

## **Climate Savers Computing Initiative Work Group Procedures**

### **1. Introduction:**

1.1 The primary purpose of this document is to provide description of procedures for the operation of Work Groups. This document is intended to be consistent with the Climate Savers Computing Initiative Bylaws, which shall take precedence in the case of any conflict.

1.2 All Work Groups shall use these Procedures, unless superseded by a Board of Directors (hereinafter, the “Board”) ratified specific procedures document for a given Work Group.

### **2. Establishment:**

2.1 Any and all capitalized terms used herein, and not otherwise defined herein, shall have the same meanings as set forth in the Bylaws.

2.2 Work Groups are established by the Board.

2.2.1 At the time of establishment, the Board will define the duration of the Work Group as:

2.2.1.1 Permanent, or

2.2.1.2 For the duration of the task, or

2.2.1.3 For a specified time span

If the Board does not specify termination criteria, the duration defaults to one year from establishment.

2.2.2 At the time of establishment, the Board will define the scope and expected output of the Work Group.

### **2.3 Task Forces**

2.3.1 Work Groups may establish Task Forces as needed by a simple majority vote. The Task Force inherits the operating rules of the parent Work Group.

2.3.2 Task Forces shall have a Chair and such other officers as are deemed necessary by the Task Force. The Chair is appointed by simple majority vote of the Work Group establishing the Task Force. Other officers are appointed by simple majority vote of the Task Force.

2.3.3 Task Force membership rules shall conform to the general Work Group membership rules defined in Section 4.

## 2.4 **Requests For Altered Procedures**

2.4.1 Once established, Work Groups are free to petition the Board to alter the general Work Group Procedures as they apply to that specific Work Group. Such a petition requires a simple majority vote of the Work Group requesting the Board's consideration, and a two-thirds majority vote of a quorum of the Board to approve.

## 3. **Work Group Officers:**

### 3.1 **Work Group Chair**

#### 3.1.1 **Appointment**

3.1.1.1 With the exception of the Marketing Work Group and the Power Efficiency Work Group, when establishing a new Work Group, the Board shall appoint a qualified employee(s) of a Climate Savers Computing Initiative Board Level Members or Sponsor as Chair or Co-Chair (hereinafter referred to as Chair). The Marketing Work Group and the Power Efficiency Work Group shall be co-chaired by representatives of the Founding Sponsors.

#### 3.1.2 **Term**

3.1.2.1 Chairs serve a term length of one year but may be reappointed to additional terms at the discretion of the Board of Directors.

#### 3.1.3 **Replacement**

3.1.3.1 Replacement of a Work Group Chair will occur when a Work Group Chair resigns, or is no longer an employee of a Work Group Member, or is removed by the Board. The Board will appoint the replacement. The Chair is encouraged to recommend a successor to the Board.

3.1.3.2 At any time, any Work Group member can elevate concerns about the operation of the Work Group or the conduct of its Chair to the Board or the Climate Savers Computing Initiative's management company (information on contacting the Climate Savers Computing Initiative is available on the Climate Savers Computing Initiative Web site for this purpose).

3.1.3.3 All source documents controlled by the Chair will be transferred completely to the new Chair. The past Chair will be available for guidance for at least one month after the replacement occurs.

### 3.2 **Secretary**

3.2.1 The Work Group Chair may appoint a Secretary, or can perform this duty by him/herself.

3.2.2 The Secretary is responsible for maintaining a record of the Work Group's activities.

3.2.3 The Secretary is responsible for taking meeting minutes and making such meeting minutes available to the Work Group.

3.2.4 The Secretary is responsible for keeping track of the Work Group members' contact information.

### 3.3 Legal Authority

3.3.1 Work Group and Task Force officers are not executive officers of Climate Savers Computing Initiative as recognized under the bylaws, and thus have no authority to bind Climate Savers Computing Initiative to any obligations.

## 4. Work Group Membership, Size, and Voting Rights:

### 4.1 Work Group Membership

4.1.1 Voting membership in Work Groups is limited to Board Level Members and Sponsors.

4.1.2 Qualified Member companies wishing to participate on a Work Group shall submit a written request to the Work Group Chair. This request shall not be unreasonably denied.

4.1.2.1 Among the permissible reasons for denial:

- (a) Company lacks material interest in the activities of the Work Group.
- (b) Work Group has reached the maximum allowed size as approved by the Board of Directors pursuant to Section 4.2.
- (c) Company does not provide expertise relevant to the work of the Work Group.

The Chair acts as a first level filter, eliminating any applicant company that is simply not qualified.

