

**Secure Telephone Identity – Governance Authority
(STI-GA)**

Operating Procedures

STI-GA
1200 G Street, NW
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**OPERATING PROCEDURES
STI-GA**

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Operating Procedures for STI-GA

I. NAME and MISSION

Section 1. Name

The name of this initiative is the “Secure Telephone Identity Governance Authority” (STI-GA).¹

Section 2. Mission

The STI-GA ensures the integrity of the issuance, management, security and use of Secure Telephone Identity (STI) certificates issued in compliance with the Signature-based Handling of Asserted Information using toKENS (SHAKEN) specification. The STI-GA establishes and governs the policies and the security around issuance and use of STI certificates by SHAKEN participants in the U.S. The STI-GA does not anticipate developing technical specifications.

II. Board

Section 1. Board

The STI-GA shall be managed by a governing board, which is herein referred to as the "Board of Directors" or "Directors." The word "Director" herein refers to a member of the governing board.

Section 2. Board Size and Structure

The STI-GA Board will initially consist of between 11 and 15 representatives from stakeholders with an interest in the development of the SHAKEN specification and the management of STI certificates. However, the STI-GA may operate with as many or as few Directors as are currently active and participating toward fulfillment of the stated Mission above.

The initial STI-GA Board will consist of the following members:

- One (1) representative from a large cable provider appointed by NCTA– The Internet & Television Association (Stakeholder Organization);
- One (1) representative from a small cable provider appointed by the American Cable Association (Stakeholder Organization);
- One (1) representative from a large independent local exchange carrier (ILEC) appointed by USTelecom (Stakeholder Organization);
- One (1) representative from a small ILEC appointed by NTCA – The Rural Broadband Association (Stakeholder Organization);
- One (1) representative from a large wireless provider appointed by CTIA (Stakeholder Organization);
- One (1) representative from a small wireless provider appointed by Competitive Carriers Association (Stakeholder Organization);
- One (1) representative from a competitive local exchange carrier (CLEC) appointed by INCOMPAS (Stakeholder Organization);
- One (1) representative from a regional CLEC appointed by a consortium of the Western States CLEC Coalition, TEXATEL and others (Stakeholder Organization);
- One (1) representative from an over-the-top VoIP provider appointed by the VON Coalition (Stakeholder Organization);
- One (1) representative from AT&T (Founding Organization);

¹The STI-GA is operated under the auspices of the Alliance for Telecommunications Industry Solutions (ATIS).

- One (1) representative from Comcast (Founding Organization); and
- One (1) representative from Google (At-Large Organization).

Section 3. Qualifications of Directors

The Board will be limited to representatives of service providers with knowledge and experience relevant to the industry, legal and technical issues related to the SHAKEN framework, including experience with the SHAKEN/STIR specifications, certificate management/PKI and service provider SIP/IMS deployment. No more than one Board representative may be from a single company. The Board may prescribe additional qualifications and eligibility for the Directors. The manner of admission into membership shall be prescribed by resolution of the Board and/or by any similarly prescribed rules that the Board may promulgate.

Section 4. Types of Directors

The Board of Directors shall consist of three types of Directors as follows:

- Association Director: this Director is appointed by the one of the stakeholder associations noted in Article II, Section 1. The association and the Board representative may choose to establish rules governing that representative's conduct as a Director (e.g., must the representative consult with the association and its members to develop a consensus position before voting on substantive issues).
- Founding Director: this Director has been appointed to the Board due to its instrumental role in developing the SHAKEN framework and its role as an early participant in the SHAKEN framework.
- At-Large Director: this Director is elected by the Board based on unique expertise, to provide further industry representation on the Board, or based on other considerations of the Board's choosing.

Section 5. Appointment and Terms

Each Director will be appointed or elected to serve for a three (3) year term. At the end of the term:

- An Association Director may be reappointed by the association for an additional three-year term. Alternatively, the association may choose to appoint a different representative.
- A Founding Director may be reappointed by that Founding organization to serve for an additional three-year term. Alternatively, the Founding organization may choose to appoint a different representative.
- An At-Large Director may be reappointed by a majority of the STI-GA Board. Alternatively, the STI-GA Board may choose to appoint a different representative.

Each Director may serve a maximum of two, three-year terms. Exceptions to this term limit will be considered by the Board on a case-by-case basis.

