

**CA/BROWSER FORUM
SUMMARY OF PROPOSAL
GOVERNANCE CHANGE WORKING GROUP
January 17, 2017**

1. Chartering Working Groups; Powers.

The Forum would amend the Bylaws to create new Working Groups (WGs) where all substantive work would occur. Official charter for each WG would be approved by CABF members and would be included in an Appendix to the Bylaws. Permitted participants for each WG would be defined in the WG's charter; such participants would typically include CAs and applications/others with "skin in the game" (e.g., by using or consuming the product that is the subject of the WG). Interested Parties could also have limited participation in a WG (just as they do today), provided that they sign the Forum IPR agreement. WGs would have the authority to draft and finally adopt all guidelines within the WG scope by WG ballot, and WG guidelines would not have to be re-adopted or approved at the Forum level. Only those participating in a WG will be required to make IP disclosures. Such disclosures will be made on the public list.

Potential initial WGs:

- a. Server Authentication Group
- b. Code Signing Working Group
- c. S/MIME Working Group

Notes:

- i. The idea of a Client Working Group (e.g. telephony, etc.) has been tabled for now. See below.
- ii. A WG should not be required to show that there are a minimum number of applicants prepared to join and participate in the WG before the charter is approved and the WG can begin its work. However, the WG should show that there are relying parties, application providers and/or other relevant parties that can participate in the WG. This is optional but the Forum should take this into consideration.
- iii. The Governance Reform Working Group will provide a charter template for Working Groups.
- iv. WGs will be able to do some work through "Subcommittees" to prepare proposals for consideration by the full WG (as we do today with Working Groups that prepare proposals for the Forum), but only WG members may participate on a Subcommittee because of IPR implications. The Governance Reform WG will prepare an amendment to the Bylaws to clarify the formation of subcommittees.
- v. Interested Parties should sign up at the Forum level (and sign the IPR Agreement) and then can participate in Working Groups. They must indicate which Working Group they wish to participate in.
- vi. The Forum will create minimum requirements for all WGs. These will include requirements that WGs must follow all applicable laws and regulations, must comply with the IPR Policy and Agreement, must follow the RFC 3647 format, and other technical requirements including the preparation of minutes and the use of public mailing lists. These can be reviewed on a Working Group by Working Group basis and inserted into the charter of each new Working Group.

The Forum (and/or WGs) should work toward developing a set of requirements that apply to all publicly trusted certificates.

2. Ongoing Role of the Forum

The Forum itself (the “parent” organization, which is where adoption of all Final Guidelines occurs today) would take on a smaller role, limiting its work to the following activities:

- a. Amending the Bylaws (including amendments to create new Working Groups as needed)
- b. Resolving any conflicts among the Working Groups
- c. Dissolving Working Groups (i.e. by WG resolution, WG Charter, misconduct, etc.)
- d. Adoption and maintenance of a common CAB Forum IPR Policy, and maintaining records of participation in the Forum, IP exclusion notices, etc. will be maintained by each individual Working Group, and the Working Group Chair will be responsible for making sure there are complete and accurate records of IP exclusion notices for the WG (Exclusion notices will be copied to the CABF public list).
- e. Handling logistics of face to face meetings
- f. Determining Working Group membership rules, including criteria for acceptance of new members, should be done at the time of Charter creation
- g. Election of Forum officers

However, the Forum itself would not adopt any guidelines or requirements. All members at the Working Group level (CAs, browsers, and other members) would automatically be members at the Forum level as well, provided they meet all Forum requirements such as signing the IPR Agreement, and other requirements. There are no plans to change the membership rules for participants as part of this proposal.

Notes:

- i. The Governance Reform Working group will clarify the membership categories and the benefits of each (Requirements/Benefits) and create a table to show the differences.
- ii. The Chair of the Forum will automatically be the Chair of the Server Authentication Working Group. [Plan is to reuse current CA/B Forum election/term rules]
- iii. The Forum will have the power to create Subcommittees to study issues that come up from time to time. These will be covered under the IPR policy.

3. Voting Rules

The default voting rules at the Working Group level would be the same as those at the Forum level. At the Working Group level, WG guidelines would be adopted upon approval of 2/3 of CA members and a majority of non-CA members, if any (browsers and other members). At the Forum level, most actions such as amendment of the Bylaws (including creation of new Working Groups) would require approval of 2/3 of CA members and a majority of non-CA members (browsers and other members) in order to pass.

Notes:

- i. Browsers would retain their separate majority “veto” power in votes at the Forum level. Could be different for each Working Group. The Working Group charter will determine the voting rules applicable to the Working Group, and may be amended by later action of the Forum.

- ii. Voting at the Working Group level shall take into account the number of non-CA members. (As a practical matter, if the application member(s) don't like the proposal, it probably won't be used.) This will come down to the voting rules decided for a Working Group. A Working Group charter may change the default voting rules to take into account the number of non-CA members.
- iii. If approved by the Forum, Working Groups may be created with a single voting class.
- iv. We should add the definition of "affiliates" in the Bylaws to clarify when two or more related companies can vote. This definition as stands is good. Revisit when we re-do the IPR agreement.
 - a. **"Affiliate"** means an entity that directly or indirectly controls, is controlled by, or is under common control with, a Participant. Control for the purposes of this Agreement shall mean direct or indirect beneficial ownership of more than fifty percent of the voting stock, or decision-making authority in the event that there is no voting stock, in an entity.
- v. If two companies are Affiliates and they are in different voting categories (e.g., CA and browser), they should be required to choose one category for voting in a given WG. They can change this choice, but they have to advise 30 days ahead of time that they want to change. They will be restricted to changes only once every 6 months. They can have different voting categories in different WGs (e.g., vote as a CA in one WG, but vote as a browser in a different WG)?

4. Application of IPR Policy

IPR Policy would be uniform across all WGs. However, IPR Policy for work of each WG would apply only to participants of that WG, and not to participants in other WGs or to Members of the Forum generally. For certainty as to which parties are covered by the IPR Policy of a WG, WG members can only participate (by meeting, teleconference, or email) if they officially sign up as members or Interested Parties for a given Working Group. Careful membership records must be maintained for each WG, and it is the responsibility of the [Chair/Secretary] of the WG to keep such records.

Notes:

- i. To conform to these changes, the working group believes this can be done by amending the current Bylaws.
- ii. The CAB Forum RF license (per Section 5.1 of the IPR Policy) is granted to everyone, worldwide. Activity within the scope of the CAB Forum RF License would be covered by the license. Patent claims other than "Essential Claims" aren't covered by this license.
- iii. We should avoid a situation where a WG member could resign from the WG at a critical moment to avoid having to declare IP under the IPR agreement, then later seek to rejoin. There will be a minimum 6 month waiting period for rejoining. [For Reference: In W3C it's 6 months.]
- iv. The royalty free licenses will be available worldwide.
- v. An online click-through agreement for Interested Parties and Members to agree to the IPR Agreement is the preferred approach. The working group (Dean, Ben, Andrew) is looking at a variety of online solutions to enforce acceptance of the IPR agreement.