

**Policies and Procedures for:**  
***Transformers Committee's Working Groups***  
***(Entity Method)***

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Baseline Policies and Procedures for IEEE Standards WGs - Entity Method  
IEEE-SA Standards Board Approved December 2017

# **Transformers Committee’s Entity Working Group Policies and Procedures for Standards Development**

## **1.0 Introduction**

### **1.1 Role of Standards Development and these Procedures**

In today’s technological environment, standards play a critical role in product development and market competitiveness. In the IEEE, the responsibility for how a standard originates and evolves is managed by a Sponsor. It is essential in the management of a standard’s development to avoid any actions by the Sponsor or the participants that result in a violation of procedures. These procedures establish the necessary framework for a sound standardization process.

### **1.2 Conduct**

Meeting attendees and participants in standards activities shall demonstrate respect and courtesy toward each other and shall allow each participant a fair and equal opportunity to contribute to the meeting discussion. While participating in IEEE standards development activities, all participants, including but not limited to, individuals, entity representatives, entity members, entities participating directly in the entity process, and entities participating indirectly in the individual process shall act in accordance with all applicable laws (nation-based and international), the [IEEE Code of Conduct](#), the [IEEE Code of Ethics](#), and with [IEEE-SA Standards Board Bylaws](#) (see *IEEE-SA Standards Board Bylaws* Clause 5.2.1 on “Participation in IEEE standards development”) and [IEEE-SA Standards Board Operations Manual](#).

[A Working Group Chair that suspects persistent violation of these principles or standards by an individual shall refer the matter to the Sponsor.](#)

### **1.3 Modifications to these Procedures**

These Policies and Procedures outline the orderly transaction of business by all Entity Working Groups, hereinafter referred to as “the Working Group”.

The Working Group may amend these procedures with the approval of its Sponsor. The Sponsor may modify these procedures. Modification in this context means that material in these procedures may be modified as long as that clause is not indicated as one that shall not be changed. The IEEE-SA Audit Committee (AudCom) strongly recommends that all subjects included in these procedures are addressed by the Working Group or Sponsor.

None of the rules or requirements in these policies and procedures may be suspended.

## 1.4 Hierarchy

Participants engaged in the development of standards shall comply with applicable federal, state, and international laws. In addition, for standards matters, the latest version of several documents takes precedence over these procedures in the following order:

[New York State Not-for-Profit Corporation Law](#)

[IEEE Certificate of Incorporation](#)

[IEEE Constitution](#)

[IEEE Bylaws](#)

[IEEE Policies](#)

[IEEE Board of Directors Resolutions](#)

[IEEE Standards Association \(IEEE-SA\) Operations Manual](#)

[IEEE-SA Board of Governors Resolutions](#)

[IEEE-SA Standards Board Bylaws](#)

[IEEE-SA Standards Board Operations Manual](#)

[IEEE-SA Standards Board Resolutions](#)

[Policies and Procedures of the Transformers Committee](#)

*Robert's Rules of Order Newly Revised (RONR)* is the recommended guide on questions of parliamentary procedure not addressed in these procedures.

## 1.5 Fundamental Principles of Operation

For the development of standards, openness and due process are mandatory.

Openness means that any entity, as defined in Clause 2.3, that has or could be reasonably expected to have a direct and material interest, and that meets the requirements of these procedures has a right to participate by:

- a) Attending Working Group meetings (in person or via electronic means)
- b) Becoming a member of the Working Group
- c) Becoming an officer of the Working Group
- d) Expressing a position and its basis,
- e) Having that position considered, and
- f) Appealing if adversely affected.

IEEE due process requires a consensus of those parties interested in the project. Consensus is defined as at least a majority agreement, but not necessarily unanimity.

Due process is based upon equity and fair play. In addition, due process requires openness and balance (i.e., the standards development process shall strive to have a balance of interests and not

to be dominated by any single interest category). However, for the IEEE Standards Sponsor ballot, there shall be a balance of interests without dominance by any single interest category.

## 1.6 Definitions

*Written communication* includes but is not limited to meeting minutes, letter, email, and fax.

*Sponsors* of IEEE standards projects are committees that are responsible for the development and coordination of the standards project and the maintenance of the standard after approval of the standard by the IEEE-SA Standards Board. (*IEEE-SA Standards Board Bylaws* 5.2.2).

