

Ballot 206 –Amendment to IPR Policy & Bylaws re Working Group Formation

This ballot is the result of the work done by the CA/Browser Forum (the “Forum”) Governance Reform Working Group. The following motion has been proposed by Virginia Fournier of Apple and endorsed by Tim Hollebeek of Digicert and Jos Purvis of Cisco to amend the CA/Browser Forum Intellectual Property Rights Policy (“IPR Policy”) and Bylaws of the CA/Browser Forum (the “Bylaws”) regarding the formation of working groups:

-- MOTION BEGINS --

1. Amendment to IPR Policy. The IPR Policy is hereby amended to read in its entirety as set forth on Exhibit A hereto (IPR Policy version 1.3, effective [date], 2018). In summary, the primary purpose of the amendment to the IPR Policy is to clarify that patent licensing obligations will be based on working group participation rather than Forum membership.

2. Amendment to Bylaws. The Bylaws are hereby amended to read in their entirety as set forth on Exhibit B hereto (Bylaws version 1.9, effective [date], 2018). In summary, the purpose of the amendment to the Bylaws is to:

- Set forth the processes required to set up and operate new Forum working groups (each, a “Chartered Working Group” or “CWG”).
- Clarify that a CWG can create its own subcommittees without full Forum approval and according to the CWG’s own approval process.
- Make clarifications regarding the handling of faulty ballot votes.
- Clarify the applicable process when there’s discrepancy between proposed Guideline language in a ballot and language set forth in a redline version attached to the ballot.
- Specify how to finalize minutes if there is no Forum meeting or teleconference within 3 weeks after publication of the draft minutes.
- Clarify the meanings of the terms “Forum Meetings” and “Forum Teleconferences.”
- Approve the charter for the Server Certificate Working Group, which will become the first Chartered Working Group (CWG).
- Allow already-existing working groups (“Legacy Working Groups” or “LWG”) to continue operating under the old rules for up to 6 months, and then transition to a Chartered Working Group (CWG) with a new charter approved under Section 5.3 of the Bylaws to continue thereafter; also clearly differentiate between Legacy Working Groups and Chartered Working Groups.
- Correct the term used to define a CAB Forum member as a “Member” rather than using various other terms to refer to the same thing throughout the document.
- Correct non-substantive typos.

3. Approval of Charter for Server Certificate Working Group. Pursuant to Section 5.3.1 (Formation of Working Groups) of the amended Bylaws, the charter for the Server Certificate Working Group attached hereto as Exhibit C is hereby approved.

4. Applicability of Amendments. The amendments to the IPR Policy and the Bylaws described in this ballot shall become effective 90 days after the date on which the vote for

approval is final, and shall not apply retroactively. Any Draft Guideline Ballots already in the Review Period when such amendments go into effect shall comply with the versions of the IPR Policy and the Bylaws in effect when such Review Period began.

-- MOTION ENDS --

The procedure for this ballot is as follows (exact start and end times may be adjusted to comply with applicable Bylaws and IPR Agreement):

| | | |
|---|---------------------------|-------------------------|
| BALLOT 206 Status: Amendment to IPR Policy and Bylaws re Working Group Formation | Start time (22:00 UTC) | End time (22:00 UTC) |
| Discussion (7 days) | xx date 2018 | xx date 2018 |
| Vote for approval (7 days) | xx date 2018 | xx date 2018 |

Votes must be cast by posting an on-list reply to this thread on the Public Mail List.

A vote in favor of the ballot must indicate a clear 'yes' in the response. A vote against must indicate a clear 'no' in the response. A vote to abstain must indicate a clear 'abstain' in the response. Unclear responses will not be counted. The latest vote received from any representative of a voting Member before the close of the voting period will be counted. Voting Members are listed here: <https://cabforum.org/members/>

In order for the ballot to be adopted, two thirds or more of the votes cast by Members in the CA category and greater than 50% of the votes cast by members in the browser category must be in favor. Quorum is currently **ten** (10) Members – at least ten Members must participate in the ballot, either by voting in favor, voting against, or abstaining.

Pursuant to Section 2.3(d) of the Bylaws, each Member, and not the Forum, will be responsible for taking precautions to make sure such Member’s vote is submitted properly and counted. In the event that a Member’s vote on a ballot is not submitted properly, such vote shall not be valid and shall not be counted, and there shall be no appeal, revote (except in the case of a new ballot submitted to all Members) or other recourse.

EXHIBIT A
CA/BROWSER FORUM
INTELLECTUAL PROPERTY POLICY v. 1.3
(Effective [date] 2018)

Document follows this page.