### 4.2 Work Group Size

4.2.1 Work Group size is governed by efficacy but may only be limited upon approval of the Board of Directors.

## 4.2.2 Number of Members Per Company

4.2.2.1 Member companies may bring as many employees into the Work Group process as needed to accomplish the task, but member companies shall only have one vote on the Work Group regardless of the number of members.

4.2.2.2 The Work Group Chair may restrict the total number of attendees per company for logistical reasons, for example, to manage the number of telephone bridge ports or the attendance at a face-to-face Meeting.

## 4.3 Disqualification of Members

4.3.1 The Board may remove member companies from the Work Group at any time, for cause. A two-thirds majority vote of a quorum of the Board is required for removal.

4.3.1.1 Reasons for removal (any one shall be deemed sufficient):

- (a) Disruptive behavior.
- (b) Engaging in illegal activity on behalf of Climate Savers Computing Initiative.
- (c) Engaging in activities related to restraint of trade or collusion that could jeopardize the legal standing or impose liability on Climate Savers Computing Initiative.
- (d) Engaging in activities damaging to the reputation of Climate Savers Computing Initiative.
- (e) Other reasons not stated above that damage the work of Climate Savers Computing Initiative, its Work Groups or its standing in the industry.

4.3.2 In the event that a member company ceases to remain a Member in good standing of Climate Savers Computing Initiative, the company and its representatives are disqualified from Work Group participation.

## 4.4 Meeting Participation and Voting Rights

4.4.1 New Board Level Member and Sponsor members are automatically granted voting rights when they are approved to join a Work Group. Active participation is required for a company to maintain voting rights on the Work Group, wherein active participation is maintained by a representative in attendance at least two of the most recent three scheduled Meetings as defined in section 5.1. Once voting rights are lost, they are automatically reestablished when these participation criteria are met.

4.4.2 If a member company loses its voting rights, it is still allowed to participate in all activities of the Work Group except voting. If the Work Group is at its

established maximum membership level, member companies without voting rights may be removed from the membership role if a new company applies for membership and otherwise be rejected because of the limit, at the discretion of the Chair, pending approval of the Board.

## **5. Internal Protocol:**

### **5.1 Meetings**

5.1.1 Each Work Group shall hold regular Meetings on a schedule determined by the Work Group and approved by the board of directors. The noticing of Meetings of the Work Group and the governance thereof shall be subject to section 5.3. Where practical, *Robert's Rules of Order* shall be used as a guide in the conduct of Meetings.

5.1.2 A single Meeting may be conducted over multiple days (example: face-to-face), so long as the Meeting observes a recess period not to exceed 24 hours between working sessions and maintains a quorum pursuant to section 5.4.

### **5.2 Minutes**

5.2.1 Climate Savers Computing Initiative Work Groups are required to produce minutes of their Meetings.

5.2.2 Minutes shall be distributed within one week after the adjournment of the Meeting. These minutes shall be distributed to all Work Group members.

5.2.3 The required contents of minutes are as follows:

5.2.3.1 Date(s), location(s), Chair, hour of opening and adjournment.

5.2.3.2 Summary of significant actions taken.

5.2.3.3 List of all attendees.

5.2.3.4 Approved agenda

5.2.3.5 Each motion seconded and not withdrawn, identifying maker of the motion, the fact of a second, and the voting results.

### **5.3 Calling of Meeting**

5.3.1 When possible, a proposed agenda for each Meeting should be distributed at least five business days prior to all scheduled Meetings. If a Work Group meets on a weekly basis, then the agenda can be sent out with the Meeting minutes if sent two business days prior to the Meeting. Note that agenda items concerning personnel issues (approving membership, appointing or reappointing officers, etc.) or specification approval must be announced at least five business days prior to the Meeting.

5.3.2 For Work Groups that do not hold Meetings on a regular schedule, Meetings must be announced at least five business days prior to the Meeting date, unless a two-thirds majority of members approves a shorter notice. Note that this does not preclude a Work Group from holding an ad-hoc Meeting on shorter notice, just that no official votes may be taken in the Meeting – votes can be held via email. Similarly, failure to attend such ad-hoc Meetings do not count against a company for calculating voting rights – attendance does count for a company in reestablishing its voting rights.

5.3.3 If and when a Work Group chooses to hold a face-to-face Meeting, it must be announced at least 30 calendar days in advance of the Meeting unless a shorter time is approved by a 2/3 vote of the Work Group.

