



Board of Directors – Supplemental Policy  
Approved On: May 8<sup>th</sup> 2019

## DIGITAL IDENTITY & AUTHENTICATION COUNCIL OF CANADA (DIACC)

# Operating Procedures V 2.3

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# 1. Definitions

- **"Board"** means the Board of Directors of the Corporation and **"Director"** means a Member of the Board;
- **"Call for Comments"** means a 45 calendar day review period in which members of the Corporation shall have the opportunity to submit comments for consideration.
- **"Call for Consensus"** means the primary process as outlined in Section 2.7 hereof by which an Expert Committee shall seek to reach a decision.
- **"Chairperson"** or **"Chair"** means the elected leader of an Expert Committee.
- **"Charter"** shall mean the documentation required to create or amend an Expert committee.
- **"Contributions"** means the software code, documentation, or any other original work of authorship, including any modifications or additions to an existing work, that is intentionally submitted by You to DIACC for inclusion in, or documentation of, any of the products owned or managed by DIACC (the "Work"). For the purposes of this definition, "submitted" means any form of electronic, verbal, or written communication sent to DIACC or its representatives at any time, including but not limited to submissions to GitHub, as well as communications on electronic mailing lists, source control systems, and issue tracking systems that are managed by, or on behalf of, DIACC for the purpose of discussing and improving the Work, but excluding communication that is conspicuously marked or otherwise designated in writing by You as "Not a Contribution."
- **"Corporation"** means the not-for-profit corporation of the Digital ID & Authentication Council of Canada (DIACC).
- **"Deliverables"** means the collective term for output of the Corporation including proof of concepts, research, specifications, and white papers.
- **"Members"** means an entity that has completed the application forms and executed the required membership and contributors agreements, satisfied the objective membership criteria for the Corporation, and paid the appropriate membership fee as established by the Board of Directors.
- **"DIACC Sustaining Member Ballot"** means an in-person or electronic ballot of the DIACC Sustaining Members.
- **"Discussion Drafts"** means the early findings of an EC that have not been approved by an Expert Committee and have been developed for sharing and feedback purposes.
- **"Draft Recommendations"** means the findings that have been approved by an EC of the Corporation.
- **"Expert Committee"** or **"EC"** means a committee of the Corporation based upon an EC Charter that forms to address a scope of work and associated Deliverables.



- **“Steering Council”** or **“SC”** means a council of the Corporation based upon an SC Charter that forms to address a scope of work and associated Deliverables.
- **“EC Charter”** shall mean a written document setting forth the mandate, scope and deliverables of an EC.
- **“In-Good-Standing”** means that a member has fulfilled the requirements of membership.
- **“Observer”** means a representative of an EC that does not Regularly Attend Meetings.
- **“Ordinary Resolution”** means a resolution passed at an EC meeting called for the purpose of passing an Ordinary Resolution, where i) a Quorum is present and ii) at least 50% of the Participants in attendance vote in favour of such Ordinary Resolution.
- **“Participant”** means a representative of an EC that Regularly Attends Meetings.
- **“Quorum”** means that at least the 50% of the EC Participants are in attendance.
- **“Regularly Attend(s) Meetings”** means that the representative has indicated their desire to be a Participant and has attended at least three (3) of the last three (3) consecutive meetings of an EC.
- **“Final Recommendations”** means the findings of an EC of the Corporation that have been approved by an EC of the Corporation, and have been ratified by a DIACC Sustaining Member Ballot.
- **“Reports”** means the findings of a committee of the Corporation.
- **“Special Resolution”** means a resolution passed at an EC meeting called for the purpose of passing a Special Resolution, where i) a Quorum is present and ii) at least 66% or 2/3rds of all Participants in attendance vote in favour of such Special Resolution.
- **“Vice-chair”** means the elected assistant to the Chair. At the discretion of an EC, the Vice-chair(s) of a group may be called the Co-Chair(s).
- **“Working Groups”** means the collective term for ECs, Special Interest Groups, and all ad-hoc committees of the Corporation that develop Deliverables in accordance with the policies, rules, and procedures of the Corporation.

## 2. Expert Committees

- An EC represents a working group of eligible Corporation members who have operational experience and expertise with regard to a particular subject matter.
- An EC may be called on to provide insights, reviews, and to assist the Corporation in the formation of an organizational perspective.
- An EC is chartered by an Ordinary Resolution of the Board of Directors.
- An EC shall identify from its Participants one (1) or more authors to produce output, and one (1) or more editors to edit and finalize output.
- Participation in a EC is contingent on a representative being an employee or representative designated on the behalf of a DIACC member in good standing.
- The Board of Directors may establish liaison agreements, as per the by-laws, that will allow liaison participation in an EC.

