CAcert Inc.
Minutes
AGM 7th of November 2008 22:00 UTC

I. Preliminaries to the Annual General Meeting 2008

AGM Call

The AGM was noticed on the Next Annual Meeting CAcert wiki pages in October 2008 and on 6th of October 2008 via an email from the treasurer Robert Cruikshank to the CAcert Inc. membership.

The location: irc://irc.cacert.org/#AGM IRC channel at 22:00 UCT.

Committee

Committee will have 4 office bearers and 3 committee members. In total 7 electable seats. Nominations/seconding should be received by the CAcert secretary one week before a General Meeting.

Committee re-elections
Committee of five persons was elected at AGM 17th of November 2007. Greg Rose left board in April 2008. All four Committee members (Teus Hagen, Robert Cruikshank, Evaldo Gardenali and Guillaume Rogmany) were nominated/seconded and have accepted the nomination for re-election.

Nominations and seconding for new Committee members
Nominations for CAcert Inc. Members were received for:

for election	nominated by	seconded by
Philipp Dunkel	Teus Hagen	Greg Stark
Greg Stark	Robert Cruikshank	Guillaume Rogmany, Gary Lee Adams
Alejandro Mery Pellegrini	Gary Lee Adams	Philipp Gühring

For one person the acceptance of his nomination was not received in time by the secretary.

II. Minutes of the meeting

Meeting is chaired by current president of CAcert Inc. Teus Hagen. The meeting was open to join and attended by around 20 persons. Voice was given only to voting members.

1. **Open meeting**:
    1. only voting members were asked to vote: 13 identified voting members

were: John Cagnol, Michael Grigutsch, Evaldo Gardenali, Mario Lipinski, Robert Cruikshank, Gary Lee Adams, Alejandro Mery, Guillaume Rogmany, Philipp Dunkel and Teus Hagen. Philipp Gühring joined at the election agenda point the meeting. Robert was holding proxy for Greg Rose. Teus was holding proxy for Nick Bebaut.

2. Two new members Daniel Black and Edgard Alves Costa to be accepted as association members at this general meeting.

    Treasurer reports on membership: CAcert Inc. currently have 65 association members, 28 members have paid up and are financial up to date.

2. **Confirmation of General Meeting minutes**:

    The minutes of the preceeding AGM 17ᵗʰ of November 2007 were ratified and

    the minutes of the SGM of 4ᵗʰ of April 2008 were ratified.

3. **New Association Member nominations**

    Edgard Alves Costa nominated by Evaldo Gardenali, seconded by Guillaume Rogmany and Gary Lee Adams is accepted as member.

    Daniel Black nominated by Gary Lee Adams and seconded by Sam Johnston is accepted as member.

4. Ratified **Yearly reports** of 2008:

    1. Committee (board) year 2008 exec report

        Comment of "nice writing" was made. Report has been accepted.

    2. Treasurer financial report for 2007/08. Financial year is from July-June.

        A request has been made to provide financial trend information, which was accepted as a good idea. Philipp Dunkel abstained from this vote (no trend information). The financial year report (Balance sheet for 2007/08) has been accepted.

5. **Report on the audit project** (funded by NLnet foundation)

    Auditor Ian Grigg has been invited to the meeting to report on the audit project. The CAcert audit wiki page gives an overview of the bimonthly reports of activities and comments on that period. Ian provided on this meeting a short overview of current project status (see appendix on this AGM minutes).

    Question: EV should be read as Extended Validation (the green URL address in some browsers).

    Comments were: "great job". Philipp Dunkel made the comment: "I *would like to commend the board and the auditor for their great work over the past year. A lot has been accomplished and I feel it justified to mark this thank you down in the minutes of this AGM.*" Which was seconded by many members. Board commented: "*Without you we would not have done it. It is you all who made this success happen.*".

    Ian thanks the meeting.

6. **Committee election** for full board: seven seats:

    The seven persons for election nominated Committee members are all elected.

Titles to be provided within one week will be elected by the Committee after the AGM: Office Bearers: president, vice president, treasurer, secretary, and three members.

titel	name
	Teus Hagen
	Robert Cruikshank
	Evaldo Gardenali
	Guillaume Rogmany
	Philipp Dunkel
	Greg Stark
	Alejandro Mery Pellegrini

Sam Johnston was nominated and seconded, unfortunately his acceptance (signed email) was not received by the secretary. Sam was notified before the closing date of this omission by Teus as well progress was denoted on the AGM notice wiki page.

Greg Stark was asked to complete his personal profile on the CAcert wiki.

