have received a disposition; and, drafts updated if necessary.

SECTION 7.7.2.2: Disposition of Comments

There are no strict requirements for comment disposition for Group Reports. However, it may be prudent to maintain an informal Comment Disposition Log to ensure that feedback is received and accounted for.

SECTION 7.7.2.3: LC Ballot for Report Approval

LC approval serves two purposes: socializing the Group's work among the LC delegates (peers of the Group's own leadership team), and formally acknowledging that the Report has met the LC's requirements.

A Simple Majority of the LC is required to approve a Group-Approved Draft Report as a Kantara Initiative Report.

SECTION 7.8: Temporary URL Labeling in Technical Specifications Requirements

WGs that produce Technical Specifications that need to give unique labels to various components in those specifications, such as XML namespace names, or identifiers for fields in XRD descriptive data should refer to the Kantara Initiative wiki page: *Temporary URL Labeling in Technical Specifications* for specific URL Labeling.

Kantara Initiative will make available the following area on its site that WGs 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 WG will, by request to Kantara Initiative 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 WG could request <http://docs.kantarainitiative.org/umawg/> or <http://docs.kantarainitiative.org/uma/>.

Within such an area, the WG 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.

WGs can choose to use other systems of labeling, such as URNs, or URLs in a non-Kantara Initiative-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.

ANNEX A – Supporting Procedures

This Annex contains Supporting Procedures and other material that supports the Operating Procedures contained in the main body sections of this document.

Supporting Procedures for SECTION 3.4.1: Group Formation Procedure

- a) The Group proposer sends a completed Group formation request to the LC Secretary. The LC Secretary verifies that the Group formation request meets the requirements as set out in the Bylaws: for a WG, ARTICLE 5 SECTION 5.5; or for a DG, ARTICLE 5 SECTION 5.7. The ANNEX B – Work Group Charter [Template] and ANNEX C – Discussion Group Request [Template] identify the required information and are attached as Annexes to this document.
- b) The LC Secretary schedules discussion of the Group formation request at the next available LC meeting and distributes the document to the LC in advance. The Group proposer(s) should be invited to that LC meeting.
- c) The Group proposer should consider comments from the LC and modify the Group formation request as needed. If the changes are substantial, the Group proposer should schedule a second LC consultation meeting.
- d) Once the Group formation request is ready for approval, the LC Secretary initiates an LC vote. A Simple Majority vote of the LC is required to approve the Group formation request.

NOTE: The time from the LC Secretary receiving the request to the vote should be less than 45 days.

- e) Upon approval, notification, Group infrastructure setup and promotional procedures should be started.

[Bylaws: ARTICLE 5 SECTION 5.5]

[Bylaws: ARTICLE 5 SECTION 5.7]

Supporting Procedures for: SECTION 4.1.6: WG Reporting Requirements and SECTION 5.1.6: DG Reporting Requirements

SECTION 4.1.6.1 and 5.1.6.1 Monthly Status Updates

WG Chairs shall update the LC Blog with the major activities of the WG on a monthly basis.

Supporting Procedures for: SECTION 4.3.5: Annual WG Charter Review
--

The procedure is:

- a) In August, the WG Chair receives a notice and request from the LC Secretary reminding them of the Annual Charter Review procedures including the requirement to identify projects. The notice should include a description of current Kantara Initiative projects and strategies.
- b) By the end of December, the WG performs the review, reaches consensus and makes a decision to endorse the Charter. Groups should consider identifying projects that require funding to complete. For any identified projects the Group will prepare a funding request using the template in ANNEX D — Group Project Proposal [Template]. Groups should consider finding external parties to fund a project. The WG Chair notifies the LC Secretary of the newly-endorsed Charter.
- c) The WG Chair is informed by the LC Secretary of any comments and suggestions or of the approval of the Charter. The WG Chair shall, through consultation with the WG, address any comments and suggestions and provide the LC Secretary with a Disposition of the comments and suggestions as well as a revised Charter.
- d) Upon receipt of a LC approved Charter, the WG Secretary posts the updated Charter on the Group wiki. If the LC Approved Charter includes any funded projects, Group Leadership will work with Kantara Initiative Staff and the Board of Directors' Treasurer to plan how to receive and distribute the external funds (e.g. via bank transfer, paying invoices or executed contract, etc.).

ANNEX B – Work Group Charter [Template]

Charter for: INSERT WORK GROUP NAME

<date>

(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:

A clear statement of purpose and justification why the proposed WG is necessary. The Purpose must indicate how the WG contributes to the purpose of the Organization;

(3) SCOPE:

The scope and definition of the planned work. The Scope must include a definition of the outputs that are envisioned and how each output contributes to the purpose of the Organization;

(4) DRAFT TECHNICAL SPECIFICATIONS:

A list of the Working Titles of draft Technical Specifications to be produced (if any), and projected completion dates.

(5) OTHER DRAFT RECOMMENDATIONS:

Working Titles of 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. See the Operating Procedures for Kantara Initiative Membership requirements.

(7) AUDIENCE:

Anticipated audience or users of the work.

(8) DURATION:

Objective criteria for determining when the work of the WG has been completed.

(9) IPR POLICY:

The Organization approved Intellectual Property Rights Policy under which the WG will operate.

(10) RELATED WORK AND LIAISONS:

A list of all other Groups, Projects and external organizations and an indication of how the proposed work relates to those other parties;

(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 including Kantara Initiative membership requirements.

