

**Secure Telephone Identity – Governance Authority
(STI-GA)**

Operating Procedures

STI-GA
1200 G Street, NW
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**OPERATING PROCEDURES
STI-GA**

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Operating Procedures for STI-GA

I. NAME and MISSION

Section 1. Name

The name of this initiative is the “Secure Telephone Identity Governance Authority” (STI-GA).¹

Section 2. Mission

The STI-GA ensures the integrity of the issuance, management, security, and use of Secure Telephone Identity (STI) certificates issued in compliance with the Signature-based Handling of Asserted Information using toKENS (SHAKEN) specification. The STI-GA establishes and governs the policies and the security around issuance and use of STI certificates by SHAKEN participants in the U.S. The STI-GA does not anticipate developing technical specifications. The responsibilities of the STI-GA include:

Section 2.1. STI Policy Administrator (STI-PA) Management

The STI-GA oversees and manages the operations of the STI Policy Administrator (STI-PA), including approval of the contract with the STI-PA, and any changes thereto. The contract and any changes thereto must be approved by a minimum of 2/3 of the Board.

Section 2.2. Establishment of Policies for the SHAKEN Ecosystem

The STI-GA establishes policies for the governance of the SHAKEN Ecosystem. These policies include those described in the SHAKEN specifications. They also include, but are not limited to, the Certificate Policy, SPC token Access Policy, and the Revocation and Reinstatement Policies. These policies and any changes thereto must be approved by a minimum of 2/3 of the Board.

Section 2.3. Establishment of Fee Schedules and SPC Token Access Requirements

The STI-GA establishes the schedules of fees to be paid by service providers and others, as well as the requirements for service provider access to SPC tokens. The schedules and any changes thereto must be approved by a minimum of 2/3 of the Board.

II. Board

Section 1. Board

The STI-GA shall be managed by a governing board, which is herein referred to as the "Board of Directors" or "Directors." The word "Director" herein refers to a member of the governing board.

Section 2. Board Size and Structure

The STI-GA Board will consist of twelve (12) representatives from stakeholders with an interest in the development of the SHAKEN specification and the management of STI certificates. However, the STI-GA may operate with as many or as few Directors as are currently active and participating toward fulfillment of the stated Mission above.

The STI-GA Board will consist of:

- One (1) representative from a large cable provider appointed by NCTA– The Internet & Television Association (Stakeholder Organization);

¹ The STI-GA is operated under the auspices of the Alliance for Telecommunications Industry Solutions (ATIS).

- One (1) representative from a small cable provider appointed by the American Cable Association (Stakeholder Organization);
- One (1) representative from a large independent local exchange carrier (ILEC) appointed by USTelecom (Stakeholder Organization);
- One (1) representative from a small ILEC appointed by NTCA – The Rural Broadband Association (Stakeholder Organization);
- One (1) representative from a large wireless provider appointed by CTIA (Stakeholder Organization);
- One (1) representative from a small wireless provider appointed by the Competitive Carriers Association (Stakeholder Organization);
- One (1) representative from a competitive local exchange carrier (CLEC) appointed by INCOMPAS (Stakeholder Organization);
- One (1) representative from a regional CLEC appointed by a consortium of the Western States CLEC Coalition, TEXATEL, and others (Stakeholder Organization);
- One (1) representative from an over-the-top VoIP provider appointed by the VON Coalition (Stakeholder Organization);
- One (1) representative from AT&T (Founding Organization);
- One (1) representative from Comcast (Founding Organization); and
- One (1) representative from Google (At-Large Organization).

Section 3. Qualifications of Directors

The Board will be limited to representatives of service providers with knowledge and experience relevant to the industry, legal and technical issues related to the SHAKEN framework, including experience with the SHAKEN/STIR specifications, certificate management/PKI and service provider SIP/IMS deployment. Board members should support the mission of the STI-GA and represent one or more service providers that would be eligible to obtain call authentication tokens. No more than one Board representative may be from a single company. The Board may prescribe additional qualifications and eligibility for the Directors. The manner of admission into membership shall be prescribed by resolution of the Board and/or by any similarly prescribed rules that the Board may promulgate.