*Responsible Subcommittee* is an optional subgroup of the Sponsor with delegated responsibility for approving PARs and Sponsor ballots. Responsible Subcommittees assist the Sponsor committee in the control and management of a large scope of work involving multiple working groups. A PAR study group or a working group (WG) is not a Responsible Subcommittee.

In this document, the term “Sponsor” means the sole Sponsor, the Responsible Subcommittee, or in the case of co-sponsored projects, the primary Sponsor.

A *participant* is an individual or entity involved in the standards development process (see *IEEE-SA Standards Board Bylaws* Clause 5.2.1 on “Participation in IEEE standards development”).

NOTE: An entity participant can be a member or non-member of the IEEE-SA or working group.

NOTE: An individual participant can be a member or non-member of the IEEE or IEEE-SA.

A *non-member* is an entity that has not satisfied the criteria for membership defined in 4.1.

A *member* is an Advanced Entity Member of the IEEE-SA that has satisfied the criteria for membership defined in 4.1. A member is listed on the WG roster.

A *Designated Representative* (DR) is an individual designated by a member to represent the member in the Working Group. A *Designated Representative Alternate* (DRA) is an individual designated by a member to represent the member in the Working Group when the DR is not available.

A *voting member* is a member that has satisfied the criteria for voting membership defined in 4.1. A voting member can participate in working group motions and ballots.

A *non-voting member* is a member that has not satisfied the criteria for voting membership defined in 4.1.

An *Entity Member Representative* is an individual identified by the entity as responsible for managing the membership of that entity under the IEEE-SA Corporate program.

An *observer* is a non-member that is a Corporate Member of IEEE-SA, or an entity non-member of the IEEE-SA that has chosen to observe at most one meeting of the Working Group per project (see *IEEE-SA Standards Board Bylaws* Clause 5.2.1.2 on “Membership requirements for standards developed under the entity method”).

A *technical expert* is an individual who is invited by the WG to attend at most three meetings of the WG during the lifetime of a particular project (see *IEEE-SA Standards Board Bylaws* Clause 5.2.1.2 on “Membership requirements for standards developed under the entity method”).

A *Sponsor Liaison* is an individual appointed by the Sponsor to monitor the WG activities and report back to the Sponsor.

## **2.0 Working Group Responsibilities**

### **2.1 Primary Responsibilities**

The Working Group shall:

- a) Complete the project from Project Authorization Request (PAR) approval to IEEE-SA Standards Board approval as specified by the PAR, and in compliance with IEEE-SA policies and procedures.
- b) Use the IEEE Standards document template format or the applicable template for standards jointly developed with, or adopted from, another international standards organization.
- c) Submit to the Sponsor any documentation required by the Sponsor, for example, a project schedule or a monthly status report.
- d) Notify the Sponsor of the draft development milestones.
- e) Notify the Sponsor when the draft is ready to begin IEEE Standards Sponsor ballot.
- f) Use the IEEE-SA approved tool for Working Group meeting registration.
- g) Use the IEEE-SA approved tool for creation and submission of Working Group rosters.
- h) Use the IEEE-SA approved tool for Web hosting of Working Group information.
- i) Only those authorized to access and use IEEE’s data, including personal data, from IEEE systems are permitted to do so, for the purposes intended, including to support the technical development work on the standard, and only in compliance with IEEE or IEEE-SA Privacy and data privacy policies.

### **2.2 Other Responsibilities**

The Working Group shall:

- a) At the time of PAR submittal, provide a rationale for the development of the standard, explaining the needs for the standard and what the standard will fulfill for industry and the general public.
- b) Obtain funding to cover dedicated support from the IEEE-SA, when desired, to expedite the standards development process.
- c) Attend at least one meeting of the Sponsor per year.
- d) At least 14 days prior to scheduled Sponsor meetings, the Working Group shall provide a report to the Sponsor Liaison of the Working Group activities including an electronic copy of the latest draft standard in one of the following formats: PDF, DOC, DOCX, TIFF, or JPG.

