

IEEE Intercloud Testbed
Industry Connections Activity Policies and Procedures
(Entity-Based)
Version 0.3, 04 February 2015

Instructions

- Instructions on how to update these Policies and Procedures are shown in red. It is recommended to leave the instructions in the final document and simply add the requested information where indicated.
- **Shaded Text** indicates a placeholder that should be replaced with information specific to this Industry Connections (IC) activity, and the shading removed.
- Any modification of these Policies and Procedures other than simply replacing the **Shaded Text** requires the approval of the IEEE Standards Association (IEEE-SA) Industry Connections Committee (ICCom).
- Completed documents, in Word format, or any questions should be sent to the ICCom Administrator at the following address: industryconnections@ieee.org.
- The version number above, along with the date, may be used to distinguish successive updates of this document. After replacing the activity name, version number, and date above, doing a Print Preview will cause those values to be updated wherever they are referenced throughout the document.
- **Unless specifically stated, no section of this document may be modified by the user.**

1. Introduction

The purpose and proposed deliverables of the IEEE Intercloud Testbed are specified in the IEEE Intercloud Testbed Industry Connections Activity Initiation Document (ICAID). The operations of this Industry Connections activity (“Activity”) in fulfillment of that purpose shall be governed by the policies and procedures outlined below, subject to oversight and review by the Industry Connections Committee (ICCom) of the IEEE Standards Association Standards Board (IEEE-SA Standards Board).

Participants engaged in the Activity must comply with applicable federal, state, and international laws. In addition, the latest versions of several documents take precedence over this document, in the following order:

[New York State Not-for-Profit Corporation Law](#)
[IEEE Certificate of Incorporation](#)
[IEEE Constitution](#)
[IEEE Bylaws](#)
[IEEE Policies](#)
[IEEE Board of Directors Resolutions](#)

[IEEE Standards Association Operations Manual](#)

[IEEE-SA Board of Governors Resolutions](#)

[IEEE-SA Standards Board Bylaws](#)

[IEEE-SA Standards Board Operations Manual](#)

[IEEE-SA Standards Board Resolutions](#)

IEEE-SA Industry Connections Committee Operations Manual

IEEE Intercloud Testbed Policies and Procedures (this document)

Robert's Rules of Order Newly Revised (RONR) is the recommended guide on questions of parliamentary procedure not addressed in these procedures.

2. Definitions and Abbreviations

Activity: This Industry Connections activity – IEEE Intercloud Testbed (ICTB)

Activity Member: A qualifying entity accepted to participate in the Activity

Activity Member Representative: An individual appointed by an Activity Member to represent the Member (e.g. in Activity meetings, electronic ballots).

Activity Year: The 12 month period commencing with the IAM, and each subsequent 12 month period thereafter

Ad Hoc: Task-related committee as established by the Activity

Ad Hoc Representative: An individual appointed by an Activity Member to represent the Member in an Ad Hoc.

Affiliation: A relationship between an individual and an entity (or entities), as defined in the IEEE-SA STANDARDS BOARD Bylaws

AMR: Activity Member Representative

EC: Executive Committee, comprised of officers of the Activity

Entity: An organization or body that qualifies as an entity for standards development purposes, as defined in the IEEE-SA STANDARDS BOARD Bylaws

IAM: Initial Activity Meeting – first official meeting of the Activity after the 2014 revision of the ICAID is approved by IEEE approval body.

ICAID: Industry Connections Activity Initiation Document

ICCom: Industry Connections Committee

IEEE-SA: IEEE Standards Association

IEEE-SA Standards Board: IEEE Standards Association Standards Board

Simple Majority: Greater than 50%

Supermajority: Greater than or equal to 2/3

Voting Member: An Activity Member with voting privileges

3. Activity Member

The Activity shall operate in a manner that adheres to the principles of openness and transparency. All entities which express interest in participation in the Activity shall be considered for membership.

3.1. Activity Membership Requirements

Activity Membership shall be entity-based (e.g., corporation, government agency, academic institution, trade association), as defined in the IEEE-SA Standards Board Bylaws. In the event that a question arises regarding the eligibility of an entity to be an Activity Member, the final determination shall be made by ICom.

Activity Members shall agree to abide by the most recent version of this document.

(Choose ONE of the following two membership options or describe membership requirements and rights)

Membership shall be granted to any entity that requests member status and also fulfills the IEEE-SA Corporate Membership requirements of §3.2.

~~Membership shall be granted to any entity that requests member status and fulfills the IEEE-SA Corporate Membership requirements of §3.2 and also meets the following criteria:~~

- ~~• *(Describe the membership criteria)*~~

~~*(The following paragraph may be included to permit Individual Subject Experts to participate.)*~~

Non-voting Individual Subject Experts (advisors) are permitted, at the discretion of the Activity Chair.

3.2. Corporate Membership Requirement

After completion of 2015, an entity is required to be a Corporate Member of IEEE-SA in order to become or remain an Activity Member.

3.3. Membership Transfer

In the event that, through merger or acquisition or other similar event, an Activity Member has its assets totally or substantially transferred to another entity, Activity Membership may be transferred to the new entity, if the new entity is not already an Activity Member.

3.4. Activity Member Contact

Each Activity Member shall have a contact person, who is responsible for specifying the list of representatives for that Activity Member. An Activity Member roster shall be maintained by the Secretary (see §5.1.3), that lists the contact person and representatives for each Activity Member. The specified contact person and list of representatives can change throughout the term of the Activity Membership. It is the Activity Member's responsibility, through their contact person, or in the absence of a contact person through their IEEE-SA Corporate Member Representative, to notify the Secretary of changes to the specified contact person or list of representatives.