Section 4. Types of Directors

The Board of Directors shall consist of three types of Directors as follows:

- Association Director: this Director is appointed by one of the stakeholder associations noted in Article II, Section 1. The association and the Board representative may choose to establish rules governing that representative's conduct as a Director (e.g., must the representative consult with the association and its members to develop a consensus position before voting on substantive issues).
- Founding Director: this Director has been appointed to the Board due to its instrumental role in developing the SHAKEN framework and its role as an early participant in the SHAKEN framework.
- At-Large Director: this Director is elected by the Board based on unique expertise and ability to provide further industry representation on the Board, or based on other considerations of the Board's choosing.

Section 5. Appointment and Terms

Each Director will be appointed or elected to serve for a three (3) year term. At the end of the term:

- An Association Director may be reappointed by the association for an additional three-year term. Alternatively, the association may choose to appoint a different representative.
- A Founding Director may be reappointed by that Founding Organization to serve for an additional three-year term. Alternatively, the Founding Organization may choose to appoint a different representative.
- An At-Large Director may be reappointed by a majority of the STI-GA Board. Alternatively, the STI-GA Board may choose to appoint a different representative.

Section 6. Changes to Board Structure

The Board may agree to reduce, expand, or modify the structure of the Board. Any changes to the Board, including the addition of new Directors and changes to the minimum or maximum size of the Board, must be approved by a minimum of 2/3 of the Board. Any changes to the Board should consider the impact that the proposed change would have on the balancing of interests among different types and sizes of stakeholders.

Section 7. Vacancies

Board vacancies will be filled as follows:

- An Association Director vacancy will be filled by the relevant association. The association may appoint a new representative to serve the remaining portion of the term.
- A Founding Director vacancy will be filled by the Founding Organization. The Organization may appoint a new representative to serve the remaining portion of the term.
- Nominations will be solicited from the Board for candidates to fill an At-Large Director vacancy for the remaining portion of the term. A new At-Large Director would be elected by the Board consistent with Article II, Section 5 of these Operating Procedures.

Section 8. Withdrawal and Removal of Directors

Any Director may immediately withdraw from the Board upon giving written notice thereof. Additionally, any Director may be removed at any time, for cause or without cause, by the organization that appointed such Director. Any At-Large Director may be removed at any time for cause by a minimum of 2/3 of the Board. Upon removal, all rights and interests of the Director in and to the STI-GA shall automatically be terminated. Removal of a Director does not limit the rights and/or responsibilities (including any pending financial responsibilities) of the sponsoring organization (i.e., the Stakeholder Organization, Founding Organization or At-Large Organization).

A Director may also be removed for cause, based on the processes described above, in the following circumstances: (1) the sponsoring organization that appointed or nominated that Director is dissolved or liquidated; (2) the sponsoring organization that appointed or nominated that Director fails to contribute its financial share to the STI-GA operations or (3) the Director resigns or otherwise no longer works for and/or otherwise no longer represents the sponsoring organization that appointed or nominated that Director.

Section 9. Agreement between ATIS and the Board

An agreement between ATIS and the Governance Authority Board addresses decision-making, administrative support, technical support, communications, compliance, privacy, legal functions, cost and expenses, liability protection (insurance), and auditable finances.

III. Meetings of the Board of Directors

Section 1. Time

Meetings shall be held at such time as the Board shall fix, except that the first meeting of a newly elected Board shall be held as soon after its election as the Directors may conveniently assemble.

Section 2. Notice

Board meetings should be scheduled in advance. Notice of a Board meeting should be provided to the Board in writing no less than five (5) business days prior to the proposed meeting. Board meetings may be scheduled with less than five days' notice with the approval of 2/3 of the Board. This notice shall indicate whether any portions of the meeting are open to participation only by Directors and/or their designated alternates (per Article III, Section 6).

Section 3. Contributions

The work will be contribution-driven; Directors should provide written contributions to further the work of the Board. Contributions should generally be submitted no later than two business days before a meeting. If a contribution is received after this deadline, it will be considered at the meeting (time permitting) unless any Director requests additional time to review.

