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ANSI-HITSP

Panel Governance Document

Report of Charter & Governance Committee

5 January 2006

Michael Aisenberg, Chair

Background/Premise

- Mission of CGC: Provide a functional set of procedures for consensus decision making by HITSP
 - Predicate: Use September 28 draft document, reflecting RFP requirements underlying HITSP charter
 - Not by-laws or legal “charter”
 - Hybrid document with rule & procedures, vision and mission
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Committee Charter

- Clarify Membership Categories and Board Representation
 - From Board: Revise Member Absence (§4.1.2)
 - Provide a mechanism for consensus decision making, protecting non-trivial minority views, but enabling efficient decision process
 - Provide a procedural backstop
 - Robert's Rules of Order
 - Parliamentarian
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Charter & Governance Committee

- ❑ 8 Members from Across HITSP constituencies
 - ❑ 5 2+ hour teleconferences over 6 weeks
 - ❑ 5 successive draft versions
 - ❑ Presentation and review by Chair, ANSI staff and HITSP Board
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Key Actions

- § 5.2 **Board Membership:** Expand Board from 20 members (19 voting) to 23 members (all voting).
 - All 4 USG ex officio members vote
 - 1 additional consumer seat
 - §§ 2.01; 4.5: **Consensus Process:** Decision making by unanimous consent wherever possible; procedures
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Membership and Board Representation

- Panel Membership by §4.1 category and §5.2 Board seat allocation
 - SDOs – 15 (~12%) 8 BoD seats
 - Non-SDOs – 88 (68%) 9 BoD seats
 - Govt. bodies – 11 (~9%) 4 BoD seats
 - Consumer groups – 9 (7%) 2 BoD seats
 - Undeclared/Undecided – 5
 - ***TOTAL – 128 Organizations***
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The Rest

- ❑ Reliance on Robert's classic by-laws architecture
 - ❑ Readily amendable
 - ❑ Portable as basis for "entity" by-laws
 - ❑ Flexible, but retains provisions to protect non-trivial minorities, while enabling efficient process
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Major Sections: I

- Articles I, II, III reflect RFP and mission/vision statements
 - But, §§ 2.01/4.3 provide unique imperative towards consensus
 - Article IV: Defines HITSP responsibilities, membership eligibility and categories, conduct of meetings, chair duties, selection and succession and decision making options
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Major Sections: II

- ❑ Article V: Board functions, membership, responsibilities and decision making
 - ❑ Article VI: Committee membership, operation and decision making
 - ❑ Article VII: Duties of secretariat
 - ❑ Article VIII: Robert's as authority on procedure
 - ❑ Article IX: Ratification & Amendment of Charter
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