TREND MICRO GOVERNANCE PROPOSAL FOR THE CA/BROWSER FORUM

(v3 – June 27, 2012)

Summary of Proposal

Specific details, bylaws, rules, and intra-member agreements would be drafted and approved by the Forum later if this governance proposal is approved.

PART A – PUBLIC AND TRANSPARENT PROCEEDINGS

1. Open all discussion of CABF standards and issues to a public list-serv. The public may read postings without agreeing to any IPR policy, but may only post to the list-serv after clicking their agreement with an IPR policy.
2. Forum and Working Groups to post all policy drafts to a public list-serv, plus all approved meeting Agendas and Minutes.
3. Forum to retain a private list-serv for Forum members, to be used only for housekeeping matters (meeting dates, etc.) or sensitive security related matters.

PART B – PUBLIC PARTICIPATION IN WORKING GROUPS

1. Working Groups to be created by the Forum, suggestions for new Working Groups may come from the public. Working Group charter will describe scope of the Working Group's activities, expected deliverables, and proposed conclusion date.
2. Working Groups to be chaired by a Forum member to help insure compliance with Forum rules, but no limit on the number of independent parties who elect to serve on a working group. Forum members may also serve. All Working Group members must sign applicable IPR (if there is reason to adopt a different IPR for Working Groups than the IPR for the Forum, this is allowed and would be decided and included by the Forum in the Working Group's Charter).
3. No membership fee or other cost to independent parties who choose to participate on a Working Group. If potentially productive, a Working Group can schedule face to face meetings (including at the time and place of other relevant groups, such as IETF or W3C), but Working Group members cover their own expenses. All Working Group proposal drafts to be posted on the Forum's public list-serv and be subject to public comment throughout the process (including comments from non-Working Group members). Working Groups also would publish final approved meeting agendas and minutes, if appropriate.
4. Final Working Group proposals must be approved by a recorded 2/3 vote of active members of the Working Group to demonstrate consensus, then forwarded to the Forum for consideration.
5. In special cases, the Forum may actively "recruit" specialists and expert groups to participate on a Working Group in order to broaden participation and include parties who may be necessary for implementation. For example, a Revocation Working Group might actively invite server manufacturers to gather information on the feasibility of promoting OCSP stapling, etc.
6. Working Group output might include recommended standards and requirements for the Forum to adopt (generally applicable to CAs only), or might only include "best practices" recommendations or subject area white papers for the Forum to approve and distribute as thought leadership for action by others (but not including any mandatory standards or requirements for the CAs to follow). This would allow the scope of Working Groups to be flexible – narrower scope for issues that relate primarily to CA operations (and might lead to

mandatory standards for CAs), broader scope for issues that affect CAs and browsers but which need action by a broader group to implement (thought leadership to be acted on by other standards groups, but no mandatory standards for CAs in the proposals).

PART C – FORUM GOVERNANCE AND STRUCTURE

1. No change in current Forum governance or voting rules. Forum membership subject to agreement to final IPR policy.
2. Forum would accept final product from Working Groups and approve and/or implement as appropriate in the Forum's judgment (or not approve in some cases). Forum would retain the right to amend a proposed requirement before adoption, but in most cases would first return a proposal to the Working Group with suggested changes and ask for a response.
3. Forum could also initiate and complete proposals on its own (via a public process as outlined in Part A) without use of a Working Group but subject to public comment and review.
4. No membership fees or new governance structure (no Board) at the present time. This can be changed later if a need for funds becomes evident. Consider creation of an Executive Committee of the Forum to do priority planning for the Forum (i.e., prioritize which issues should receive Forum time and attention first, and which can be deferred) instead of current system where any Forum member can push a new issue to the top of the agenda while outstanding issues wait for action. However, Executive Committee would not have ratification rights, etc. as to matters approved by the Forum according to regular voting procedure.
5. Do not incorporate the Forum at the present time, as this adds cost and complication (choice of a US incorporation location, such as Delaware, may make the Forum too US-centric), and is not really required (except to hold a copyright to Forum guidelines, which may not be important). Also, incorporating the Forum could mislead some members of the public into thinking that the Forum, as a corporation, must have great power and is actively running the PKI infrastructure. Instead, maintain Forum as an unincorporated association where all members sign a simple common contract with each other to adhere to its rules, etc. If funds are later needed for Forum operations, they can be held and managed by an outside service company for a modest fee.