Terms should be staggered to provide continuity of knowledge and process. For the initial Board, the following terms would apply:

- Association Directors – three-year term, eligible of reappointment for one additional three-year term (i.e., a total of 6 years for any individual Director);
- Founding Directors – initial four-year term at startup, and three-year terms thereafter, eligible for reappointment for one additional, three-year term (i.e., a total of 7 years for any individual Director); and
- At-Large Director and additional representative from an industry stakeholder to be nominated by the Board as an Association or At-Large Director – two-year term, eligible for reelection for an additional three-year term (i.e., a total of 5 years for any individual Director).

Section 6. Changes to Board Structure

The Board may agree to reduce, expand or modify the structure of the Board. Any changes to the Board, including the addition of new Directors and changes to the minimum or maximum size of the Board, must be approved by a minimum of 2/3 of the Board. Any changes to the Board should consider the impact that the proposed change would have on the balancing of interests among different types and sizes of stakeholders.

Section 7. Vacancies

Board vacancies will be filled as follows:

- An Association Director vacancy will be filled by the relevant association. The association may appoint a new representative to serve the remaining portion of the term.
- A Founding Director vacancy will be filled by the Founding Organization. The Organization may appoint a new representative to serve the remaining portion of the term.
- Nominations will be solicited from the Board for candidates to fill an At-Large Director vacancy for the remaining portion of the term. A new At-Large Director would be elected by the Board consistent with Article II, Section 4 of these Operating Procedures.

Section 8. Withdrawal and Removal of Directors

Any Director may immediately withdraw from the Board upon giving written notice thereof. Additionally, any Director may be removed at any time, for cause or without cause, by the organization that appointed such Director. Any At-Large Director may be removed at any time for cause by a minimum of 2/3 of the Board. Upon removal, all rights and interests of the Director in and to the STI-GA shall automatically be terminated. Removal of a Director does not limit the rights and/or responsibilities (including any pending financial responsibilities) of the sponsoring organization (i.e., the Stakeholder Organization, Founding Organization or At-Large Organization).

A Director may also be removed for cause, based on the processes described above, in the following circumstances: (1) the sponsoring organization that appointed or nominated that Director is dissolved or liquidated; (2) the sponsoring organization that appointed or nominated that Director fails to contribute its financial share to the STI-GA operations or (3) the Director resigns or otherwise no longer works for and/or otherwise no longer represents the sponsoring organization that appointed or nominated that Director.

III. Meetings of the Board of Directors

Section 1. Time

Meetings shall be held at such time as the Board shall fix, except that the first meeting of a newly elected Board shall be held as soon after its election as the Directors may conveniently assemble.

Section 2. Notice

Board meetings should be scheduled in advance. Notice of a Board meeting should be provided to the Board in writing no less than five (5) business days prior to the proposed meeting. Board meetings may be scheduled with less than five days' notice with the approval of 2/3 of the Board. This notice shall indicate whether any portions of the meeting are open to participation only by Directors and/or their designated alternates (per Article III, Section 6).

Section 3. Contributions

The work will be contribution-driven; Directors should provide written contributions to further the work of the Board. Contributions should generally be submitted no later than two business days before a meeting. If a contribution is received after this deadline, it will be considered at the meeting (time permitting) unless any Director requests additional time to review.

Section 4. Call

No call shall be required for regular meetings for which the time and place have been fixed. Special meetings may be called by the Chair, Vice-Chair or upon request by any three (3) Directors.

Section 5. Quorum

A quorum is not required for the STI-GA Board to conduct any business other than business requiring a vote per these procedures. However, the Board may agree via consensus to observe a quorum requirement, provided such requirement is announced in the meeting notice. A majority of the Board shall constitute a quorum.

Section 6. Proxies/Alternates

A Director can appoint an alternate representative to attend and fully participate in meetings if the Director is not able to attend. The list of alternates will be made available to the STI-GA Board. Additionally, in cases where neither the Director nor his/her alternative is available, the Director may appoint another alternate to attend and fully participate in the meeting, provided that the Director provide a written notification to the Board in advance of the meeting.

Section 7. Virtual Participation.

Any Director, or any member of any Board committee or task force, may participate in meetings that they otherwise are entitled to participate in, by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time; and participation by such means shall constitute presence in person at a meeting.

Section 8. Industry Expert Attendance

The Chair, Vice-Chair or the Board through consensus may at its discretion invite an industry subject matter expert(s) to attend specific STI-GA Board meetings when his/her expertise is required to assist the Board in resolving a specific Issue. The expert shall not participate in consensus decisions or voting processes. In addition, one representative from each Stakeholder Organization may attend Open Board meetings: however, that representative is not entitled to vote or participate in consensus decision-making.