### **2.3 Working Group Constitution**

Each entity shall be an Advanced Entity Member of the IEEE-SA in order to be eligible for membership in the Working Group. There shall always be at least three members in the Working Group during the life of the project. For other information on participation in the Working Group, see Clause 5.2.1.2 on “Membership requirements for standards developed under the entity method” of the *IEEE-SA Standards Board Bylaws*.

No one individual can be the member representative for more than one entity except for a temporary proxy vote. Each Designated Representative (DR) or Designated Representative Alternate (DRA) member representative (see Clause 4.1) can make or second motions, except for the Chair (or presiding officer). A motion made by a DR or DRA representing one entity shall not be seconded by a DR or DRA representing the same entity. Each representative shall declare what entity he or she represents and that the representative’s voting shall be independent of any other entity.

The following qualify to become entity members of the Working Group:

*Corporation:* A for-profit or not-for-profit entity that is not under the control, as defined in [5.2.1.2](#) of the *IEEE-SA Standards Board Bylaws*, of another entity and that is organized under articles of incorporation or similar legal structures. Limited Liability Companies are considered to be Corporations.

*Partnership:* An unincorporated association of two or more individuals who are co-owners of a business.

*Sole proprietorship:* An unincorporated business owned by a single individual.

*Government agency:* An entity that is part of an executive, legislative, or judicial branch of a government and that has sufficient discretion in the management of its own affairs to distinguish it as separate from the administrative structure of any other governmental entity.

*Academic institution:* An educational entity that, in addition to having a controlling body such as a Board of Regents or a Board of Governors, has sufficient discretion in the management of its own affairs to distinguish it as separate from the administrative structure of any other educational entity.

In the event that, through merger or acquisition or other similar event, an entity member of the IEEE-SA has its assets totally or substantially transferred to another entity, membership in the Working Group may be transferred to the new entity, provided that the new entity is not already a member of the Working Group.

### **3.0 Officers**

There shall be a Chair and a Secretary, and there should be a Vice-Chair. The office of Treasurer is suggested if significant funds are involved in the operation of the Working Group and/or its subgroups, or if the group has multiple financial reports to supply to the IEEE-SA. A person may simultaneously hold the positions of Treasurer and another office, other than Chair.

Officers shall be representatives of Advanced Entity members of the IEEE-SA.

At the first organizational meeting, the Working Group shall elect its operating officers in accordance with the procedures of its Sponsor, and, where necessary, Robert's Rules of Order.

### **3.1 Election of Officers**

The Chair or Sponsor designee shall appoint an Elections Administrator, whose function is to conduct an election. The Elections Administrator shall not be a nominee in the election and shall not vote in the election. An election will seek to fill offices that are either vacant, have an official in temporary appointment, when an officer's entity affiliation has changed, or when the term of office has expired.

The Working Group members shall nominate to the Elections Administrator one or more member representatives for each office to be filled at the election. Nominees shall be eligible to hold the office, if and when they are elected (see Clause 3.0). A person shall be nominated for no more than one office, except in the case of Treasurer, as per Clause 3.0. The response period for nominations shall be at least 14 calendar days. If no nomination is received for an office, a temporary appointment shall be made in accordance with Clause 3.2.

The Elections Administrator shall conduct the election by letter ballot, electronic ballot, or a vote at a meeting. Voting will conclude no sooner than after 14 calendar days for a letter or electronic ballot. Each voting member shall cast a single election ballot. Within the ballot, the voting member may vote for multiple nominees for each office with the limit of one vote per nominee. The nominee with the greatest number of approval votes shall win the election, provided ballots are returned by a majority of the eligible voters for that election. If a majority of votes is not received, the ballot can be extended or a new ballot will take place. Any tie votes will be broken by a runoff ballot, where eligible voters may cast only one vote in the election.

The election of the Chair and Vice-Chair requires confirmation from the Sponsor. If the Sponsor does not confirm the Chair or Vice-Chair, another election will be run or the Sponsor will make a temporary appointment per Clause 3.2.

If any officer's entity affiliation changes, that officer shall be subject to re-election by a majority of the members of the Working Group. If additional candidates are interested in serving in the officer role, they may run against the current officer at this time. The current officer continues to serve in his or her officer role until the close of the election. The election determines who will serve out the remainder of the existing term of office.

