**September 8, 2016 OpenID Executive Committee Call Minutes**

**Present:**

Don Thibeau, Executive Director

Nat Sakimura

John Bradley

Mike Jones

George Fletcher

Adam Dawes

**Visitors:**

Tom Smedinghoff, Locke Lord LLP

Mike Leszcz, OpenID Foundation Staff

Prateek Mishra, Oracle

1. **Updates to Legal Documents**

Tom circulated updated legal documents to the executive committee. He gave us an overview of the updates.

The updates are motivated by people noticing that the contribution agreement that we had been using didn’t implement all the requirements of the IPR policy. The updated versions do. We were intentionally not touching the IPR Policy and Procedures documents.

Individuals would need to have any entity that they have an intellectual property obligation to, such as an employer, also sign a document, to meet the requirements of the IPR policy.

Currently there are two forms of membership agreements – a 7-page document and a half-page document. We streamlined the 7-page version, eliminating redundancies, addressing inconsistencies, etc.

The documents have been reorganized to separate policies from agreements.

Another issue pertains to listing working groups in the contribution agreement. We could either drop the working group lists, keep things as-is, or require explicit contribution agreements for each working group joined.

Mike pointed out that there’s currently a difference between the way we have applied the contribution agreements and what they actually say. We had been asking people to sign new contribution agreements when they join working groups unless they had already specified “all working groups”. But the current agreement says that you can also choose to participate in additional working groups in the future. Mike thinks that we should close that loophole, so that we always have an explicit record.

John thinks that asking people to sign individual agreements would result in a revolt. Prateek agreed.

Mike said that, if in the process of reviewing the documents, we learn that we would have to have participants perform unnatural acts, that we should \*very lightly\* revise the IPR documents. We have done this once before – to add a clause about working groups being approved in 14 days if the specs council takes no action. We shouldn’t change core IPR provisions but we can simplify the mechanics.

Tom said that the point of having individuals sign is to individually bind them to the agreement. Prateek pointed out that he probably doesn’t even have individual signing authority. Tom understood that asking for individual signatures may be perceived as being an “unnatural act”.

Mike: We probably want to revise the IPR documents ever so lightly to allow us to continue operating as we have been.

Tom: We could create a document that individuals could take to their employers, if appropriate.

John said that we should allow an option in the contribution agreement to allow all employees to participate. Apparently, Google did that.

Nat said that we should remove the OpenID field from the form.

Tom said that we don’t anticipate any changes to the software contribution agreement that we created earlier this year.

Nat and Tom had a discussion of the definition and application of the term “entity” in the bylaws.

The directed funding policy is derived from the directed funding FAQ.

There are substantive changes in the trademark policy. It covers more cases, including use of the OpenID and OpenID Certified marks.

Tom will create updated documents and recirculate. The remaining major changes will be to the contribution agreement. People are encouraged to review the other revised documents now.

The IPR policy currently requires some things to be signed in ink on paper. If we’re revising the IPR policy, Tom suggests that we should also revise it to also allow the option to sign anything electronically.

1. **Open Source Libraries**

We are seeing positive reactions to the AppAuth libraries owned by the foundation. Adam said that he believes that providing high-quality working code furthers the mission of the foundation. We already have a software contribution agreement enabling this.

Prateek suggests adopting an Apache-like contribution agreement. Adam responded that the contributed software is using an Apache license. John said that we already have essentially the Apache process but with contributions going to working groups and contributors being required to be members of the working group.

We added the software contribution agreement about a half year ago because the exiting contribution agreements dealt with specifications but not software. Mike is explicitly not asking Tom to look at this again because he just did recently. John and Nat suggested that, since apparently we are touching the IPR agreement anyway, we should consider whether changing a few words here and there might simplify things for software contributions.

John reported that the AppAuth libraries are gaining contributors and are being promoted for adoption by major corporations.