

2015-02-02

InCommon Steering Committee Meeting - February 2, 2015

Attending: John O'Keefe, Mark Crase, Pankaj Shah, Klara Jelinkova, Von Welch, Chris Holmes, Susan Kelly, Jacob Farmer, Michael Gettes, Dave Vernon, Steve Carmody, Sean Reynolds, Ken Klingenstein, Michelle Norin, Melissa Woo

With: Ann West, Shel Waggener

Action Items

(A1) Shel will provide an organizational chart relevant to InCommon for the next Steering Meeting.

Charter and Bylaws Changes

Chris Holmes presented the recommended changes to the InCommon charter and bylaws. He reviewed the history of these changes, which are the first in 10 years, to better reflect today's realities.

Summarizing the changes in the LLC charter

- 1.03 Change recognizes that Internet2 staff manage InCommon's financial affairs
- 3.01 Enlarges the purpose of InCommon by adding "research, develop, offer and implement trust and identity initiatives in the education and research communities."
- 6.01(b)(i) Clarifies that there is one secretary (serving both steering and the LLC. Also eliminates the named positions of treasurer and assistant secretary, but allows steering to elect additional officers.
- 6.01(c)(i) Changes "operations manager" to "executive director" and ensures a process for calling an emergency meeting, including notice of the topic for the meeting
- 6.01(c)(ii) Clarifies that minutes are to be posted within 15 days of their approval by Steering
- 6.02 Changes "Operations Manager" to "Executive Director and allows for delegation of signing contracts.
- 6.03(d) Clarifies that either InCommon or Internet2 will provide liability insurance for Steering members
- 7.02 Clarifies SC members can have access to books, but that the Executive Director is responsible for the finances of InCommon

Summarizing the changes in the InCommon Bylaws

Chris Holmes reviewed the recommended changes to the bylaws. Many are made so that these match the charter (changing titles to "Executive Director," for instance, and using "Member" when referring to Internet2).

Other changes include:

- eliminating assistant secretary and treasurer roles
- removing the requirement for digitally signed email when email is used for voting
- clarifying that voting cannot be done by proxy or ahead of the meeting
- clarifying that a call for an emergency meeting must specify the reason for calling the meeting
- clarifying that subcommittees act with the power/authority of Steering, while advisory committees do not
- clarifying that subcommittees must be comprised of at least 50% SC members and that the Internet2 member (or designee) is a member of each subcommittee
- cleaned up language to specify only what Steering cannot delegate (vs. lists of what Steering can and cannot delegate)
- specifies that others from Internet2 can sign contracts
- specifies the parliamentary authority (e.g. Robert's Rules)

The Steering Committee unanimously approved the changes to both the InCommon LLC Charter and the InCommon Bylaws

The Steering Committee unanimously approved naming Shel Waggener as Executive Director of InCommon.

The Steering Committee unanimously elected the slate of officers to serve during 2015:

Chair – Klara Jelinkova
Vice Chair – Melissa Woo
Secretary – Michael Gettes
At Large – Michele Norin, Mark Crase