### **3.2 Temporary Appointments to Vacancies**

If an office other than the Chair is vacant for any reason (such as resignation, removal, lack of nomination at an election), a temporary appointment shall be made by the Chair for a period of up to 12 months. In the case of Chair, the Sponsor shall make the temporary appointment, with input from the Working Group.

### **3.3 Removal of Officers**

An officer may be removed by approval of two-thirds of the voting members of the Working Group meeting in Executive Session, or in accordance with the procedures of the Sponsor. The officer suggested for removal shall be given an opportunity to make a rebuttal prior to the vote on the motion for removal. Removal of the Chair requires affirmation by the Sponsor.

### **3.4 Responsibilities of Working Group Officers**

When carrying out the duties of an officer described in IEEE's policies and procedures, officers of the Working Group:

- a) shall not act:
  - 1) in bad faith;
  - 2) to the detriment of IEEE-SA;
  - 3) to further the interest of any party outside IEEE over the interest of IEEE; or
  - 4) in a manner that is inconsistent with the purposes or objectives of IEEE; and
- b) shall use reasonable efforts to ensure that participants of the Working Group conduct themselves in accordance with applicable policies and procedures including, but not limited to, the *IEEE-SA Standards Board Bylaws* clause on "Participation in IEEE standards development." (See Clause 1.2.)



The officers of the Working Group shall manage the day-to-day operations of the Working Group. The officers are responsible for implementing the decisions of the Sponsor and managing the activities that result from those decisions.

### 3.4.1 Chair

The responsibilities of the Chair or his/her designee shall include:

- a) Leading the Working Group activity according to all of the relevant policies and procedures.
- b) Forming study groups, as necessary.
- c) Being objective.
- d) Entertaining motions, but not making motions.
- e) Not biasing discussions.
- f) Delegating necessary functions.
- g) Ensuring that all parties have the opportunity to express their views.
- h) Setting goals and deadlines and adhering to them.
- i) Being knowledgeable in IEEE standards processes and parliamentary procedures and ensuring that the processes and procedures are followed.
- j) Seeking consensus as a means of resolving issues.
- k) Prioritizing work to best serve the Working Group and its goals.
- l) Complying with the Chair's responsibility with respect to the IEEE-SA Intellectual Property Policies, including but not limited to the IEEE-SA Patent Policy (see "Patents" Clause 6 of *IEEE-SA Standards Board Bylaws* and "Call for patents" Clause 6.3.2 of *IEEE-SA Standards Board Operations Manual*) and Copyright (see "Copyright" Clause 7 of *IEEE-SA Standards Board Bylaws* and Clause 6.1 of the *IEEE-SA Standards Board Operations Manual*).
- m) Fulfilling any financial reporting requirements of the IEEE, in the absence of a Treasurer.
- n) Participating as needed in meetings of the Sponsor to represent the Working Group.
- o) Being familiar with relevant training materials available through [IEEE Standards Development Online](#).
- p) Notifying IEEE SASB of any officer election/appointment, removal, and changes in status.
- q) Forwarding all Working Group meeting minutes and draft documents to the Sponsor in an approved electronic format (PDF, DOC, DOCX, TIFF, or JPG) and reporting all meeting activities to the Sponsor Liaison within 15 days of the meetings.

### 3.4.2 Vice-Chair

The responsibilities of Vice-Chair shall include:

- a) Carrying out the Chair's duties if the Chair is temporarily unable to do so or chooses to recuse himself or herself (i.e., to give a technical opinion) or carrying out those duties specifically delegated by the Chair to the Vice-Chair.
- b) Being knowledgeable in IEEE standards processes and parliamentary procedures and assisting the Chair in ensuring that the processes and procedures are followed.
- c) Being familiar with relevant training materials available through [IEEE Standards Development Online](#).

### 3.4.3 Secretary

The responsibilities of the Secretary include:

- a) Scheduling meetings in coordination with the Chair and distributing meeting notices.
- b) Distributing meeting agenda (as per Clause 6.0). Notification of the potential for action shall be included on any distributed agendas for meetings.
- c) Recording minutes of each meeting according to Clause 6.4 and IEEE guidelines (see <http://standards.ieee.org/develop/policies/stdslaw.pdf>), and publishing them within 15 calendar days of the end of the meeting.
- d) Creating and maintaining the membership roster, referred to in Clause 4.7, and submitting it to the Sponsor (or SCC) Secretary annually.
- e) Being responsible for the management and distribution of Working Group documentation.
- f) Maintaining lists of unresolved issues, action items, and assignments.
- g) Recording attendance of all attendees.
- h) Maintaining a current list of the names of the voting members and distributing it to the members upon request.
- i) Forwarding all changes to the roster of voting members to the Chair.
- j) The Secretary shall maintain the attendance record and responses to letter ballots for all members on the roster and display or announce the status of voting and non-voting members at the start of each meeting.
- k) Being familiar with relevant training materials available through [IEEE Standards Development Online](#).