Section 9. Closed Board Meetings

The Board may limit participation at specific meetings or on specific agenda items to Directors and/or their designated representatives only.

IV. Leadership

Section 1. Chair and Vice-Chair

The Board shall elect a Chair and Vice-Chair, who shall lead the STI-GA Board and have the responsibility to ensure that these Operating Procedures are followed and that meetings are conducted in a fair and efficient manner. The Chair and Vice-Chair should remain neutral when leading Board discussions but may express their views as Directors as long as they clearly indicate that they are not speaking as a leader.

Section 2. Other Leadership Positions

The Board may agree to elect other leadership positions by the process described in this Article.

Section 3. Election

The Chair and Vice-Chair will be elected by a simple majority of the Board. If there is one candidate, the election shall be by acclamation. Should no candidate get a majority in an election, a run-off election may be held between the two candidates receiving the highest number of votes.

Section 4. Electronic Voting

Elections may be held via electronic mail or other forms of electronic balloting. In order for a valid election to have occurred via electronic means, at least one half of the Directors must vote in the election and notice of the election must be provided no less than 14 days in advance of the voting deadline.

V. Board Committees

Section 1. Approval of New Board Committees

The Board may, upon approval by a majority of the Board of Directors, establish standing committees and/or task forces. This approval should specify the scope, terms, and qualifications for membership of these committees.

Section 2. Technical Committee

There shall be a SHAKEN Technical Committee (TC) with no less than three (3) or more than seven (7) members established by the Board to provide information and guidance to the Board related to the technical issues, including changes to the SHAKEN/STIR specifications and other technical and technological developments impacting the implementation of SHAKEN by the industry.

Section 2.1. TC Qualifications

The TC shall be limited to recognized subject matter representatives of service providers with knowledge and experience relevant to the industry, including experience with SHAKEN/STIR specifications, certificate management/PKI and service provider SIP/IMS deployment. TC members must be from organizations that are represented on the Board but do not need to Board representatives. No more than one representative may be from a single company.

Section 2.2. Election and Term

The members of the TC shall be elected by a simple majority of the Board to serve three-year terms.

Section 2.3 Leadership

The Board Chair shall appoint a leader.

Section 2.4. Removal of TC Members

TC Members may be removed by the Board for cause upon approval by a minimum of 2/3 of the Board.

Section 2.5. Vacancies

Should a vacancy in the TC arise, the Board shall elect a new TC member.

VI. Resolution Process

Section 1. Decision-making

Unless otherwise specified in these Operating Procedures, consensus is the method used by the Board and Board Committees/Task Forces to make decisions.

Section 2. Consensus

Consensus is established when substantial agreement has been reached among those participating in the issue at hand. Substantial agreement means more than a simple majority, but not necessarily unanimous agreement. Consensus requires that all views and objections be considered, and that a concerted effort be made toward their resolution. Under some circumstances, consensus is achieved when the minority no longer wishes to articulate its objection. In other cases, the opinions of the minority should be recorded with the report of the substantial agreement, or consensus, of the majority.

A participant's silence is perceived as agreement. Directors who do not agree with a proposed Board decision are encouraged to speak up and voice their opinion.

Polling is a tool that can be used by the Board, committee, or task force to determine whether there is consensus. Polling is not voting, but it does allow Directors, committee or task force members to individually express their views, so the leader can determine whether consensus has been achieved.

If the Board, committee, or task force is unable to reach consensus, the Board, Committee or Task Force will vote on the issue with approval by a majority of the Board required for decision-making. Every effort should be made to achieve consensus.

Section 3. Voting

To the extent that voting is required, each Director is given a single vote. When voting is required, a roll call vote will be conducted and captured in the meeting notes. During electronic voting, the results would be displayed at the next meeting.

Under these Operating Procedures, voting is required in the following circumstances:

- Any changes to the Board, including the addition of new Board members and changes to the minimum or maximum size of the Board, must be approved by a minimum of 2/3 of the Board (Article II, Section 6).
- An At-Large Director may be reappointed by a majority of the STI-GA Board. (Article II, Section 7).
- Any At-Large Director may be removed at any time for cause by at any time for cause by a minimum of 2/3 of the Board. (Article II, Section 8).
- If the Board, committee, or task force is unable to reach consensus, the Board, Committee or Task Force will vote on the issue with approval by a majority of the Board required for decision-making. (Article IV, Section 2).
- The Board Chair and Vice-Chair will be elected by a simple majority of the Board. If there is one candidate, the election shall be by acclamation. Should no candidate get a majority in an election, a run-off election may be held between the two candidates receiving the highest number of votes. (Article IV, Section 6).
- The Board may, upon approval by a majority of the Board of Directors, establish standing committees and/or task forces. (Article V, Section 1).
- The members of the TC shall be elected by a simple majority of the Board to serve three-year terms. (Article V, Section 2.2).
- TC Members may be removed by the Board for cause upon approval by a minimum of 2/3 of the Board. (Article V, Section 2.4).
- Any deliverables developed by the STI-GA may, with approval of the majority of the Board, be copyrighted by ATIS. (Article VIII, Section 3).
- Formal communications conveying a STI-GA position and those communications from the STI-GA position and those communications from the STI-GA to external organizations shall be approved in advance by a majority of the Board. (Article IX, Section 1)
- The Directors may amend or repeal these Operating Procedures upon approval by a minimum of 2/3 of the Board at a meeting where notice of such proposed action is given. (Article XIII)

VII. Meeting Notes

Section 1. Note Contents

The STI-GA shall publish fair, objective, and unbiased meeting notes that accurately reflect the activities, resolutions, and action items that result from meetings. All meeting notes shall be published in a timely manner and include:

- Date(s), type of meeting (i.e., virtual meeting, conference call, face-to-face), leadership, person taking the notes;
- Attendance list;
- Approved agenda;
- Identification of issues discussed at the meeting and their status;
- A notation of corrections/additions made to a previous meeting record;
- Points noted/alternatives discussed including opposing viewpoints;
- Agreements reached;
- Action items indicating responsible party and due date;
- Participants' contributions or similar documents or a reference to where those documents are available on the ATIS website;

- Text specifically requested to be included by a participant with attribution; and
- Copies of presentations made during the meeting or a reference to where the presentations are available.

Section 2. Approval of Meeting Notes

. Meeting notes will be reviewed and approved by the Board. While meeting notes are generally reviewed during the next meeting, notes will not be considered final unless Directors have had a minimum of five business days to review and provide input. Because the meeting notes are intended to serve as an official record of the Board's activities (including Consensus and Voting), Directors are encouraged to offer revisions to the extent they believe the meeting notes could be improved relative to the actions of the Board.

VIII. Intellectual Property Rights Policy

Section 1 Confidentiality

As a general rule, the STI-GA Board will not consider any contributions, presentations, or other documentation that is subject to any requirement of confidentiality or any restriction on its dissemination. Exceptions to the general rule are determined on a case-by-case basis by the Board and are only appropriate where the work cannot be accomplished through other means. Prior to the distribution or discussion of any materials accorded exception status and considered as confidential or otherwise restricted, full disclosure of the status must be made. To the extent confidential information is to be considered by the Board, it is the obligation of the owner of the confidential information to require that individual Directors privy to the confidential information sign an acceptable confidentiality agreement, which agreement will be approved by the Board. Any information shared without an approved confidentiality agreement will be considered public information.

Section 2. Copyright

In order that the STI-GA may fulfill its mission, it is necessary that each contributor grant to the STI-GA and ATIS the rights necessary to adapt, copy, and publicly distribute any non-Confidential contribution or submittal made to the STI-Board. In accordance with this policy, each contribution or document submitted to the STI-GA is subject to an unlimited perpetual, non-exclusive, royalty-free, world-wide right, and license to the STI-GA and ATIS of any copyrights in such contribution. This license includes the right to copy, publish, and distribute the contribution in any way, and to prepare derivative works that are based on or incorporate all or part of the contribution, the license to such derivative works to be of the same scope as the license of the original contribution.

Section 3. STI-GA Deliverables

Any deliverables developed by the STI-GA may, with approval of the majority of the Board, be copyrighted by ATIS. Any vote of the Board in this regard will include specific instructions as to conditions that may apply to the copyright or responsibilities afforded ATIS. Nothing in these Operating Procedures shall affect the rights of the parties that have developed the SHAKEN specifications.

IX. Communications

Section 1. Approval of Formal Communications

Formal communications conveying an STI-GA position and those communications from the STI-GA to external organizations shall be approved in advance by a majority of the Board. The STI-GA Board shall review, prior to distribution, all proposed communications to regulatory, legislative, or governmental bodies, as well as any other sensitive materials made by itself or ATIS.

Section 2. Press Releases/Media Outreach

STI-GA press releases and media outreach must be approved in advance by the STI-GA Board Chair and Vice-Chair within a mutually agreed upon timeframe.

X. Reports to STI-GA Board

The Board may direct ATIS to provide reports to the Board on the status of the STI-GA, including the progress made in meeting the deadlines for key deliverables.