Section 4. Call

No call shall be required for regular meetings for which the time and place have been fixed. Special meetings may be called by the Chair, Vice-Chair or upon request by any three (3) Directors.

Section 5. Quorum

A quorum is not required for the STI-GA Board to conduct any business other than business requiring a vote per these procedures. However, the Board may agree via consensus to observe a quorum requirement, provided such requirement is announced in the meeting notice. A majority of the Board shall constitute a quorum.

Section 6. Proxies/Alternates

A Director can appoint an alternate representative to attend and fully participate in meetings if the Director is not able to attend. The list of alternates will be made available to the STI-GA Board. Additionally, in cases where neither the Director nor his/her alternative is available, the Director may appoint another alternate to attend and fully participate in the meeting, provided that the Director provides a written notification to the Board in advance of the meeting.

Section 7. Virtual Participation.

Any Director may participate in meetings that they otherwise are entitled to participate in by means of a conference telephone or similar communications equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 8. Industry Expert Attendance

The Chair, Vice-Chair, or the Board, through consensus, may, at its discretion, invite an industry subject matter expert(s) to attend specific STI-GA Board meetings when his/her expertise is required to assist the Board in resolving a specific issue. The expert shall not participate in consensus decisions or voting processes. In addition, one representative from each Stakeholder Organization may attend Open Board meetings; however, that representative is not entitled to vote or participate in consensus decision-making.

Section 9. Closed Board Meetings

The Board may limit participation at specific meetings or on specific agenda items to Directors and/or their designated representatives only.

IV. Leadership

Section 1. Chair and Vice-Chair

The Board shall elect a Chair and Vice-Chair, who shall have equal authority to lead the STI-GA and have the responsibility to ensure that these Operating Procedures are followed and that meetings are conducted in a fair and efficient manner. The Chair and Vice-Chair should remain neutral when leading Board discussions but may express their views as Directors as long as they clearly indicate that they are not speaking as a leader.

Section 2. Other Leadership Positions

The Board may agree to elect other leadership positions by the process described in this Article.

Section 3. Election

The Chair and Vice-Chair will be elected by a simple majority of the Board to serve three-year terms. If there is one candidate, the election shall be by acclamation. Should no candidate get a majority in an election, a run-off election may be held between the two candidates receiving the highest number of votes.

Section 4. Electronic Voting

Elections may be held via electronic mail or other forms of electronic balloting. In order for a valid election to have occurred via electronic means, at least one-half of the Directors must vote in the election and notice of the election must be provided no less than 14 days in advance of the voting deadline.

V. Board Committees

Section 1. Approval of New Board Committees

The Board may, upon approval by a majority of the Board of Directors, establish standing committees and/or task forces. This approval should specify the scope, terms, and qualifications for membership of these committees/task forces.

Section 2. Meetings of Board Committees

Section 2.1 Notices

Notice of a meeting should be provided to the committee or task force in writing [no less than five (5) business days prior to the proposed meeting.]

Section 2.2 Contributions

The work will be contribution-driven; committee and task participants should provide written contributions to further the work of the committee/task force. [Contributions should generally be submitted no later than two business days before a meeting. If a contribution is received after this deadline, it will be considered at the meeting (time permitting) unless any committee member requests additional time to review.]

Section 2.3 Virtual Participation

Any member of any committee or task force may participate in meetings that they otherwise are entitled to participate in by means of a conference telephone or similar communications equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 2.4 Industry Expert Attendance

The leader of a committee or task force or the committee or task force, through consensus, may, at its discretion invite an industry subject matter expert(s) to attend specific committee/task force meetings when their expertise is required to assist the committee/task force in resolving a specific issue. The expert shall not participate in consensus decisions or voting processes.

Section 2.5 Administrative Meetings

From time to time, the Board, or any of its committees and/or task forces, may meet to discuss internal administrative matters, including matters that impact its relationship with the Board's contracted administrator. In those circumstances, the Board, committee, or task force leadership may, at its sole discretion, designate the meeting as an "Administrative Meeting" and exclude non-Board members (including the Board's contracted administrator). Board, committee, or task force leadership may, likewise, choose to designate the notes of any such meeting as "Administrative" and make them available only to

Board members.