If the function of Secretary is fulfilled by IEEE staff, this shall be a non-voting position and the IEEE-SA membership condition is not required. Otherwise, the Secretary shall be the Designated Representative of an Advanced Entity member.

### 3.4.4 Treasurer

**The Working Group is responsible for its finances; therefore, an officer of the Working Group shall perform the responsibilities of the Treasurer. If there is a Treasurer, this clause may be modified to include additional responsibilities.**

**If the funds are minimal and transactions not complicated, the officer position of Treasurer is not required and can be assumed by one of the other officers. In this case, the responsibilities a) to d) below shall be added to the responsibilities of either the Vice-Chair (3.4.2), or Secretary (3.4.3) (e.g., if Clause 6.3 Meeting Fees remains in use). If there are no funds the clause is not required, and the text below shall be removed and replaced with the words “Not applicable.”**

The Treasurer shall:

- a) Maintain a budget, if applicable.
- b) Control all funds into and out of the Working Group’s bank account, if applicable.
- c) Follow IEEE policies concerning standards meetings and finances.
- d) Ensure that the Sponsor adheres to the [IEEE Financial Operations Manual](#) and the [Annual Financial Report clause in the IEEE-SA Standards Board Operations Manual](#).
- e) Be familiar with relevant training materials available through [IEEE Standards Development Online](#).

## 4.0 Working Group Membership

### 4.1 Obtaining Membership in a Working Group

Working Group membership is by entity. A member shall be an Advanced Entity Member of the IEEE-SA.

A non-member may become a member only after:

- providing contact and representative (DR/DRA) information needed for the roster (see Clause 4.7),
- paying any services fee

A non-member becomes a non-voting member by attending one meeting.

A non-voting member becomes a voting member by attending 2 of the last 3 meetings and upon sending a request for voting status to the Working Group chair prior to the next meeting. The member's voting status will be effective at the start of the next meeting.

Voting membership is granted to those entities attending the first meeting of a newly chartered Working Group upon their request to the Working Group chair.

#### **4.2 Attendance at Meetings**

Representatives of an entity must attend at least 50% of a meeting's duration as stated in the approved agenda and satisfy the requirements of Clause 6.3 regarding any registration fee for the meeting for that attendance to count towards gaining or maintaining voting membership. This is called "credited attendance" in order to distinguish it from attendance that does not satisfy these criteria.

Attendance at a meeting via teleconferencing or electronic means, e.g., Internet conferencing, shall count towards the attendance requirements.

#### **4.3 Entity Representatives**

A member shall have one DR and may have more than one DRA participating in the Working Group. The Entity Member Representative of the entity determines the DR and DRA(s) for the Working Group. The assignment of a DR or DRA can change throughout the life of the Working Group. It is the member's responsibility to notify the Working Group Secretary of changes to the assignment of the DR or DRA(s).

Only the DR is eligible to vote on behalf of the member, except that if the DR is unable to vote, the Chair will recognize one DRA to vote on the DR's behalf.

Each individual acting as a DR or DRA can vote on behalf of only one member of the Working Group; no individual can represent the interests of more than one member of the Working Group except for a temporary proxy vote (see Clause 7.2).

#### **4.4 Observers**

A Corporate Member of the IEEE-SA (either Basic Entity Member or Advanced Entity Member) may become an observer of the Working Group by attending a WG meeting and stating that they are attending in the role of observer.

An entity that is not a Corporate Member of the IEEE-SA may observe (i.e., send one or more individuals to attend) at most one meeting per project of the Working Group. The Secretary shall record such attendances.

An observer may speak at a Working Group meeting, with the permission of the Chair.

Observers present in a meeting shall be recorded in the minutes.

