



Board of Director’s Meeting Minutes

Friday, October 11th, 2019 | 11:00 | All Times Listed are Eastern

All meetings of Kantara are conducted under the Kantara Anti-Trust Statement

Director	Representative	Roll Call
ForgeRock	Allan Foster (President)	No
ISOC	Robin Wilton (Secretary)	Yes
Independent	Angela Rey	No
Independent	Kay Chopard Cohen	Yes
FIRE WG (ex IDESG) Rep	Sal D’Agostino	Yes
Staff	Ruth Puente	Yes
	Mark Ginter	Yes

Time	Agenda Item	Notes
11:00	Roll Call, AntiTrust Reminder	Roll call was taken, noting that quorum was achieved. ISOC reminded the group about the AntiTrust Statement, which was read and acknowledged by all present.
11:05	Approve Meeting Minutes of September 13 th 2019	Kay pointed out that there was an error in the minutes text related to her position at IDESG and requested to change it to “IDESG Acting Executive Director”. Ruth changed it during the meeting and saved it as Rev1. After that, it was proceeded to approve the minutes. Moved: Sal; Seconded: Kay. Unanimous approval
11.10	Matters arising/Action Items	<ul style="list-style-type: none"> Engagement with Treasury FIT; awaiting response; AR chasing up. Angela Rey Bank signatory – done
11.15	Finance Status update	<p><i>Update provided by Staff (Mark)</i></p> <ul style="list-style-type: none"> The Bank account is up and running and free of bank charges Following IRS request, a change of address was made (Registered Agent address), and IRS accepted it. Given that KIEF has only its incorporation address, the Bank statement goes to Mark’s mailing address (P.O.), as agreed with staff (Colin). No moving of funds - Bank balance remains to \$13,775.50 Mark requested the Board to approve his Accounting invoice of the last two months, \$ 425 (covers trip with Angela to the Bank; follow up of Bylaws; 2 calls). Once Mark receives the IRS determination letter, he will set up next steps incl. starting the grants.gov and sam.gov processes. <p>Mark’s Invoice Approval. Moved: Sal; Seconded: Kay. Unanimous approval</p>
11.20	Conflict of Interest Policy and vote to approve, sign and return	<ul style="list-style-type: none"> ISOC reminded attendees that it is an IRS compliance requirement for all C3s. Kay remarked that her lawyer confirmed that she has no conflicts of interest. Furthermore, she was a contractor and not an employee to the IDESG. She further clarified a historical matter relating to KIEF’s formation, that she recommended Mark as he had done work for her, and in her opinion could make great



		<p>contributions to KIEF work, hence ISOC had supported Mark suitability for the role.</p> <ol style="list-style-type: none"> 1) Approval to adopt the Conflict of Interest Policy. Moved: Sal; Seconded: ISOC. Unanimous approval <ul style="list-style-type: none"> • Kay clarified that IRS has a set question in the organization’s tax return, to confirm if each director signed the conflict of interest policy. Therefore, every director should sign it. 2) Additional motion; ISOC moved adding the Col to the organization set of published policies. Moved: Sal Seconded: Kay. Unanimous approval. 3) Action Item: Distribute it, sign and return. ISOC asked Ruth to re-send the Conflict of Interest Policy to the Board and request sign and return. Each Director should sign the last page of his/her own copy and send it back.
<p>11:25</p>	<p>Mission Statement Review</p>	<ul style="list-style-type: none"> • Original text: “Our mission is dedicated to the education and outreach of users, consumers and producers of digital identity solutions to improve trust frameworks, identity assurance and user privacy. We do this through: Coordinating support from a broad alliance of corporate, public sector and consumer groups all dedicated to the foundational principle to improve and strengthen the ecosystem of identity services”. • Kay pointed out that “dedicated” is not an appropriate word to use in a mission statement. • ISOC suggested to switch around the clauses that were previously in the first sentence, shifting the “outreach” element down to the second half, as follows: “Our mission is to improve trust frameworks [for digital identity and online services], identity assurance and user privacy. We do this by: Engaging with and educating users, consumers and producers of digital identity solutions; Convening and coordinating corporate, public sector and consumer groups that can improve and strengthen the ecosystem of identity services. Delivering [add an output]” • Kay and Sal agreed in principle with ISOC suggestion, but due to time constraint, it was agreed to continue the discussion of the text by email or in the next meeting.
<p>11:35</p>	<p>Finance Policy Review</p>	

		<p>Draft Kantara Initiative Educational Foundation (KIEF) - Finance Policy Version 1.0 (based on C6 Kantara's with changes to better reflect current circumstances)</p> <ul style="list-style-type: none"> It was agreed to defer the discussion to the next meeting.
11:40	Bylaws Draft per Q4 2018 Review	<ul style="list-style-type: none"> It was pointed out that we need to amend the name to Kantara Initiative Educational Foundation, in order to match filing. Kay stated that the Bylaws are not quite ready yet, and part of the information should be in our Financial policy. She stressed that the Bylaws should be high-level document, thus organizational processes and specific policies should be described in other documents. As a result, she proposed to consider the production of a set of policy documents for KIEF, with these as the core set (for discussion): <ul style="list-style-type: none"> a) A slimmed-down Bylaws document. b) Finance-related items in the current Bylaws to move to the Finance Policy (also currently in draft). c) Operational items to move to an Operations Policy document. d) Conflict of Interest Policy (as approved on 11/Oct/19). e) ... ISOC and Sal agreed in principle with Kay's suggestions, subject to Colin's thoughts. ISOC proposed further discussion on a future board meeting to solicit Colin's views on this approach, and any comments on the evolution/structure of the current bylaws (in case that uncovers compelling reasons not to make the changes outlined above).
11:45	Status update from Colin Wallis regarding Kantara Initiative, & Kantara Initiative Europe.	<ul style="list-style-type: none"> Given the absence of Colin, this report was deferred to the next meeting.
11:50	Comments arising from brainstorm session 10/5/19	<ul style="list-style-type: none"> Attendees: Angela, Kay, Sal and Colin. Kay felt that not much progress was made, due to not all those present being 'on the same page', further commenting that it would have been helpful to have the mission statement available to discuss in the meeting. She requested that for future brainstorming sessions, it be readily referenced in order to stay focused on what KIEF should tackle and do. Sal stated that it also would have been helpful to have an agreed agenda in advance of that session. Kay remarked that we should not try to replicate IDESG's mission. Sal added that IDESG's was a good baseline but agreed that the mission should be different in order to meet the current needs. Sal said that he would like to have clarity on the relationship with Kantara in terms of brand. Furthermore, Kay and Sal would like



		to understand further the dynamics and relationships between, FIRE WG within the KI; IDEF assets legacy and options we have going forward; Identity Working Group, as part of the new ecosystem.
12:00	Adjourn	Motion to adjourn meeting; Moved: ISOC; Seconded Kay.
	ACTION ITEMS	<ol style="list-style-type: none"> 1. Each Director should sign his/her own copy of Conflict of Interest Policy and send it back. 2. Continue the discussion of Mission in the next meeting. Revisit the mission second draft, considering the IDESG assets, potential role of KIEF and relationship with Kantara and the Working Groups. 3. Continue the review and discussion of Draft Kantara Initiative Educational Foundation (KIEF) - Finance Policy Version 1.0 in the next meeting. 4. In the Bylaws, amend the name to Kantara Initiative Educational Foundation. 5. Ask Colin his views on the suggested approach to the Bylaws and the notion of a set of policy and procedural documents and continue the discussion in the next meeting. 6. Colin to provide the status report on Kantara Initiative Inc. and Kantara Europe in the next meeting.