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
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
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
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
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**
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
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
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