## **4.5 Retaining Membership and Voting Membership**

### **4.5.1 By Attendance**

A non-voting member becomes a non-member by not attending any of the last 4 meetings.

A voting member that has not attended at least 2 of the last 3 meetings becomes a non-voting member.

The Chair (or delegate) shall notify, by email, a voting member who loses their voting membership due to the operation of this rule and indicate the cause for loss of voting membership.

### **4.5.2 Response to Working Group Letter Ballots**

A voting member's obligation to respond to Working Group letter ballots (in which they are eligible to vote) is in addition to their obligation to attend Working Group meetings.

A voting member that fails to return 2 of the last 3 Working Group letter ballots in which they are eligible to vote becomes a non-voting member. Their existing attendances do not count towards regaining voting membership.

The Chair (or delegate) shall notify, by email, a voting member who loses their voting membership due to the operation of this rule and indicate the cause for loss of voting membership.

If a Working Group letter ballot closes within 14 days of a meeting, any changes to voting membership resulting from the ballot shall be delayed until after the meeting.

### **4.5.3 Loss of Member Privileges**

A Working Group may establish fees to cover its operation ("service fees"), in addition to meeting fees.

An entity that loses membership is not eligible for a refund of any services fee paid.

A member that fails to pay any established services fee becomes a non-member. That entity can continue to participate as an observer.

## **4.6 Review of Membership**

The procedures for obtaining and retaining membership are specified in terms of meeting attendances, and Working Group letter ballots, and payment of any service fees.

The Chair and Secretary should apply these procedures in a timely fashion, evaluating membership status in time for the next meeting or Working Group letter ballot.

#### **4.7 Working Group Membership Roster**

A Working Group roster is a vital aspect of standards development. It serves as a record of members and observers in the Working Group and is an initial tool if an issue of indemnification arises during the process of standards development. The Secretary shall make reasonable efforts to maintain a current Working Group roster. The roster shall include at least the following:

- a) Title of the Sponsor and its designation.
- b) Title of the Working Group and its designation.
- c) Officers: Chair, Vice-Chair, Secretary, and Treasurer.
- d) Member representatives
  - 1) Entity name and email address
  - 2) Designated Representative (indicated by “DR”), representative email address.
  - 3) Alternate(s) (indicated by “DRA”), representative email address.
- e) Observer (Including names, entity name, addresses, and affiliations).
- f) Non-voting administrative positions (including names and addresses).

All Working Group members are required to review their information contained in the roster following each meeting they attend. If a Working Group meets only virtually, it shall determine a schedule to check the accuracy of the roster periodically.

A copy of the Working Group roster shall be supplied to the IEEE-SA at least annually by a Working Group officer or designee. Due to privacy concerns, the roster shall not be distributed, except to the IEEE-SA staff, IEEE-SA Board of Governors and IEEE-SA Standards Board, unless everybody on the roster has submitted their written approvals for such distribution.

#### **4.8 Working Group Membership Public List**

A Working Group officer or designee shall maintain a current and accurate membership list. The membership list can be posted on the Working Group web site and can be publicly distributed. The membership list shall be limited to the following:

- a) Title of the Working Group and its designation.
- b) Scope of the Working Group.
- c) Officers: Chair, Vice-Chair, Secretary, and Treasurer.

d) Members: (for all) – entity name, all DR/DRA names.

## **5.0 Subgroups of the Working Group**

The Working Group may, from time to time, form subgroups for the conduct of its business. Membership in the subgroup is granted to any member of the Working Group. Such formation shall be explicitly noted in the meeting minutes. At the time of formation, the Working Group shall determine the scope and duties delegated to the subgroup, and may decide to allow participation of persons who are not Working Group members and specify the terms and conditions under they participate in the subgroup. Any changes to its scope and duties will require the approval of the Working Group. Any resolution of a subgroup shall be subject to confirmation by the Working Group.

The Chair of the Working Group shall appoint, and may dismiss, the Chair of the subgroup.

## **6.0 Meetings**

Working Group meetings may be conducted either exclusively in-person or in-person with one or more participants contributing via electronic means, or exclusively via electronic means. Working Group meetings shall be held, as decided by the Chair, or by petition of 40% or more of the voting members, to conduct business. This may include making assignments, receiving reports of work, progressing draft standards, resolving differences between subgroups, and considering views and objections from any source.