Section 3. Leadership

The Board committees and/or task forces shall elect one or more leaders to serve for the entire term of the committee or task force or for three years, whichever is shorter. Leaders may be reelected to serve an additional term(s).

Section 4. Technical Committee

There shall be a SHAKEN Technical Committee (TC) with no less than three (3) or more than nine (9) members established by the Board to provide information and guidance to the Board related to the technical issues, including changes to the SHAKEN/STIR specifications and other technical and technological developments impacting the implementation of SHAKEN by the industry.

Section 4.1. TC Qualifications

The TC shall be limited to recognized subject matter representatives of service providers with knowledge and experience relevant to the industry, including experience with SHAKEN/STIR specifications, certificate management/PKI, and service provider SIP/IMS deployment. TC members must be from organizations that are represented on the Board but do not need to be Board representatives. No more than one representative may be from a single company. Exceptions to these qualification requirements may be made to allow for the appointment of one (1) TC member from an organization not represented on the Board. Such exceptions must be approved by a minimum of 2/3 of the Board.

Section 4.2. Election and Terms

The members of the TC shall be elected by a simple majority of the Board to serve three-year terms. The Board may fill any vacancies that may arise in TC membership; such members would be elected by a simple majority of the Board to serve the remainder of the vacant member's existing terms.

Section 4.3. Removal of TC Members

TC Members may be removed by the Board for cause upon approval by a minimum of 2/3 of the Board.

Section 4.4. Vacancies

Should a vacancy in the TC arise, the Board shall elect a new TC member by a simple majority.

VI. Resolution Process

Section 1. Decision-making

Unless otherwise specified in these Operating Procedures, consensus is the method used by the Board and Board Committees/Task Forces to make decisions.

Section 2. Consensus

Consensus is established when substantial agreement has been reached among those participating in the issue at hand. Substantial agreement means more than a simple majority, but not necessarily unanimous agreement. Consensus requires that all views and objections be considered, and that a concerted effort be made toward their resolution. Under some circumstances, consensus is achieved when the minority no longer wishes to articulate its objection. In other cases, the opinions of the minority should be recorded with the report of the substantial agreement, or consensus, of the majority.

A participant's silence is perceived as agreement. Directors or committee or task force members who do not agree with

a proposed decision are encouraged to speak up and voice their opinion.

Polling is a tool that can be used by the Board, committee, or task force to determine whether there is consensus. Polling is not voting, but it does allow Directors, committee, or task force members to individually express their views, so the leader can determine whether consensus has been achieved.

If the Board, committee, or task force is unable to reach consensus, the Board, committee or task force will vote on the issue with approval by a majority of the Board required for decision-making. Every effort should be made to achieve consensus.

Section 3. Voting

To the extent that voting is required, each Director is given a single vote. When voting is required, a roll call vote will be conducted and captured in the meeting notes. During electronic voting, the results will be displayed at the next meeting. When voting is required, all materials necessary for the Board to vote on an issue (including any recommendations, supporting materials, and the question/issue on which the vote will be taken) will be circulated at least five (5) days prior the vote, or in the cases of electronic voting, five (5) days prior to the voting deadline.

Under these Operating Procedures, voting is required in the following circumstances:

- The STI-PA contract and any changes thereto must be approved by a minimum of 2/3 of the Board. (Article I, Section 2.1).
- Establishment of policies for the SHAKEN ecosystem and any changes thereto must be approved by a minimum of 2/3 of the Board. (Article 1, Section 2.2)
- The fee schedules, SPC token Access Requirements, and any changes thereto must be approved by a minimum of 2/3 of the Board. (Article I, Section 2.3).
- Any changes to the Board, including the addition of new Board members and changes to the minimum or maximum size of the Board, must be approved by a minimum of 2/3 of the Board. (Article II, Section 6).
- Any At-Large Director may be removed at any time for cause by at any time for cause by a minimum of 2/3 of the Board. (Article II, Section 8).
- Board meetings may be scheduled with less than five days' notice with the approval of 2/3 of the Board. (Article III, Section 2.)
- The Board Chair and Vice-Chair will be elected by a simple majority of the Board. If there is one candidate, the election shall be by acclamation. Should no candidate get a majority in an election, a run-off election may be held between the two candidates receiving the highest number of votes. (Article IV, Section 3).
- The Board may, upon approval by a majority of the Board of Directors, establish standing committees and/or task forces. (Article V, Section 1).
- The members of the TC shall be elected by a simple majority of the Board to serve three-year terms. (Article V, Section 2.2).
- TC Members may be removed by the Board for cause upon approval by a minimum of 2/3 of the Board. (Article V, Section 2.4).
- Should a vacancy in the TC arise, the Board shall elect a new TC member by a simple majority. (Article V, Section 2.5).
- If the Board, Committee, or Task Force is unable to reach consensus, the Board, committee, or task force will vote on the issue with approval by a majority of the Board required for decision-making. (Article VI, Section 2).
- Any deliverables developed by the STI-GA may, with approval of the majority of the Board, be copyrighted by ATIS. (Article VIII, Section 3).