## 2.1. Formation

- Submission of an EC Charter for approval to the Board of Directors requires the endorsement of three (3) or more Corporation member organizations in good standing.
- To create a new EC, the proposed EC Charter must be submitted to the Board of Directors for approval by Ordinary Resolution of the Board of Directors.
- An EC Charter must include:
  - Committee Name
  - Members (initial members forming the committee)
  - Specific area and scope to be the subject of the EC
  - Tasks to be carried out by the EC
  - An estimate of time frame for the work of the EC (limited or ongoing)
  - Additional information that may be requested by the Board of Directors

## 2.2. Annual Charter Review

- ECs will perform a Charter review at the close of each calendar year as follows:
  - Review, propose amendments, and re-endorse their Charter.
  - The EC Chair will submit the Charter to the Board of Directors for ratification.

## 2.3. Officer Leadership

- An EC shall, at a minimum, have a Chair and Vice-chair elected from the EC membership by an Ordinary Resolution of the EC participants.
- To be nominated or elected to any leadership positions, Members must be in good standing. Members that are Not in Good Standing, may also be required to forfeit any existing leadership positions.
- An EC may prefer to elect two (2) or more Co-Chairs and no Vice-chair.
- An EC shall develop a shortlist of leadership nominees where the DIACC staff will confirm with each nominee the willingness to serve if elected.
- The EC nominations shortlist is provided to the Board of Directors to review for diversity, potential conflicts, and stakeholder representation.
- The Board of Directors will then set the slate for EC elections.
- EC leadership elections shall be conducted by secret ballot unless an EC, through a Call for Consensus, waives the option for secret ballot with no objections.
- It is recommended that an EC Chair appoint a secretary. When an EC does not appoint a secretary it is the responsibility of the Chair to ensure that duties are carried out.
- Chair
  - The duties and responsibilities of an EC Chair include:
    - Serve as the EC representative to the Board of Directors;
    - Schedule and provide timely notice of EC meetings;



- Chair EC meetings in an unbiased manner representing the will of the group;
  - Submit a quarterly EC status report to the Board of Directors;
  - Appointing such persons as may be needed to expedite EC business (e.g. secretary, author(s), editor(s));
  - Ensure DIACC Bylaws and other policies applicable to an EC are followed;
  - Assure fair and open participation in the EC; and,
  - Seek consensus of the EC as the primary means of resolving issues.
- Vice Chair
    - The duties and responsibilities of an EC Vice-chair are to carry out the responsibilities of the Chair in the Chair's absence. The EC Vice-Chair is the alternate EC representative to the Board of Directors.
  - Secretary
    - The duties and responsibilities of the EC secretary include:
      - Prepare and maintain a summary report of each EC meeting that includes:
        - meeting attendees with a record of whether quorum was reached;
        - issues for which consensus was reached at the meeting;
        - dissenting opinions raised regarding consensus issues; and,
        - a list of currently known unresolved issues.
      - Maintain an action item list including assignments and status.
  - Terms
    - The term of an elected officer is one year.
    - One month prior to the end of the current term, the Chair must call for nominations for an officer and conduct a ballot of the EC Participants.
    - There is no restriction on the same individual serving as an EC officer for two (2) or more consecutive terms.
    - The Board of Directors may initiate a re-confirmation ballot of an EC Chair at any time based on the written request of three (3) or more members of the EC. If this re-confirmation vote fails, the Board of Directors may conduct an election to select the new EC Chair.
  - EC Confidence in Chair
    - EC participants shall have a means of voicing displeasure in the performance of an EC's chair. In the case of a participant who believes that the chair is not effectively performing the duties of the chair role, that participant may send an email to the DIACC program management office voicing such opinion, addressed to <private@diacc.ca>. This email shall be treated confidentially by the DIACC program management office. A recipient shall forward the message body, with personal identifiable information removed to create anonymity, to the Board of Directors for consideration.
    - These anonymous inputs shall not be guaranteed any reaction or response, although the Board of Directors may, at their sole discretion,



- remove a chair at any time;
- initiate a re-confirmation ballot;
- conduct an election to select the new chair.
- Several variables, including but not limited to the opinions of the EC participants, may determine the course of the Board of Directors' action in this regard.

## **2.4. Participation**

- EC participation is open to members of the Corporation.
- EC participation may be open to Adopting members of the Corporation on a case by case basis and under the explicit approval and terms set by the Board of Directors by Ordinary Resolution.