A meeting notice shall be distributed to all members at least 30 days in advance of a face-to-face meeting and at least 15 days notice in advance for an electronic (including teleconference) meeting. A meeting agenda (including participation information) shall be distributed to all members at least 10 days in advance of a face-to-face meeting, and at least 5 days in advance for an electronic meeting. (Meetings of subgroups may be held as decided upon by the members or Chair of the subgroup.) Notification of the potential for action shall be included on any distributed agendas for meetings.

While having a balance of all interested parties is not an official requirement for a Working Group, it is a desirable goal. As such, the officers of the Working Group should consider issues of balance and dominance that may arise and discuss them with the Sponsor.

Participants shall be asked to state their employer and affiliation at each Working Group meeting as required by the *IEEE-SA Standards Board Operations Manual* clause 5.1.2.3 on “Disclosure of affiliation”.

All IEEE Standards development meetings are open to anyone who has a material interest and wishes to attend subject to the provisions of Clause 4.1; however, some meetings may occur in Executive Session (see Clause 6.2).

## **6.1 Quorum**

A quorum shall be identified before the initiation of Working Group business at a meeting, but if a quorum is not present, actions may be taken subject to confirmation by letter or electronic ballot, as detailed in Clause 7.3, or at the next Working Group meeting. Unless otherwise approved by the Sponsor, a quorum shall be defined as *one-half* of the Working Group members (i.e., the DR or DRA of each entity).

## **6.2 Executive Session**

Meetings to discuss personnel or sensitive business matters (e.g., the negotiation of contracts), or for other appropriate non-public matters (e.g., the receipt of legal advice), may be conducted in Executive Session.

The matters discussed in executive session are confidential, and therefore, attendance at the Executive Session shall be limited to those with governance authority, outside advisors (e.g., lawyers or consultants) where necessary to provide professional guidance, and select IEEE-SA staff who may have information or a perspective relevant to the subject matter discussed in Executive Session. An individual may be invited to join for a portion of the discussion and then excused at the appropriate time. In each case, except as authorized by the Working Group, participants in an Executive Session are prohibited from discussing or disclosing any information presented and discussed during such Executive Session to a third party or other person not present during the Executive Session, and shall not continue to discuss such matters after the Executive Session has adjourned.

Executive Sessions should be conducted face-to-face (in person) to provide the greatest assurance that the content of such Executive Sessions will be kept confidential. However, when necessary, Executive Sessions may include participants who participate by teleconference provided such persons agree not to disclose any information so discussed, and agree that they will participate in such conference in a manner that does not result in third parties gaining access to such discussions or information.

## **6.3 Meeting Fees**

The Working Group, or meeting host, may charge a meeting fee to cover services needed for the conduct of the meeting. The fee shall not be used to restrict participation by any interested parties. The Working Group Officers shall set the meeting fees in consultation with those planning a particular meeting.

## **6.4 Minutes**

The minutes shall record the essential business of the Working Group in concise format, including the following items at a minimum:

- a) Name of group
- b) Date and location of meeting



- c) Officer presiding, including the name of the secretary who wrote the minutes
- d) Meeting participants, including affiliation, and voting member status at the end of the meeting
- e) Call to order, Chair's remarks
- f) Reminders of IEEE policies, such as Patent policy, and Copyright policy
- g) The fact that a Call for Patents occurred and any responses made to such Call
- h) Approval of minutes of previous meeting
- i) Approval of agenda
- j) Technical topics
  - 1. Brief summary of discussion and conclusions
  - 2. Motions exactly as they are stated, including the names of mover and seconder and the outcome of each motion
- k) Action items
  - l) Items reported out of executive session
  - m) Recesses and time of final adjournment
  - n) Next meeting - date, time, and location

All submissions, presentations, and reports considered during the meeting by the Committee/WG shall be referenced in the minutes, identifying the source of the submission. URLs should be provided where possible.