- Formal communications conveying a STI-GA position and those communications from the STI-GA position and those communications from the STI-GA to external organizations shall be approved in advance by a majority of the Board. (Article IX, Section 1).
- The Directors may amend or repeal these Operating Procedures upon approval by a minimum of 2/3 of the Board at a meeting where notice of such proposed action is given. (Article XIII).

VII. Meeting Notes

Section 1. Note Contents

The STI-GA shall publish fair, objective, and unbiased meeting notes that accurately reflect the activities, resolutions, and action items that result from meetings. All meeting notes shall be published in a timely manner and include:

- Date(s), type of meeting (i.e., virtual meeting, conference call, face-to-face), leadership, person taking the notes;
- Attendance list;
- Approved agenda;
- Results of any electronic votes held between the last meeting and the current meeting;
- Identification of issues discussed at the meeting and their status;
- A notation of corrections/additions made to a previous meeting record;
- Points noted/alternatives discussed, including opposing viewpoints;
- Agreements reached;
- Action items indicating responsible party and due date;
- Participants' contributions or similar documents or a reference to where those documents are available on the ATIS website;
- Text specifically requested to be included by a participant with attribution; and
- Copies of presentations made during the meeting or a reference to where the presentations are available.

Section 2. Approval of Meeting Notes

Meeting notes will be reviewed and approved by the Board, Board Committee, or Task Force. While meeting notes are generally reviewed during the next meeting, notes will not be considered final unless Directors or committee/task force members have had a minimum of five business days to review and provide input. Because the meeting notes are intended to serve as an official record of the STI-GA's activities (including Consensus and Voting), Directors and Board committee/task force members are encouraged to offer revisions to the extent they believe the meeting notes could be improved.

VIII. Intellectual Property Rights Policy

Section 1. Confidentiality

ATIS and the STI-GA committee and/or task forces may gain access to information that is considered to be sensitive or confidential. Sensitive information includes but is not limited to details of Board and/or subtending committee discussions, initiatives and/or deliberative processes, including votes and other decisions. Confidential information is limited to discussions and/or documents specifically designed in writing as confidential. Examples of confidential information may include vendor proposals and contracts, non-public information about SPs, CAs, and other stakeholders, and other documents and other information that the STI-GA Board or ATIS may designate in writing as confidential. It is understood that such information should not be made publicly available or generally shared with third parties, including regulatory agencies.

Association Directors are specifically authorized to share sensitive or confidential information with the association that appointed the Director as necessary to fulfill their responsibilities to their sponsoring organization. It is understood that this may include the sharing of Board contributions, notes, and draft deliverables. Any such information that is shared should be clearly marked with a watermark or other label indicating that the information is sensitive or confidential and should not be shared with anyone other than the authorized recipient(s). The Director sharing this information should take reasonable steps to aggregate and/or anonymize information where possible.

Section 2. Copyright

In order for the STI-GA to fulfill its mission, it is necessary that each contributor grant to the STI-GA and ATIS the rights necessary to adapt, copy, and publicly distribute any non-confidential contribution or submittal made to the STI-Board. In accordance with this policy, each contribution or document submitted to the STI-GA is subject to an unlimited, perpetual, non-exclusive, royalty-free, worldwide right and license to the STI-GA and ATIS. This license includes the right to copy, publish, and distribute the contribution in any way and to prepare derivative works that are based on or incorporate all or part of the contribution, the license to such derivative works to be of the same scope as the license of the original contribution.

