



Operating Procedures of the Company Member Forum (CMF)

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INTRODUCTION

The American National Standards Institute (“ANSI”) serves as the national coordinating body for voluntary standards, conformity assessment and related activities in the United States of America through which organizations concerned with such activities may cooperate in establishing, improving and recognizing standards, based on a consensus of parties-at-interest, and conformity assessment programs to the end that such activities remain dynamically responsive to national needs. Among other things, ANSI’s goals are to further voluntary standards and conformity assessment activities as a means of (a) advancing the national economy; (b) benefiting the public health, safety, welfare and environment; and (c) facilitating domestic and international trade, commerce, communications and understanding. ANSI cooperates with departments and agencies of federal, state and local governments in promoting (i) optimum compatibility between government laws and regulations and the voluntary standards of industry and commerce; (ii) maximum common usage of American National Standards; and (iii) broader cooperation between government and industry on conformity assessment.

To assist ANSI in meeting these and other goals, the ANSI Board of Directors has established, four ANSI Membership Forums, each reporting to the ANSI Board Executive Committee (“Executive Committee”), including the Company Member Forum (“CMF”). These Operating Procedures set forth the rules of procedures governing the CMF and may be amended from time to time by the Executive Committee.

1. Responsibilities and Functions

In accordance with the ANSI By-Laws, approved by the ANSI Board of Directors in June 2019, the CMF’s functions include, but are not limited to:

- (1) Providing a forum for discussion and networking by a defined member or interest category;
- (2) Providing a mechanism for “early warning” of relevant trends;
- (3) Addressing issues of interest primarily to its membership and galvanizing implementation at the constituent level;
- (4) Identifying broader-based issues and, where appropriate, recommending that they be addressed by the Executive Committee; and
- (5) Assuming an active role in ANSI membership recruitment and retention.

(By-Laws, Section 6.02)

2. CMF Membership and Membership Rights

In accordance with Section 6.04 of the ANSI By-Laws, the CMF consists of one representative from each company member of ANSI. A company member shall be a corporation, partnership or other entity that is created under the laws of the United States or any state, district or territory thereof and that is engaged in industrial or commercial enterprise or professional, educational, research, testing or trade activity. (By-Laws, Section 2.01.1)

All company members of ANSI are invited to actively participate in the CMF. Each member organization may appoint one principal representative and may appoint one or more alternate representatives. The representatives should normally be in a standards or conformity assessment policy-setting position within their organization.

If at any time the number of active participants in the CMF is so large that the CMF determines that it is unable to function in an efficient and effective manner, the CMF may elect to establish a subgroup(s) of a permanent or semi-permanent nature as necessary to carry out its functions, in accordance with section 6 of these guidelines.

3. Officers

The following management structure has been established in order to conduct the business of the CMF.

3.1 Chair

The Chair of the CMF is responsible for presiding at meetings of the CMF and for ensuring that the work of the CMF is carried out in a prompt, efficient and effective manner. The Chair shall represent the CMF as a member of the ANSI Board of Directors (By-Laws, Section 3.01) and the Executive Committee of the Board (By-Laws, Section 3.16). Each Chair shall meet the criteria for Board membership set forth in Section 3.03 of the By-Laws.

The CMF Chair is elected by the CMF, from among the members of the CMF. The term of office for the Chair is one year. The Chair may not serve more than three consecutive, full one-year terms. New terms shall commence on the first of January.

3.2 Vice Chair

At the same time that the CMF solicits nominations for the position of Chair, it also shall solicit nominations to fill any open terms for Vice Chairs from among the members of the CMF to serve for a one-year term. Such Vice Chairs shall not serve more than three consecutive, full one-year terms. The Vice Chair(s) shall be voted upon by the members of the CMF at the first available opportunity following the election of the Chair. The Vice Chair(s) is responsible for assuming the duties of the Chair, in the absence of the Chair. The CMF shall have no more than two (2) Vice Chairs at the same time.

3.3 Secretary

The Secretary of the CMF shall be a member of ANSI staff appointed by the president of ANSI for the purpose of providing administrative support to the CMF.

The Secretary shall ensure that all CMF official documents are numbered. The document numbering system shall be as defined by ANSI. The Secretary shall maintain a master file of all documents and shall periodically make available the document register to the members.

The Secretary shall ensure that significant actions taken at meetings and major issues scheduled for future discussion are regularly communicated to the CMF membership. The Secretary will serve as a contact point for CMF members desiring either more information about the CMF or to make a written contribution on an issue.

3.4. Management Team

The CMF shall maintain a Management Team that shall manage the work of the CMF and develop the agendas for CMF meetings. The Management Team shall consist of the CMF Chair, Vice Chair(s), Secretary, the Sector Caucus Chairs (*see* Section 3.5 below), and such other persons as may be appointed by the Chair.

The CMF Management Team shall seek to identify common trends and relevant issues among the CMF and ANSI Policy Advisory Groups ("PAGs") in order to share information of common interests to those groups, as appropriate.

3.5. Sector Caucuses

The CMF normally shall conduct its business as a committee of the whole except that, consistent with the sectoral approach of the U.S. National Standards Strategy, the CMF shall convene Industry Sector Caucuses in order to obtain sector specific input on the CMF's agenda. The Sector Caucuses shall be encouraged to meet in person or by means of telecommunications between or in conjunction with CMF meetings.

The CMF shall annually confirm the active Sector Caucuses. Each Sector Caucus shall appoint its own Chair.