The following shall not be recorded in minutes:

- Transcriptions of detailed discussions
- Attributions of comments to specific participants

## **7.0 Voting**

### **7.1 Approval of an Action**

Approval of an action requires approval by a majority (or two-thirds) vote as specified below in 7.1.1 (majority) and 7.1.2 (two-thirds). The “majority, two-third vote” is defined as one of the following:

- a) At a meeting (including teleconferences) where quorum has been established, a vote carried by majority (or two-thirds) approval of the votes cast (i.e., Approve or Do Not Approve votes, excluding abstentions) by the voting members in attendance.
- b) By electronic means (including email), a vote carried by majority (or two-thirds) of the votes cast (i.e., Approve or Do Not Approve votes, excluding abstentions), provided a majority of all the voting members of the Working Group responded.

#### **7.1.1 Actions Requiring Approval by a Majority Vote**

The following actions require approval by a majority vote:

- a) Formation or modification of a subgroup, including its procedures, scope, and duties
- b) Disbandment of subgroups
- c) Approval of minutes
- d) Approval of subgroup results and/or recommendations
- e) Other actions not requiring a two-thirds vote as specified in clause 7.1.2

### **7.1.2 Actions Requiring Approval by a Two-thirds Vote**

The following actions require approval by a two-thirds vote:

- a) Approval of change of the Working Group scope\*
- b) Establishment of fees, if necessary
- c) Approval to move the draft standards to the Sponsor for IEEE Standards Sponsor ballot\*

\*Items a) and c) also require approval of the Sponsor to take effect.

### **7.1.3 Voting by Chair (or Presiding Officer)**

The Chair (or presiding officer) may exercise its entity's vote only when it could affect the outcome or when the vote is by electronic or letter ballot.

## **7.2 Proxy Voting**

Members of the Working Group may employ proxy voting only when other methods of participation have been exhausted. Each appointment of a proxy shall be sent to the Working Group Chair and the member serving as the proxy via fax or written communication that contains the signature of the member appointing the proxy (an email is acceptable.) A proxy shall not be valid without written acknowledgment from the Working Group Chair and the member serving as proxy of receipt of the appointment. Members serving as proxies shall inform the Chair of their proxy prior to the start of the meeting in which the proxy is to be in effect.

Any one member of the Working Group may hold no more than two proxy votes in addition to his or her vote. Proxy voting shall be allowed only for those members who cannot attend the entire meeting; proxies may not be appointed for parts of meetings. A member may appoint a proxy for no more than two meetings of the Working Group within an established six-meeting period. Proxy voting shall not count towards maintenance of membership by the member who appoints a proxy. The Chair shall announce all proxy voting to the Working Group members at

the start of the meeting in which the proxy is to be in effect. The DRA of one entity may serve as a proxy for another entity, to allow the DR to serve as the representative of its entity only.

Members serving as proxies may only vote on agenda items announced through the distributed agenda prior to the meeting. If announced agenda items are amended or otherwise developed through the meeting process whereby the action being proposed is significantly different in meaning from the original motion, the Chair may determine that proxy votes shall no longer be allowed for that agenda item. The proxy voter himself or herself may also choose to abstain prior to any formal decision of the Chair.

A person appointed as proxy may not appoint another person to act in his or her stead.

### **7.3 Voting Between Meetings**

At the discretion of the Chair the Working Group shall be allowed to conduct votes between meetings by use of a letter or electronic ballot. If such actions are to be taken, they shall follow the rules of IEEE Bylaw I-300.4(4).

### **8.0 Communications**

Formal inquiries relating to the Working Group should be directed to the Chair and recorded by the Secretary. All replies to such inquiries shall be made through the Chair. These communications shall make it clear that they are responses from the Working Group and do not necessarily represent the views of the Sponsor, IEEE-SA, or IEEE. Communications shall be in compliance with the Sponsor's communication requirements.

### **9.0 Appeals**

Any person dissatisfied with a technical decision shall follow the approved procedures for providing technical input to the Working group, including but not limited to presenting the concern to the Working Group, and making a technical comment during the applicable comment submission and/or balloting period.

Procedural concerns within the Working Group shall first be presented to the Working Group Chair for resolution. If the procedural concern is not resolved after presentation to the Chair, the concern can be brought to the Sponsor for resolution.

### **10.0 Indemnification**

IEEE Bylaw I-300.3 discusses the IEEE policies for indemnification, which participants in the Working Group are expected to read and be familiar with. Entity representatives included in the Working Group roster will be recognized as duly authorized participants in IEEE standards development activities.