Section 3. STI-GA Deliverables

Any deliverables developed by the STI-GA may, with approval of the majority of the Board, be copyrighted by ATIS. Any vote of the Board in this regard will include specific instructions as to conditions that may apply to the copyright or responsibilities afforded ATIS. Nothing in these Operating Procedures shall affect the rights of the parties that have developed the SHAKEN specifications.

IX. Communications

Section 1. Approval of Formal Communications

Formal communications conveying an STI-GA position and those communications from the STI-GA to external organizations shall be approved in advance by a majority of the Board. The STI-GA Board shall review, prior to distribution, all proposed communications to regulatory, legislative, or governmental bodies, as well as any other sensitive materials made by itself or ATIS.

Section 2. Press Releases/Media Outreach

STI-GA press releases and media outreach must be approved in advance by the STI-GA Board Chair and Vice-Chair within a mutually agreed upon timeframe.

X. Reports to STI-GA Board

The Board may direct ATIS to provide reports to the Board on the status of the STI-GA, including the progress made in meeting the deadlines for key deliverables.

XI. Appeals Process

Individuals and entities possessing directly and materially affected interests and believing that they have been or will be adversely affected by the action or inaction of the STI-GA shall have the right to appeal such action or inaction. Individuals and entities are encouraged to first approach the Board leadership with an informal complaint before pursuing the official appeals process detailed in this section. If this is with regard to an SPC token revocation, this informal complaint must be lodged with the STI-GA within five (5) business days receipt of the issuance of the STI-GA's notification of its final revocation decision. Some STI-GA policies, including the SPC token Revocation Policy,

may specify different and/or expedited appeals processes. To the extent that a policy includes a different appeals process than is specified below, the process in the STI-GA-adopted policy will apply.

Section 1. Informal Complaint

Any participant with a concern regarding the STI-GA process is encouraged to first discuss his/her concern with the Board leadership. The leadership will inform the Board of the concern and offer the Board the opportunity to discuss this issue. Notification of the Board's final determination from the informal appeals process shall be sent to the participant who made the informal complaint (the Complainant).

Section 2. Formal Complaint

After exhausting the informal appeals process, any individual not satisfied that their grievance has been properly addressed may file a written formal complaint with the STI-GA Board via the following email address: sti-ga@atis.org. If this is with regard to an SPC token revocation, this formal complaint must be lodged with the STI-GA within five (5) business days of the receipt of the STI-GA's notification of its final revocation decision or within five (5) business days of the receipt of the Board's final determination of an informal complaint. Other formal complaints must be received within 30 calendar days after the date of notification of the final determination of the informal appeals process. The formal complaint shall state the nature of the objections, including any adverse effects, the section of the STI-GA Operating Procedures or other policies that may be at issue, the action or inaction itself and the specific remedial action(s) that would satisfy the appealing party's concerns. Previous efforts to resolve the objections and the outcome of each should be included.

Section 3. Response

Within fifteen (15) business days after receipt of the formal complaint, the STI-GA shall discuss the formal complaint and a written response incorporating this discussion shall be issued by the Board to the appealing party, addressing each allegation in the formal complaint. The STI-GA Board may facilitate discussion between the parties, propose changes to STI-GA policies and procedure or take other appropriate action to address the allegations in the formal complaint.

XII. Antitrust and Competition Laws

All STI-GA work shall be completed in accordance with applicable antitrust and competition laws. All STI-GA Board, committee, task force and other meetings shall be conducted in accordance with these laws.

XIII. Amendments

The Directors may amend or repeal these Operating Procedures upon approval by a minimum of 2/3 of the Board at a meeting where notice of such proposed action is given.

Copies of documents referenced herein may be obtained by contacting:

Alliance for Telecommunications Industry Solutions, Inc.
1200 G Street, N.W., Suite 500
Washington, D.C. 20005
Phone: (202) 628-6380
Email: STI-GA@atis.org