



The OpenID Foundation

Policies and Procedures Manual

2007-02-22

Draft

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1 Revision History

Date	Author	Changes	Approval status
2007-02-11	Johannes Ernst	Initial version	Author's draft
2007-02-12	Johannes Ernst	Added meeting minutes and agenda templates	Author's draft
2007-02-22	Johannes Ernst	Included comments from Drummond and Bill	Author's draft

2 Purpose

This document collects the policies and procedures of the OpenID Foundation. It complements its articles of incorporation and its bylaws, but provides more detail that guide day-to-date operation.

This document is intended to grow organically with the organization. Initially, only very few policies and procedures are defined and needed. It will be updated on an ongoing basis as the need for additional policies and procedures emerges.

3 Definitions

Terms with a specific meaning will be spelled in uppercase in this document.

Term	Meaning
Board	The board of directors of the OpenID Foundation at the then-current time. It includes the Executive Director as non-voting, voice-only designated member; the Executive Director is not elected, but serves by appointment at the behest of the voting members of the Board.
Foundation	Short for “OpenID Foundation”.

4 Board Policies and Procedures

4.1 Transparency

The Board will perform all of its activities (including agenda setting, deliberations, decisions and the like) in public to the maximum extent possible. All Board meeting minutes will be public as soon as they are approved (but see “Executive Session” below).

The Board is committed to conduct its business in a manner that is to the benefit of the entire OpenID community. The Board will be responsive to substantial concerns by a substantial part of the OpenID community.

The Board will ensure that appropriate technology infrastructure is available for this purpose. (See “Board mailing lists” below)

4.2 Equality

The Board will not make any decision or policy that favor some members of the OpenID community over others.

4.3 Executive Session

Where the Board cannot conduct an activity in public (for example, to discuss human resource issues), the Board will declare an Executive Session. During an Executive Session, only Board members and individuals invited by the majority of the Board are present. Minutes are taken for all Executive Sessions, but such minutes are kept private to the Board.

Executive sessions will be limited in frequency as much as possible, and held on the narrowest possible subject.

4.4 Meeting minutes

Board meeting minutes will be created by the secretary (or a designee) at each Board meeting, and distributed as draft to the members of the Board as soon as practical. The Board will vote to approve the draft minutes at the subsequent Board meeting.

Upon approval, the minutes will be published to the general public; however, minutes of any "executive session" will remain non-public. If an executive session was declared, the published minutes will show:

- the subject of the executive session
- the approximate start and end time of the executive session
- the individuals making and seconding the motion to declare executive session.

The minutes will reflect all Board decisions, and the core points of all substantial discussions. Where substantially different points of view exist, the minutes will attempt to record those.

4.5 Mailing lists

The Board operates two mailing lists for its activities.

1. The board@openid.net mailing list is publicly accessible. Upon approval, meeting minutes will be posted to this list. The Board will use this list for Board activities to the maximum extent possible.
2. The board-private@openid.net mailing list is restricted to members of the Board and additional individuals selected by the Board (e.g. the Foundation's executive director). The Board will use this list only
 - a) for “executive session” activities (see “Executive Session” above)
 - b) for preliminary meeting minutes before approval
 - c) other threads of conversation that initially need to be kept private, in the opinion of the Board, even though the communication will be made public with time.

4.6 Speaking on behalf of the Foundation

The Executive Director of the Foundation may speak on behalf of the Foundation as authorized by the the Board. No other individual or organization may speak on behalf of the Foundation, unless specifically authorized to do so by the Board.

5 Appendix

5.1 Meeting minutes outline

1. Meeting called to order at: time, date, location, name of person facilitating, and name of person taking notes
2. Attendance established: members of the Board present, members of the Board excused in advance, members of the Board absent, guests
3. Next meeting scheduled or confirmed for: time, date, location
4. Agenda review: based on draft agenda previously distributed by facilitator, any requests for additions or changes by members of the Board
5. Main part of meeting, according to reviewed/accepted agenda.
6. Meeting adjourned: (time and by whom)

Items that shall always be recorded:

- Language of each motion.
- Name of the individuals making the motion and seconding the motion.
- If unanimous consent, record as such. If not, the names of the individuals in favor, against, and abstaining.
- Members of the Board and guests arriving or departing during the meeting.
- Declaration of and return from executive session.
- When substantial discussion occurs on some subject, the core arguments in favor and against, and the main proponents and opponents of the core arguments.

5.2 Agenda outline

1. Minutes of the prior meeting approved: based on draft minutes previously distributed by person taking minutes in the prior meeting and e-mailed change requests: discussed / amended / approved / approval pending further review or input
2. Old business: items that are already under discussion or scheduled for attention, if any
3. Committee reports, if any
4. New business, if any