XI. Appeals Process

Individuals and entities possessing directly and materially affected interests and believing that they have been or will be adversely affected by the action or inaction of the STI-GA shall have the right to appeal such action or inaction. Individuals and entities are encouraged to first approach the Board leadership with an informal complaint before pursuing the official appeals process detailed in this section.

Section 1. Informal Complaint

Any participant with a concern regarding the STI-GA process is encouraged to first discuss his/her concern with the Board leadership. The leadership will inform the Board of the concern and offer the Board the opportunity to discuss this issue. Notification of the Board's final determination from the informal appeals process shall be sent to the participant who made the complaint.

Section 2. Formal Complaint

After exhausting the informal appeals process, any individuals not satisfied that their grievance has been properly addressed may file a written complaint with the STI-GA Board via the following email address: sti-ga@atis.org. This complaint must be received within 30 calendar days after the date of notification of the final determination of the informal appeals process. The complaint shall state the nature of the objections, including any adverse effects, the section of the STI-GA Operating Procedures that may be at issue, the action or inaction itself and the specific remedial action(s) that would satisfy the appealing party's concerns. Previous efforts to resolve the objections and the outcome of each should be included.

Section 2.1 Response

Within 30 calendar days after receipt of the complaint, the STI-GA shall discuss the formal complaint and a written response incorporating this discussion shall be issued by the Board to the appealing party, addressing each allegation in the complaint. The STI-GA Board shall have the option to facilitate discussion between the parties, clarify the Operating Procedures or recommend an appeals panel.

Section 2.2 Hearing

If the parties are unable to resolve the written complaint informally in a manner consistent with these Operating Procedures, the Board shall schedule a hearing with an appeals panel on a date agreeable to all parties, giving at least 14 calendar days' notice. Appropriate notice of this hearing will be distributed STI-GA Board. The Board may convene the hearing itself or designate ATIS to convene said hearing.

Section 2.3 Panel

The appeals panel shall consist of three individuals who have not been directly involved in the matter in dispute, and who will not be materially or directly affected by any decision made or to be made in the dispute. At least two members shall be acceptable to the appealing party and at least two members shall be acceptable to the responding party. Each member of the appeals panel will be provided with a copy of the complaint filed, a copy of these Operating Procedures, and any Forum meeting notes directly pertaining to the matter. The appeals panel may serve written questions to the parties before the hearing to assist in focusing the issue. Any answers received will be made available to the other party and that party will be allowed to submit a brief response. No party shall communicate regarding the complaint with any member of the appeals panel once convened and until a decision has been rendered except as provided for in this Section.

Section 2.4 Conduct of Hearing

The appealing party has the burden of demonstrating adverse effects, improper actions or inactions, and the efficacy of the requested remedial action. The responding party has the burden of demonstrating that the STI-GA, if applicable, took all actions in compliance with these Operating Procedures or that the requested remedial action would be ineffective or detrimental. Each party may introduce other pertinent arguments, and members of the appeals panel may address questions to individuals. The hearing shall be conducted in an informal manner and subject to such reasonable rules as the appeals panel sets forth. The appeals panel and the parties shall not be bound by any formal rules of evidence. Representatives of other interested parties shall be allowed to observe the hearing but will not be permitted to directly participate unless requested to participate by the appeals panel

Section 2.5 Decision

The appeals panel shall render its decision and provide it in writing within 30 calendar days, stating the findings of fact and conclusions, with reasons therefore, based on a preponderance of the evidence to the appellant. Consideration may be given to the following positions, among others, in formulating the decision: (1) finding for the appealing party, remanding the action to the Board with a specific statement of the issues and facts in regard to which fair and equitable action was not taken; (2) finding for the responding party with a specific statement of the facts that demonstrate fair and equitable treatment of the appealing party and the party's objections; (3) finding that new, substantive evidence has been introduced, and remanding the entire action to the Board for appropriate consideration and action.

XII. Antitrust and Competition Laws

All STI-GA work shall be completed in accordance with applicable antitrust and competition laws. All STI-GA Board, Committee, task force and other meetings shall be conducted in accordance with these laws.

XIII. Amendments

The Directors may amend or repeal these Operating Procedures upon approval by a minimum of 2/3 of the Board at a meeting where notice of such proposed action is given.

Copies of documents referenced herein may be obtained by contacting:

Alliance for Telecommunications Industry Solutions, Inc.
1200 G Street, N.W., Suite 500
Washington, D.C. 20005
Phone: (202) 628-6380
Fax: (202) 393-5453