

## Ballot 206 FAQ

The purpose of this document is to help you understand what Ballot 206 is about, what it includes, and why it's being proposed.

### Q1. What is the background behind Ballot 206?

A. As you may remember, Ballot 165 created the Governance Reform Working Group. That WG was tasked with, among other things, considering whether the scope of the Forum could be expanded to include topics such as code signing, S/MIME and client certificate usages, and creation of a new governance structure. Ballot 206 is the outcome of the Governance Reform Working Group's work.

### Q2. What is the purpose of Ballot 206?

A: The primary purpose of Ballot 206 is to clarify the process for creating new Forum working groups, and the application of the Forum's IPR Policy to those working groups. For some time, Forum members and prospective members have been discussing a governance model where members could participate and make IP commitments on a working-group basis, rather than making a Forum-wide patent commitment. Ballot 206 proposes changes to the Forum Bylaws and IPR Policy to effect these changes. Other changes have been rolled into this ballot as well. The additional changes are summarized below; however, the summary is no substitute for the ballot itself, and in the event of a conflict or inconsistency, the language in the ballot will prevail.

In the proposed amended Bylaws (in order of appearance):

- **Faulty ballots.** Section 2.3(d) clarifies how faulty ballot votes would be handled. This change is to address some voting situations that occurred in 2017, so it's clear what we should do if they happen again.
- **Redline discrepancies.** Section 2.4(a) clarifies the process that applies if there's a discrepancy between Guideline language set forth in a ballot, and the redlined version of the language attached to the ballot. This change is also intended to address issues that occurred in 2017.
- **Finalizing minutes.** Section 5.1(a) specifies how to finalize Forum minutes, in the absence of another meeting, so the minutes could be approved within a defined period of time.
- **Creating new Working Groups.** Section 5.3 sets forth the new working group charter requirements and the process required to set up and operate new Forum working groups.
- **Creation of Subcommittees.** Section 5.3(e) of the Bylaws enables Working Groups to establish their own subcommittees.
- **Definition of Forum Meetings.** The Definitions section would modify the meanings of the terms "Forum Meetings" and "Forum Teleconferences" to clarify that such meetings are plenary meetings of the Forum, and do not include subcommittee, working group, ad hoc, etc. meetings.
- **First Charter Approval.** Approval of the charter for the Server Certificate Working Group, which is the working group that will capture all of the SSL/TLS (Baseline Requirements and EV Guidelines) work currently being done by the Forum.
- **Typos.** Several non-substantive typos are corrected.

In the proposed amended IPR Policy:

- Section 3 (and other sections throughout the document) are modified to clarify that patent licensing obligations will be based on **working group participation** rather than Forum membership. In other words, a Forum member only incurs patent licensing obligations with respect to a working group if the member participates in that working group. This is different from the current IP model, where all Forum members incur patent licensing obligations to all Forum work – even if they don't participate in the work.

**Q3. The Forum has been in existence for over a decade. Why is the Forum proposing changes to its governance structure now?**

A: Since its inception in 2006, the Forum has focused on SSL/TLS certificates, with some initial work on EV Code signing. With the passage of the initial Forum Bylaws in 2012, the Forum's scope was narrowed to cover only SSL/TLS certificates. In the years since 2012, Forum members and prospective members have expressed the desire to discuss and develop guidelines for other types of certificates (including S/MIME, device, and code signing), but the scope of the Bylaws was too narrow to enable such work. Based on feedback from Forum members and prospective members, the Governance Reform Working Group is proposing an expansion to the scope of the Bylaws to enable the development of guidelines addressing other types of certificates.

**Q4. How would the structure of the Forum change?**

A: The amended Bylaws would make changes to the way the Forum is organized. The Forum itself would continue to exist, and new working groups would be created within the Forum. At the Forum level, Members would vote on primarily administrative issues, such as approval of new working group charters, election of officers, amendment of the Bylaws and IPR Policy, selection of venues for meetings, and would also provide overall governance of the Forum. The Forum's existing SSL/TLS server certificate work would be swept into a new working group called the Server Certificate Working Group. In addition, the amended Bylaws would enable the creation of additional working groups for other types of work, such as code signing certificates. The amended Bylaws include the process steps required to create a new working group, and the rules that pertain to working groups. So, the current parts of the Forum would continue to exist, albeit in a modified form. Plus, members would have the ability to create new working groups according to a clear process.

**Q5. Under the new structure, who would the members of the Forum be, and what would they do?**

A: Under the amended Bylaws, the Forum members would be the current CAB Forum members and any others that qualify for membership under the Bylaws. The Forum group itself would continue to exist, and would primarily be an administrative body, where Members would vote on issues such as approval of new working group charters, election of officers, amendment of Bylaws and the IPR Policy, selection of venues for meetings, and also provide overall governance of the Forum.