EXHIBIT B
BYLAWS OF THE CABROWSER FORUM
VERSION 1.8 – Adopted effective as of [date] 2018

Document follows this page.

EXHIBIT C

PROPOSED CHARTER FOR THE SERVER CERTIFICATE WORKING GROUP

Document follows this page.



Server Certificate Working Group Charter

Upon approval of the CAB Forum by ballot, the Server Certificate Working Group (“Working Group”) is created to perform the activities as specified in this Charter, subject to the terms and conditions of the CA/Browser Forum Bylaws and Intellectual Property Rights (IPR) Policy, as such documents may change from time to time. The definitions found in the Forum’s Bylaws shall apply to capitalized terms in this Charter.

SCOPE: The authorized scope of the Server Certificate Working Group shall be as follows:

1. To specify Baseline Requirements, Extended Validation Guidelines, Network and Certificate System Security Requirements, and other acceptable practices for the issuance and management of SSL/TLS server certificates used for authenticating servers accessible through the Internet.
2. To update such requirements and guidelines from time to time, in order to address both existing and emerging threats to online security, including responsibility for the maintenance of and future amendments to the current CA/Browser Forum Baseline Requirements, Extended Validation Requirements, and Network and Certificate System Security Requirements.
3. To perform such other activities that are ancillary to the primary activities listed above.

OUT OF SCOPE: The Server Certificate Working Group will not address certificates intended to be used primarily for code signing, S/MIME, time-stamping, VoIP, IM, or Web services. The Server Certificate Working Group will not address the issuance, or management of certificates by enterprises that operate their own Public Key Infrastructure for internal purposes only, and for which the Root Certificate is not distributed by any Application Software Supplier.

Anticipated End Date: None.

Initial chairs and contacts: Chair, Kirk Hall, kirk.hall@entrustdatacard.com; Vice Chair, Ben Wilson, ben.wilson@digicert.com; terms to run concurrently with their terms as Chair and Vice Chair of the Forum, respectively, unless otherwise voted upon by the Working Group.

Members eligible to participate: The Working Group shall consist of two classes of voting members, the Certificate Issuers and the Certificate Consumers. The CA Class shall consist of eligible Certificate Issuers and Root Certificate Issuers meeting the following criteria:

- (1) Certificate Issuer: The member organization operates a certification authority that has a current and successful WebTrust for CAs audit, or ETSI TS 102042, ETSI 101456, or ETSI EN 319 411-1 audit report prepared by a properly-qualified auditor, and that actively issues certificates to Web servers that are openly accessible from the Internet, such certificates being treated as valid when using a browser created by a Certificate Consumer Member. Applicants that are not actively issuing certificates but otherwise meet membership criteria

may be granted Associate Member status under Bylaw Sec. 3.1 for a period of time to be designated by the Forum.

(2) Root Certificate Issuer: The member organization operates a certification authority that has a current and successful WebTrust for CAs, or ETSI TS 102042, ETSI TS 101456, ETSI EN 319 411-1 audit report prepared by a properly-qualified auditor, and that actively issues certificates to subordinate CAs that, in turn, actively issue certificates to Web servers that are openly accessible from the Internet, such certificates being treated as valid when using a browser created by a Certificate Consumer Member. Applicants that are not actively issuing certificates but otherwise meet membership criteria may be granted Associate Member status under Bylaw Sec. 3.1 for a period of time to be designated by the Forum.

(3) A Certificate Consumer can participate in this Working Group if it produces a software product intended for use by the general public for browsing the Web securely.

The Working Group shall include Interested Parties and Associate Members as defined in the Bylaws.

Voting structure: In order for a ballot to be adopted by the Working Group, two-thirds or more of the votes cast by the Certificate Issuers must be in favor of the ballot and more than 50% of the votes cast by the Certificate Consumers must be in favor of the ballot. At least one member of each class must vote in favor of a ballot for it to be adopted. Quorum is the average number of Member organizations (cumulative, regardless of Class) that have participated in the previous three Server Certificate Working Group Meetings or Teleconferences (not counting subcommittee meetings thereof). For transition purposes, if three meetings have not yet occurred, quorum is ten (10).

Summary of the work that the WG plans to accomplish: As specified in Scope section above.

Summary of major WG deliverables and guidelines: As specified in Scope section above.

Primary means of communication: listserv-based email, periodic calls, and face-to-face meetings.

IPR Policy: The CA/Browser Forum Intellectual Rights Policy, v. 1.3 or later, SHALL apply to all Working Group activity.