#### 5.4 **Voting/Motions/Quorum**

5.4.1 Work Group members should obtain agreement of major issues by using the parliamentary procedures of: 1) one member raising a motion; 2) another member from a different company seconding that motion; 3) discussion on the merits of the motion; and 4) a vote on the motion.

5.4.2 For votes taken at Meetings (teleconferences or face-to-face), voting can take place only if there are two-thirds of the Work Group member companies with voting rights in attendance, in which case a two-thirds majority of those present rules (unless otherwise stipulated).

5.4.3 For votes on Final technical specifications or processes that will be recommended to the board of directors (generally, these specifications or processes would require ammendment of current Climate Savers Computing technical criteria), there must be an n-1 quorum of Work Group members with voting rights, and the vote requires a 2/3 majority for approval.

5.4.4 At the option of the Chair, a vote may be held via email. An email containing the specific wording of the motion shall be sent to all member companies. This email should identify those companies with voting privileges (as calculated on the date the vote is called for).

A vote is considered closed when:

- (a) The total yea or nay votes is sufficient to carry or defeat the motion based upon the total number of members with voting rights, i.e., in the case of a simple majority vote, if there are 15 companies with voting rights, and 8 Nay votes are received, the vote fails. Or,
- (b) The set maximum time period expires.

The Chair shall set a maximum time period for a vote, after which the motion is carried by a simple majority of those having responded, provided that the total number of votes cast (including written abstentions) achieves a quorum. This maximum time period shall not be

less than 5 business days.

The Secretary (or Chair, if the Work Group does not have a Secretary) compiles and reports the results of the email vote in the Meeting minutes of the next Meeting of the Work Group. When a vote is complete, the results should be sent to the member companies via email.

5.4.5 Each member company is allowed only one vote.

5.4.6 Receipt of each email vote cast will be positively confirmed via email in a timely fashion.

5.4.7 Any member company can notify the Board in writing of their dissent to a vote — even if they lack voting privileges at the time of the vote.

While such action will have no bearing upon the outcome of the vote or the Work Group's actions, it does place the member company's argument in the official record and informs the Board of issues that it may consider if and when the Board is required to take action on the work product of the Work Group.

#### **5.5 Distribution of documents for approval:**

5.5.1 Documents offered for approval should be distributed with adequate time for review, as determined by the Chair, but may be overridden by a majority of the Work Group.

#### **5.6 Confidentiality**

5.6.1 All Work Group discussions and information pertinent to the activities of a Work Group are confidential to that Work Group and the Board, and shall not be disclosed outside of the Work Group (or the Board) without approval of the Work Group Chair. Note that a Work Group comprises a top-level Work Group and all of its Task Forces. Therefore, members of one Task Force are free to communicate with members of related Task Forces without the approval of the Chair.

### **6. External Protocol:**

#### **6.1 Board of Directors Reporting**

6.1.1 Each Work Group Chair will provide a brief written status of the Work Group for each regular Board Meeting. The report should include a current membership list, current topics of discussion/consideration, future plans and delivery schedule.

6.1.2 Active Work Groups may request to present in person at Board Meetings. This will be subject to the Board approval based on the agenda for the Board Meeting. The Board may not unreasonably deny such requests. Conversely, the Work Group Chair may be requested by the Board to present the update in person and may not unreasonably deny such requests.

## 6.2 **Other Work Groups**

6.2.1 When proposed changes affect parts of design guidelines controlled by other Work Groups, those Work Groups must be notified in writing and consulted (email is sufficient).

6.2.2 When feedback (i.e. review of documents, proposed changes, etc.) is required from another Work Group, the document in question will be presented at least two weeks prior to the due date of the feedback. If more extensive analysis is required, the Work Group receiving the document may request a reasonable extension.

## 7. **Output:**

### 7.1 **Distribution of documents:**

7.1.1 All documents will be distributed electronically unless the Work Group deems hardcopy necessary. The format of the electronic document exchange shall be determined by the Chair, but may be overridden by a simple majority vote of the Work Group.

## 8. **Archiving of Documents:**

8.1 Once the document is finalized, the Work Group Chair is responsible for transferring an archive of all source files including all text, drawings, PDF distillations, and any other such files of each document to the Climate Savers Computing Initiative Web site document repository. The Climate Savers Computing Initiative Administration shall be the keeper of these source documents via the document repository.

8.2 Once approved, no modifications shall be made to the source documents for that revision. The Executive Director has the authority to change administrative information such as telephone number, contact address, etc. with the permission of the Climate Savers Computing Initiative Board Chair and the Work Group Chair.