**June 5, 2014 OpenID Executive Committee Call Minutes**

**Present:**

Don Thibeau, Executive Director

Nat Sakimura

George Fletcher

Mike Jones

John Bradley

**Visitors:**

John Ehrig, Global Inventures

Tom Smedinghoff, Edwards Wildman

**Absent:**

(the vice-chair position is currently vacant)

1. **US Government agency possibly joining at the sustaining level and "Health Information Exchange Profile for OpenID Connect"**

Don updated us on the possibility of a US government agency joining the board and starting a new working group for a Health Information Exchange Profile for OpenID Connect. The agency also plans to join the MIT Kerberos and Internet Trust (KIT) Consortium. MIT plans to join the OpenID Foundation. The target date for an OpenID Connect Workshop sponsored by MIT and the OpenID Foundation is Thu-Fri, Sep 18-19, 2014.

1. **Proposal to Change OIDF’s State of Incorporation to allow for Proxy Voting**

Oregon, where we are currently incorporated, doesn’t allow proxy voting. Oregon is one of the most restrictive states for incorporation in terms of board governance. Changing our incorporation to a state where proxy voting and alternative members is permitted would let is practically retain Eric Sachs and Dr. Tippett's official representation on the board for Google and Verizon, while allowing them to appoint alternates to participate on a day-to-day basis. This could be a net positive for the Foundation.

Tom Smedinghoff gave us a report on our options. He believes that Oregon law does restrict us in the ways described. He does believe that we need to investigate the impact on our 501(c)(6) non-profit tax status application of re-incorporation. He believes that re-incorporation is doable, but there would be a few hoops to jump through.

The costs of incorporating would not be great. There would be some transition costs. Some directed funding might be available to cover these costs.

The best estimate we have from our attorney on our 501(c)(6) completion is that it will take months, not years. We probably want to wait to re-incorporate until this completes. Tom and Don will do the legwork to prepare us to do so in the meantime.

A short-term fix would be to create a council of advisors. The executive committee requested that Don invite Dr. Tippett and Eric Sachs to a council of advisors. Don will share the proposed communications with the executive committee before they go out. Creation of the council of advisors will need board approval.

1. **Vice Chairmanship Vacancy**

The Vice Chairmanship is current vacant, since Eric Sachs had to step down from the board due to his increased job responsibilities. The board will need to vote to elect a new Vice Chairman. It was suggested that someone make a motion nominating Adam Dawes to fill the vacancy.

1. **OpenID Connect Self-Certification**

Don and Tom are working on a report to the board about the OpenID Connect self-certification program.

1. **Process for Making Future Public Statements About Vulnerabilities**

There was insufficient time to consider this issue.

1. **Next EC Meeting**

We will schedule another EC meeting in two weeks on June 19th to consider the remaining agenda items.