Remark: is there a way to improve the identity check on members voting at the meeting? This question has been raised before on other general meetings. It needs to be researched (irc via SSL, signed acknowledgements, email voting, …).

The board has the following mandates:

- CAcert operational affairs including finances for CAcert services;
- veto right on policy documents;
- last appeal on dispute resolution.
- Sub-committees

7. **Public officer appointment**

Robert Cruikshank is confirmed as Public Officer. Robert has accepted his appointment.

8. **Special Resolutions**:

No special resolution was received (3 weeks in advance) in time for this General Meeting.

Proposal and discussions on Rule changes:

1. *Conflict of Interest restriction* to be extended? See for proposals for next General meeting (SGM or AGM) the CAcert wiki on Conflict of Interest issue. There was a discussion to use the quorum of AGM attendees to call at this AGM for an SGM. There is no real reason for a rush now, so no SGM call at this meeting. In the meantime the proposal on conflict of interest rule is accepted by vote on this AGM as CAcert association membership "policy" (policy here is different from policies as discussed on the CAcert policy Community Members email list).

2. Comment was made to exclude "founding members" from fee payment requirement. Suggested is to have a "*honorary membership*" class in the membership rules.

Members are reminded that when one does not pay the fee for 3 successive years a motion on a general meeting can cause cassation of their membership.

9. **Round table and close of the meeting**

Philipp Dunkel raised: "*we hold it as the primary objective for CAcert to enter Mozilla within 2009*". Members agreed on this.

Philipp Dunkel asked board for some propositions/ideas/objectives for the future of CAcert. In the minutes of the TOP meeting in November 2007 one can read some ideas. Philipp Dunkel is now on the board and is asked to start discussions on this issue on the membership email list.

Chair closes the meeting and thanks for the presence and cooperation.

~~Confirmed as a true and proper record of the Annual General Meeting of CAcert, Inc., held 7th November 2008:~~

~~Teus Hagen, Chair.~~

Prepared by: Teus Hagen.

Minutes are based on [the archived logging of the IRC meeting](#) of 7th of November 2008.

Appendix to minutes of AGM of 7th of November

Audit report by Ian Grigg as auditor on CAcert audit project
Reported by Ian Grigg, 7th of November 2008

SITUATION
1. Systems are moved: new team is working through its milestones.
2. documentation is now in reasonable shape. Two major shortfalls:
   a. Security Manual.
   b. CPS email/domain checking is a major issue as there has been little forward movement on this, and it is now going to cause problems.

PLAN
1. end November:
   a. root creation for top-root and Individual-Assured subroot.
   b. three milestones given to new sysadm time (discuss with Wytze).
   c. introduce sysadm team to Security Manual
2. December:
   a. Security Manual work-thru
   b. make a plan for operational review as per DRC-C (depends on 1.b above).
3. January:
   a. work through the email/domain checking.
   b. perhaps start operational review (2.b and 1.b above).
   c. move AP to POLICY
   d. start operational review on assurance.
4. Feb:
   a. if all goes well, think about a limited audit report ==> Mozo.

AUDIT
1. CPS is partially updated to incorporate a wip Relying Party Statement:
   All information in the certificate is Verified.

   Certificates are only issued to Members.

   Think about that: it is the link between Assurance and Certificates and Reliance, leading on to Disputes. Get that right, and things are solid. Get it wrong and the edifice teeters and totters.
   1. A lot of time has been taken up by the LISA presentation.
   2. Security Manual: some of the experienced are being copied in. I hope to talk to Pat this weekend and get a handover of some form on the SM.

BIG PICTURE

1. Since 2006, Mozo has now changed track to a dual-path: EV and "non-EV". EV stands for "Extended Validation"

2. Board prefers to maintain *high standards*. But accepts short-term audit approach of new root going into Mozilla in their "non-EV" track.

3. Propose limited audit report on Individual Assured Members subroot only. Do the rest later.

4. Could be proposing this by Feb-April if the operational review goes OK.

FUNDING

- Phase 1 is now complete as far as NLnet/funding is concerned and phase 2 payment is now in.

- I will look at clarifying the expenditures in December, after I get back from US and all expenses are clearer. Likely, we will have used up most of the expenses and most of the work budget for both phases, but there should be enough left for some trips to the Netherlands for operational checks.

SUMMARY for YOU

1. fix that CPS bug: email/domain checking

2. think about how to help the tech side. Easy fixes: Lots of small systems on the non-crit area, or fix some source code.

3. if you are in the OA area: get some doco out there, and look at those bugs.

END