ANNEX C — Discussion Group Request [Template]

Charter for: INSERT DISCUSSION GROUP NAME

<date>

(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:

A clear statement of the topic, purpose, and/or motivation for requesting the formation of this DG. The topic, purpose and/or motivation must indicate how the DG relates to the purpose of the Organization;

(3) LEADERSHIP:

Proposed DG Chair subject to confirmation by a vote of the DG Participants. See the Operating Procedures for Kantara Initiative Membership requirements.

(4) RELATED WORK AND LIAISONS:

A list of all other Groups and an indication of how the proposed work relates to those other Groups;

(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 DG including Kantara Initiative membership requirements.

ANNEX D – Group Project Proposal [Template]

Project Name	<p>The name of the project.</p> <p>Could be very similar to the title of the Publication</p>
Project Description	<p>A brief and simple description of the project objective, rationale for creating the publication, specific entities that will use the publication and related work inside or outside of Kantara.</p> <p>The Publication synopsis below should contain the publication outline.</p>
Project output type	<p>One of:</p> <p>Draft Recommendation</p> <p>Draft Technical Specification</p> <p>Draft Report</p>
Publication title	The actual title of the planned publication
Publication synopsis	The 1 paragraph outline of the planned publication purpose and contents. A proposed table of contents may be included after the descriptive paragraph.
Future Work Items	Related projects that could follow from the current project.
Leader(s)	The individual(s) who are accountable for production of the project output
Project Status Reporting	The frequency and type of status reporting.

External Funder(s)	The name(s) of the external funder(s),
Process for Receiving Funds	How the funds will be received including under what schedule
Amount	The amount to be received
Fund Usage	How the funds are expected to be paid out, to whom, under what schedule

It should be noted that for external funding:

- a) The Kantara Initiative will collect an administrative fee of the external funds, as described in the Kantara Initiative Finance Policy.
- 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 Initiative Staff, and Board of Directors 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 Initiative 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.

ANNEX E – Voting Policy Overview

SECTION E.1: Definitions

“**Simple Majority**” shall mean more than 50% of all those casting a vote (excluding abstentions).

[Bylaws: ARTICLE 1 SECTION 1.24]

“**Majority**” shall mean more than 50% of all members of a group.

[Bylaws: ARTICLE 1 SECTION 1.17]

“**Supermajority**” shall mean at least 75% of all members of a group.

[Bylaws: ARTICLE 1 SECTION 1.26]

“**Supermajority of those Voting**” shall mean at least 75% of those casting a vote (excluding abstentions).

[Bylaws: ARTICLE 1 SECTION 1.27]

SECTION E.2: Index of voting references

ALL-MEMBER BALLOT

Super Majority Vote

SECTION 3.4.6: Adoption and Amendment of Operating Procedures

- Vote to approve changes to Operating Procedures

SECTION 7.7.1: Approvals for Work Group Recommendations

- Approval of Candidate Recommendation

DISCUSSION GROUP

Majority Vote

SECTION 5.1.3: DG Elections

- DG Leadership Election

SECTION 5.4.2: DG Renewal

- DG vote to renew charter

Simple Majority Vote

SECTION 7.7.2: Approvals for Group Reports

- Approval of Editors' Draft

Super Majority Vote

SECTION 5.4.3: DG Shutdown

- DG vote to self-shutdown a Group

LEADERSHIP COUNCIL**Majority Vote**

SECTION 3.1.3: LC Election and Term

- LC Leadership Election

SECTION 3.1.5: LC Documents and Materials

- Vote to limit access to specific LC materials

SECTION 3.4.6: Adoption and Amendment of Operating Procedures

- Vote to approve changes to Operating Procedures
- Vote to approve changes to Supporting Procedures or non-material Operating Procedures changes

Quorum

SECTION 3.1.4: LC Decision Making

- LC Meetings Quorum Calculation

Simple Majority Vote

SECTION 3.2.1: Meeting Requirements

- Vote to conduct portions of an LC meeting with only LC delegates present

SECTION 3.4.4: Approval of Group Output for Kantara Initiative Member Approval

- Vote to certify Group-Approved Recommendation

SECTION 7.7.1: Approvals for Work Group Recommendations

- LC Certification of Group-Approved Recommendation

SECTION 7.7.2: Approvals for Group Reports

- Vote to approve proposed Group
- Vote to publish Group-Approved Draft Report

Super Majority Vote

SECTION 3.1.3: LC Election and Term

- Removal of LC Leadership

SECTION 7.7.1: Approvals for Work Group Recommendations

- Vote to reduce duration of or remove Public Review period
- Vote to remove an All Member Ballot

WORK GROUP**Majority Vote**

SECTION 4.1.3: WG Elections

- WG Leadership Election

SECTION 7.7.1: Approvals for Work Group Recommendations

- Approval of Group-Approved Draft Recommendation

Simple Majority Vote

SECTION 7.7.1: Approvals for Work Group Recommendations

- Approval of Editors' Draft

SECTION 7.7.2: Approvals for Group Reports

- Approval of Editors' Draft

Super Majority Vote

SECTION 4.4.2: WG Shutdown

- WG vote to self-shutdown a Group

REVISION HISTORY

Document Version	Document Date	Comment
1.0	2009-03-25	
1.1	2009-11-10	
1.2	2012-09-26	
1.3	2013-01-30	
2.0	2015-02-26	
2.1	2015-06-15	
3.0	2018-10-15	1 st version as Kantara Initiative Inc., synchronized with Bylaws v2.0 2017-05-17