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# ANSI-HITSP

# Panel Governance Document

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Report of Charter & Governance Committee

5 January 2006

Michael Aisenberg, Chair

# Background/Premise

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- 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

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- 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

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- ❑ 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

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- § 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

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- 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

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- ❑ 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

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- 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

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- ❑ 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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