**Q6. Who would approve Working Group charters and guidelines?**

A: Under the proposed amended Bylaws, a working group would prepare a charter document and submit it by ballot to the Forum for approval. There is a template charter document attached to the amended Bylaws. The proposed working group would include the voting/approval rules for their charter. Once the ballot and charter are approved by the Forum, the working group would be able to move forward to develop their guidelines. Once the guidelines are considered complete, the working

group would submit them for approval *within the working group*, according to the voting process specified in the working group's charter. Additional approval at the Forum level would not be required.

**Q7. How would voting work under the new governance model?**

A: The voting rules at the Forum level would stay the same as they are now. At the Forum level, Members would vote on primarily administrative issues, such as approval of new working group charters, election of officers, amendment of Bylaws and IPR Policy, selection of venues for meetings, and also provide overall governance of the Forum. Each new working group would specify its own voting rules in its charter document. Each working group would vote to approve its own guidelines according to the rules included in its charter.

**Q8. Under the new structure, what would happen to the SSL/TLS server certificate work (Baseline Requirements and EV Guidelines) the Forum is currently doing?**

A: The current SSL/TLS certificate work would be swept into a new Server Certificate Working Group. All then-existing Forum members would automatically become part of the Server Certificate Working Group. The Server Certificate Working Group would own and maintain the current Baseline Requirements for SSL/TLS certificates and the EV Guidelines.

**Q9. What would happen to the EV Code Signing Guidelines?**

A: The EV Code Signing Guidelines would need to be adopted by a new working group formed under Section 5.3.1 (Formation of Working Groups) of the amended Bylaws, and the new working group's charter would include the EV Guidelines in the scope of its charter. Once such a working group is formed, work may continue on the EV Guidelines.

**Q10. If a member wanted to start a new working group, what would they need to do?**

A: The process to start a new working group is outlined in Section 5.3.1 (Formation of Working Groups) of the amended Bylaws. In summary, the proposer would fill out the working group charter form, and prepare a ballot to propose the working group to the Forum.

**Q11. Who could propose a working group?**

A: Any Forum Member could propose a working group in accordance with the process in the amended Bylaws.

**Q12. Who would be able to participate in a working group?**

A. Members, Associate Members, and Interested Parties are all eligible to participate in working groups.

**Q13. How would the IPR Policy change under the new model?**

A: The way the IPR Policy is *currently* structured, *all* Members make royalty-free patent commitments to any Essential Claims related to any Final Guideline or Final Maintenance Guideline developed by the Forum, *even* if the Member did not participate in the development of those guidelines. Under the *amended* IPR Policy, Members would *only* make royalty-free patent commitments to any Essential Claims related to Final Guidelines and Final Maintenance Guidelines developed by a working group in which the Member *participates*. This change will help address the concerns of some Members and prospective Members that by adding working groups, the Forum may be expanding its scope and,

therefore, the patent commitments of its Members. Under the new model, Members can choose where to participate and, accordingly, where their patent commitments will be made.

**Q14. When would the changes go into effect?**

A: The proposed amendments to the Bylaws and IPR Policy would become effective 90 days after the vote for approval is final. The changes would not apply retroactively. Any Draft Guidelines Ballots already in their Review Period when the amendments go into effect will comply with the versions of the IPR Policy and Bylaws in effect when their respective Review Periods began. CAB Forum members would also have 90 days to sign the new IPR Agreement.

**Q15. What would happen to existing CAB Forum working groups, such as the Validation Working Group, if the amendments to the IPR Policy and Bylaws are approved?**

A: Working groups that are already in existence when the amendments are approved (“Legacy Working Groups”) would be allowed to continue operating without an approved charter for up to 6 months. For such working groups to continue beyond 6 months, they would need to prepare a charter and have it approved pursuant to Section 5.3 of the Bylaws. Otherwise, such groups would terminate at the end of 6 months.

**Q16. What happens if Ballot 206 doesn’t pass?**

A: The Governance Reform Working Group has spent over a year on the amended IPR Policy and Bylaws, and has provided Members many opportunities to review the documents, ask questions, and provide comments and feedback. Also, we’ve incorporated the comments and input from a variety of different members into the documents, which is why we have the list of changes described in Q2 above. So, we certainly hope that the ballot will pass after this much time, discussion, and vetting. However, if Ballot 206 doesn’t pass, the Bylaws and IPR Policy will not be amended, and none of the changes described in this document will be made. Given the time and effort that has gone into this ballot, it is doubtful that another effort to make these changes would follow immediately, which could affect some Forum membership decisions.

**Additional questions? Please let us know at [questions@cabforum.org](mailto:questions@cabforum.org).**