## **2.5. Contributions**

- Contributions to the EC, whether oral, electronic or in writing, shall be noted in writing in the Minutes of an EC meeting. The submitting member or Contributor shall have a maximum of twenty (20) calendar days after publication of such Minutes to withdraw its Contribution submission by communicating such withdrawal in writing to at least one of the EC chairpersons. Approval of a final Deliverable shall not take place until such period has elapsed after the final Contribution to the Deliverable. Contributions to the EC are subject to the rules of the Contributor Agreement of the Corporation.
- All Contributions shall be governed by the DIACC Contributor Agreement and applicable IPR and Copyright policies as defined by the DIACC Board of Directors.

## **2.6. Meetings**

- EC meetings and agendas shall be announced in a timely manner to EC Participants via the EC mailing list.
- While most EC meetings will be held via phone and online, face-to-face meetings may be held as required. Attendance at face-to-face meetings via telephone is permitted.
- Participant EC members shall be eligible to vote on EC issues and shall be counted towards the EC quorum with one (1) vote per Participant organization being recorded.
- Observer EC members shall not be eligible to vote on EC issues and shall not be counted towards the EC quorum.
- To help ensure the EC's ability to convene, an EC Participant who misses three (3) or more consecutive EC meetings in succession may be moved to Observer status at the discretion of the EC Chair.
- An Observer may move to Participant status by attending two (2) meetings in succession and advising the EC Chair of the desire to become a Participant.

## **2.7. Call for Consensus**

- The Call for Consensus process begins with an EC discussion of a topic where a decision is sought in an EC meeting.
- Following an EC discussion, the EC Chair may open a Call for Consensus.
- If objections to a consensus are voiced by a Participant or by at least 3 Observers, the EC Chair shall close the Call for Consensus and move the item back to an EC discussion to address objections.
- Following the EC discussion with regard to objections, the Chair shall re-initiate the Call for Consensus.
- If no objections are then raised, the EC decision is considered final.
- In the case the Call for Consensus can not be achieved via the Call for Consensus process, the EC Chair may call for a vote of the EC to reach a decision by Ordinary Resolution based upon Participants present.

## **2.8. Votes**

- For votes taken at an EC meeting the following rules shall apply:
  - A Quorum of Participants shall be present for a meeting called for the purpose of a formal vote.
  - The decision or issue under consideration shall to the extent possible be structured in such a way as to make a clear “yes”/”no” choice. The exact text of the ballot shall be included verbatim in the minutes of the meeting.
  - Unless provided for in the Corporation’s authoritative policies, decisions shall be reached by a Call for Consensus and, failing such a Consensus, votes shall be by Ordinary Resolution.
  - The Chair shall schedule sufficient time for a discussion of the decision or issue prior to the vote.
  - All Representatives present shall have the opportunity to vote. Only one vote per member organization shall be recorded.
  - A request for a roll-call vote requires a 1/5th majority of those voting.
  - In the case that a vote is conducted via electronic ballot, participation of at least 50% of those eligible to vote is required to establish quorum.
  - 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.

## **2.9. Procedural Issues**

- The EC Chair shall resolve EC procedural issues. When an issue cannot be resolved within the EC, the Chair or a Participant may escalate it to the Board of Directors.

## **2.10. Termination**

- ECs can be terminated for the following reasons:
  - Incorrect Formation
    - EC did not meet the requirements stated in these procedures.





- The Board of Directors shall notify the EC mail list of termination date.
- The Board of Directors shall subsequently ratify the termination of the EC.
- Becomes dormant
  - EC has not held a meeting for 3 months.
  - EC has not reported activity to the Board of Directors for 3 months.
  - The Board of Directors shall notify the EC mail list of termination date.
  - The Board of Directors shall subsequently ratify the termination of the EC.
- The EC Charter has expired
  - The Board of Directors shall notify the EC mail list of termination date.
  - The Board of Directors shall subsequently ratify the termination of the EC.
- EC Special Resolution
  - The EC passes a Special Resolution to shut down the EC.
  - The Board of Directors shall subsequently ratify the termination of the EC.

## 2.11. Design Teams

- An EC may create one or more design teams whose purpose is to quickly iterate on a specific topic or task, bringing it back to the full EC for review. This allows the EC to support concurrent work on the various topics that require action.
  - Design teams will report back to the full EC on a regular basis with status and team decisions, the timing of which to be determined when the design team is formed.
  - Design teams should be small and self-organizing, including subject matter experts in that specific space, conducting their work in a consensus model.
  - Design teams should ideally be short in duration, no more than one calendar year quarter in duration.
  - Design teams will include a Design Team Lead appointed by the EC. The teams will also (ideally) include an international standards and legislation subject matter expert.
  - The Design Team Lead will organize the meetings, ensure alignment with other documents being produced by the EC design teams, and reach out to subject matter experts from both the DIACC team and membership as needed.
- The design team may include invited experts upon approval of the full EC; these experts should not be considered members of the EC itself and are not part of the voting process.