Initially, the following Sector Caucuses have been established: Electrical, Information Technology/Multi-Media, Telecommunications, Transportation/Heavy Equipment. Caucuses for Medical / Health and Small / Medium Enterprises shall be established should there be sufficient interest and participation. CMF shall be open to other sectors wanting to establish a caucus.

Sector Caucuses are encouraged to extend participation to ANSI government and organizational members and to consumer interests to address any specific agenda issues.

4. Nominating Committee, Election of Chair

4.1 Nominating Committee Responsibilities

The CMF shall maintain a Nominating Committee for the purpose of collecting information on candidates for CMF Chair and Vice Chair, candidates for nomination to the ANSI Board of Directors, and candidates for voting membership on the PAGs and other ANSI governance bodies. The Chair of the Nominating Committee shall provide a status report of Committee activity at each CMF meeting.

The Nominating Committee shall consist of the Chairs of the active CMF Sector Caucuses. In the event there are fewer than four active Sector Caucuses, the CMF Chair shall appoint up to three additional members to the Nominating Committee from among the CMF membership. The Nominating Committee Chair shall be appointed by the CMF Chair.

Once a year the Secretary shall issue a call for candidates for CMF Chair, for nomination to the Board of Directors, and for voting membership on the PAGs. Interested candidates shall furnish the Secretary and the Chair of the Nominating Committee with the following documentation:

- A biographical statement setting forth the candidate's relevant qualifications; and
- A letter from a corporate officer stating that the organization will support the candidate in connection with their service on the Board or a PAG (unless the candidate is a corporate officer).

By September 30, the Nominating Committee shall recommend a candidate for CMF Chair from among eligible candidates who have expressed interest in serving as Chair. The election of the Chair shall be held at either the next scheduled meeting of the CMF or by letter ballot. In either case, the results of the election shall be made known no later than October 15.

Recommendations of the CMF Nominating Committee concerning candidates for nomination to the ANSI Board of Directors, for voting membership on the PAGs, or for other ANSI governance bodies, shall be referred to the appropriate body for consideration and shall be made in accordance with timetables established for such actions. The Nominating Committee shall report such recommendations to the CMF but CMF approval shall not be sought or required.

5. Voting

5.1. Voting Eligibility

Pursuant to Section 2.07 of the ANSI By-Laws, each company member of ANSI shall have one vote on matters presented to the members. An alternate representative may vote only if the principal representative to the CMF fails to vote.

5.2. Letter Ballots

All issues before the CMF can be approved by a meeting vote. Alternatively, at the discretion of the Chair, issues can be handled by letter ballot including electronic ballot. The Chair shall authorize a letter ballot on the request of five or more members. Letter ballots shall be issued by the Secretary and normally shall be circulated electronically and shall be 15 calendar days in duration.

5.3. Voting Rules

Normally, issues shall be resolved by seeking a consensus of the members. Except as provided below, formal motions shall be approved by a majority of the members voting at a meeting (exclusive of abstentions), or by a majority of the members voting (exclusive of abstentions) on a letter ballot.

Members unable to attend a meeting, or a portion of a meeting, may provide the Chair with their written vote on issues scheduled for action at the meeting. The Chair shall handle such votes as if the member were present. Other forms of proxy voting shall not be permitted.

Recommendations for modifications to these Operating Procedures shall require two-thirds of the members voting (exclusive of abstentions). An effort to resolve all expressed objections shall be made, and each objector shall be advised of the disposition of the objection and the reasons therefore. The Executive Committee shall approve any changes to these Operating Procedures.

6. Subcommittees and Task Forces

The CMF may establish such additional subcommittees and task forces as are considered desirable to accomplish its mission. Chairs of subcommittees and task forces as established by the CMF shall be appointed by the Chair of the CMF from the members of the CMF. The scope, membership, functions, duration, and reporting arrangements for the subcommittee or task force shall be approved by the CMF as appropriate. Unless specific action is otherwise taken by the CMF, any subcommittee or task force is dissolved upon acceptance by the CMF of their report.

7. Meetings

7.1 Meeting Schedule

The CMF shall meet at least twice a year, typically in the spring and the fall. Additional meetings of the Forum and any subcommittee or task force thereof may be scheduled when deemed necessary by the Chair or upon petition of five or more Forum members. The use of web meetings, videoconferencing and teleconferencing shall be encouraged.

At least once per year (*e.g.*, in association with the ANSI general conference) a joint meeting of the ANSI Membership Forums and the Consumer Interest Forum shall be held barring scheduling conflicts that would preclude such a meeting.

7.2 Notice of Meeting and Draft Agenda

Notice of the time and place of CMF meetings and a draft agenda setting forth issues to be considered shall be sent by electronic means to each CMF member at least three weeks before the meeting by the Secretary.

The agenda shall include standing items for:

- Approval of the Agenda
- Approval of the Report of the Last Meeting
- A review of action items
- Report of the Nominating Committee
- Next Meeting Schedule

Specific agenda items shall include appropriate document references and shall indicate the person responsible for leading the discussion. Items for action at the meeting shall be so designated. Members making a written contribution to an agenda item should provide appropriate documentation to the Secretary at least two weeks prior to the meeting.

7.3 Meeting Report

A report of each CMF meeting shall be prepared by the Secretary and made available as soon as practicable after the meeting. The meeting report shall be approved by the CMF normally at the next scheduled meeting.

The meeting report shall note all motions and their disposition. Significant points of discussion shall be summarized and action items, together with follow-up responsibility, shall be identified.