## 3. Steering Council

- The Steering Council shall ensure strategic and operational alignment and coordination of the ECs with the strategic direction set by the DIACC Board.
- While each individual EC shall report directly to the Board of Directors, the ECs may use the SC to coordinate development of reporting materials.
- The scope of the SC shall be to work collaboratively to coordinate the efforts of ECs to:
  - coordinate with the DIACC at-large;
  - align with the DIACC mission and vision;
  - support the development, promotion, and adoption of the Pan-Canadian Trust Framework (PCTF);
  - act complementary and not contradictory to each other;
  - fulfill other activities as agreed upon by the SC and other relevant stakeholders

### 3.1 Officer Leadership

- SC shall have at a minimum a Chair and seek to seat a Vice-Chair and a Secretary.
- Terms
  - Officers shall serve for one-year term(s). There is no limit to the number of terms an individual may serve for. The SC officers shall determine the agenda for the SC meetings.
- Neutrality
  - SC officers shall serve in an unbiased manner and shall represent the will of the group.
- **To be nominated** or elected to any leadership positions, Members must be in good standing. Members that are Not in Good Standing, may also be required to forfeit any existing leadership positions.

### 3.2 Participation

- Membership of an SC shall be inclusive of at least one officer from each DIACC EC or their designated alternate.

## 4. DIACC Deliverables

- The DIACC may produce written deliverables including: Discussion Drafts, which are used to share early findings and to gather broad feedback; Reports, which are internal to Members unless approved for broader release by the Board of Directors in an Ordinary Resolution; Recommendations, which are aimed at a



broader audience and represent a formal position by the DIACC; Use Cases, which communicate a challenge or opportunity to be addressed; and Innovation White Papers, which are research papers created at the request of the Board of Directors to help inform a topic of interest. The final copy of all reports should be created following Accessibility best practices.

#### **4.1. Discussion Drafts**

- A Discussion Draft is an early draft developed under an EC for the purpose sharing information and gathering broad and diverse input to improve the quality of future revisions.
- A Discussion Draft is not subject to an EC vote of approval.
- A Discussion Draft is released with approval from EC Chair(s) and the President.
- A disagreement that cannot be resolved regarding the release of a Discussion Draft shall be brought to the Board of Directors for a final resolution.

#### **4.2. Reports**

- Reports are produced by an EC to inform Members on a specific area related to the digital identity space. Reports may include topics such as current state of the art for authorization, description and explanation of pilot activities, or summaries of activities related to digital trust and identity in other regions around the globe.
- Reports may be drafted by an individual or a design team, following the Report Template, and will be reviewed and approved by the EC.

#### **4.3. Recommendations**

- Recommendations are produced by an EC to provide specific and informative guidance. Recommendations may include topics such as guidance on handling of online consent and delegation, best practices for authentication and authorization, or any other topics relevant to the DIACC's mandate.
- Recommendations may be drafted by a design team, following the Recommendation Template, and must follow the Recommendation Approval Process as described below.

##### **4.3.1. Recommendation Approval Process**

- An EC develops a Draft Recommendation.
- An EC approves a Draft Recommendation by Ordinary Resolution of those participating in a quorate call of the EC or through an electronic ballot.
- Once the EC approves the draft Recommendation, the EC shall request that the Board of Directors to open a "Call for Comments" and IPR review.
  - The EC must specify the extent for the "Call for Comments" – it may include all Members, specific liaisons, all liaisons (i.e., partner organizations that have signed an MOU or a LOI), be open to the public, or various combinations therein.



- The scope of the Call for Comments shall be advised to DIACC liaisons where applicable.
- The Board of Directors shall review an EC request for a Draft Recommendation Call for Comments and may reach the following decisions by Ordinary Resolution:
  - Approve the request.
  - Conditionally approve the request.
  - Ask the EC for further information.
  - Reject the request.
- Re-submission of Call for Comment Request
  - An EC may amend the draft Recommendation and re-submit the request for a Call for Comments.

#### **4.3.2. Call for Comments**

- A Call for Comments shall be open for forty-five (45) calendar days.
- Staff shall administer the Call for Comments, make sure it is distributed to the appropriate audience based on the extent defined by the EC.
- Members of the Corporation may participate in the Call for Comments.
- Comments are logged in a Disposition of Comments.
- An EC Chair shall review the enumerated comments with EC Participants to provide a rationale and address each comment as follows:
  - Accept and Incorporate.
  - Defer and incorporate in a future revision.
  - Reject and do not incorporate.
- The EC Disposition of Comments shall be recorded.
- Upon completion of the Disposition of Comments an EC may:
  - Resubmit the Draft Recommendation asking for an additional Call for Comments.
- Declare the Recommendation as Final by Ordinary Resolution and request the Board of Directors to initiate a DIACC Sustaining Member Ballot

#### **4.4. Innovation White Papers**

- Innovation White Papers are research papers created at the request of the Board of Directors to help inform a specific topic of interest; these papers do not originate from within an EC though the work to create the paper may come from an EC.
- Innovation White Papers may be drafted by an individual or a Design Team, following the Report Template, and will be reviewed and approved by the Board of Directors. The Board of Directors will determine whether the white paper may be distributed beyond the Board of Directors.
- All Innovation White Papers must include the following text in the front matter of the paper: “DIACC Innovation Papers are not endorsements and do not



represent a qualified organization opinion of the DIACC.”

## 4.5. Use Cases

- Use cases in the DIACC context are shared narratives that explain the value propositions of digital identity. Use Cases offer a structure by which DIACC standards and other activities can be measured against. Anyone may submit a use case for consideration; the TFEC will review and evaluate the use case and follow the Call for Consensus process to formally accept it for the standards development process.
- Use cases shall seek to include as much of the following information as possible, and accepted as being held under the Creative Commons Attribution Non-Commercial 4.0 International license (CC-BY-NC 4.0).
  - Goal: Describe the goal of the use case from the perspective of the user.
  - Primary Actor: This is the individual sources of the event that stimulates the use case into action.
  - Trigger: The triggering event that stimulates the use case into action.
  - Stakeholders and Interests: Who cares about the use case and what do they want?
  - Benefits: What benefits will be derived from this use case?
  - Assumptions: Conditions that are assumed in the context of the use case.
  - Pre-Conditions: What must be true at the start?
  - Post-Conditions: What must be true upon successful completion?
  - Main Success Scenario: A typical, and unconditional, happy path scenario of success.
  - Constraints / Issues / Risks: Items that may place a burden on success of the use case.
  - Extensions: Alternate scenarios of success or failure.
  - Special Requirements: Related non-functional requirements.

## 5. DIACC Sustaining Member Ballots

- A DIACC Sustaining Member Ballot is issued by the Board of Directors and administered by the staff of the Corporation.
- A DIACC Sustaining Member Ballot may be administered in-person at a meeting of the members or electronically.
- At least 15% of Corporation members in good standing must participate in a DIACC Sustaining Member Ballot to confirm a DIACC Sustaining Member Ballot as quorate.
- A Recommendation of the Corporation is approved by Special Resolution of a DIACC Sustaining Member Ballot.

## Version History

Version	Changes
Version 1.0	<ul style="list-style-type: none"> <li>Initial version of the Operating Procedures Supplemental Policy</li> </ul>
Version 2.0	<ul style="list-style-type: none"> <li>Section 1. Definition Contributions</li> <li>Section 2. Board may establish liaisons</li> <li>Section 2.5. Contributions governed by controlling policies</li> <li>Section 2.11. Design Teams</li> <li>Section 3. Deliverables specified.</li> <li>Section 3.1. Report specified</li> <li>Section 3.2. Recommendation specified</li> <li>Section 3.2.1. Recommendation Approval Process specified</li> <li>Section 3.2.2. Call for comments specified</li> <li>Section 3.3. Innovation White Papers specified</li> <li>Section 3.4. Use Case specified</li> </ul>
Version 2.1	<ul style="list-style-type: none"> <li>Section 2.3. EC Leadership Elections clarification</li> <li>Section 2.5. Expert Committee Contributions - “calendar” clarified</li> <li>Section 2.8. Votes On-online ballot quorum details clarified</li> <li>Section 4. Member Ballots - Added “Sustaining” to align with Bylaws</li> </ul>
Version 2.2	<ul style="list-style-type: none"> <li>Section 1. Definitions for “Board”, “In-Good-Standing”, “Discussion Drafts”, and “Steering Council”</li> <li>Section 2.4. Not In-Good-Standing leadership eligibility restrictions</li> <li>Section 3. “Steering Council” added</li> </ul>

Version 2.3	<ul style="list-style-type: none"><li>• Section 1. Definitions for “Board”, “In-Good-Standing”, and “Discussion Drafts”</li><li>• Section 2.9. Participant may raise an unresolved dispute to the Board of Directors</li><li>• Section 4.1. Details for “Discussion Drafts”</li><li>• Formatting of definitions throughout for consistency</li></ul>
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