3.5. Activity Member Representative

Each Activity Member shall designate one person from its list of representatives to be their Activity Member Representative (AMR). The designated AMR may change throughout the term of the Activity Membership. It is the Activity Member's responsibility, through their contact person, to notify the Secretary of changes to the designated AMR. Only the AMR is eligible to vote on behalf of the Activity Member for all Activity matters. If the AMR is unable to vote at a meeting, one attending person from the Activity Member's list of representatives shall be recognized at the start of the meeting to vote on the AMR's behalf.

3.6. Adding and Removing Activity Members

*(Indicate how Activity Members can be added to or removed from the Activity)
Activity Members may be added based on both 1) a formal request from the potential Activity Member and 2) approval by the executive committee based on the expectation of a positive contribution to the goals of the Activity and the IEEE.*

(Example): ~~Activity Members may be added at any time.~~

The Activity Membership may consider the removal of an Activity Member or any of its representatives at any time. The process to be followed in such a situation is specified in §5.3.

3.7. Voting Privileges

Voting Members shall be Activity Members that have earned voting privileges.

Each member, through its Activity Member Representative, is expected to attend meetings as required by these procedures. The Secretary records attendance at meetings. Attendance credit is granted to those who attend at least 50% of a meeting's duration. Attendance at a meeting via teleconferencing and/or electronic means, e.g., Internet conferencing, shall count towards the attendance requirements.

Voting privileges shall be granted automatically to those entities attending the Initial Activity Meeting who meet the membership requirements of §3.1 and upon their request for voting privileges. Thereafter, voting privileges shall be granted after the entity attends two consecutive Activity meetings, and also requests voting status.

Voting privileges are maintained through consistent participation at meetings and through Activity votes. If a member misses two consecutive meetings, or two consecutive Activity electronic ballots, its voting privileges may be revoked. The Chair shall notify, in writing, members who have lost their voting privileges.

An entity that has lost its voting privileges shall have its voting privileges reinstated by attendance at two consecutive meetings of the Activity and upon request for voting privileges . All voting privileges and rights shall be restored after attending the second consecutive meeting.

4. Initial Activity Meeting

At a minimum, the following actions shall be taken at the IAM:

- Establishment of the Activity Member roster
- Establishment of the Activity Voting Members
- Election of officers
- Review of the goals and deliverables in the approved ICAID
- Review of the Activity's policies and procedures, if one is provided by the by the Sponsoring Committee, or development of the Activity's Policies and Procedures from the Industry Connections Activity Baseline Policies and Procedures.

After completion of the above, other business may be conducted in accordance with §7 of this document, as identified on the IAM agenda.

5. Executive Committee

(Modify to add/remove responsibilities)

The Executive Committee (EC) shall consist of seven (7) Members:

- Members-at-Large (4)
- IEEE C/CCSC Sponsor Chair
- IEEE C/CCSC P2301 Working Group Chair
- IEEE C/CCSC P2302 Working Group Chair

The Activity shall be managed by an Executive Committee (EC) consisting of the Chair, Vice Chair, Secretary, and Treasurer (if a Treasurer is installed) The EC provides the strategic direction for the Activity, manages the growth of participation, directs the development of all deliverables, and performs whatever additional functions are required to fulfill the purpose specified in the ICAID.

Among the responsibilities of the EC are the following:

- Creating a roadmap of planned deliverables that specifies what is to be developed, when, and what will then be done with the results.
- Establishing Ad Hoc committees (Ad Hoc) as and when needed to develop the planned deliverables.
- Recruiting additional Activity Members to participate in the Activity.
- Establishing guest entity participation rules and permissions if necessary (see §7.2).
- Creating and revising as necessary these Activity Policies and Procedures and filing copies thereof with the ICCom Administrator.

- Overseeing the activities of all Ad Hocs to ensure the agreed processes are followed.
- Reviewing and approving all documents and other deliverables produced by the Activity.

5.1. Officers

(Modify to add/remove positions and move responsibilities)

Three officers shall be elected from among the listed representatives of the Activity Members: Chair, Vice-Chair and Secretary. A fourth position, Treasurer, shall be also elected if the Activity has qualifying financial transactions (collection of dues, meeting participation fees, etc.) The Chair, Vice-Chair, Secretary and Treasurer shall be representatives of separate Activity Members, except in the following permitted cases. It is permitted to have one person fill both the Vice-Chair and Secretary roles, and in the absence of a separate Secretary, the Vice-Chair shall be responsible for performing all the duties of the Secretary. It is permitted to have one person fill both the Secretary and Treasurer roles, and in the absence of a separate Treasurer, the Secretary shall be responsible for performing all the duties of the Treasurer.

The officers shall be selected annually at the first meeting of each Activity Year, or as soon as practical thereafter. Officers shall serve for renewable one year terms, with the terms lasting until completion of the officer selection process at the beginning of the next Activity Year.

5.1.1. Selection of Officers

An ICCom member or other representative of ICCom shall preside over the annual officer selection process. The officers shall be selected in order: first the Chair, then the Vice-Chair, then the Secretary and finally, the Treasurer (if required). For each office, nominations (including self- nominations) shall be accepted from any representative of a Member. If only one nomination is received for a given office, that nominee may be confirmed with the approval of a Simple Majority of the Voting Members. If there are multiple nominees for an office, an election shall be conducted to select the officer from the set of nominees. Each Voting Member may vote for at most one of the nominees. The nominee receiving the greatest number of votes shall be selected as the officer. In the event of a tie, a runoff vote shall be conducted to select the officer from among the tied nominees.

5.1.2. Replacement of Officers

If an officer resigns from office, changes his/her Affiliation, or is no longer a representative of a Member, that office shall become vacant.

An officer may also be considered for removal from office at any time. The process to be followed in such a situation is specified in §5.3.

As soon as practical after an office becomes vacant, a replacement officer shall be selected from among the listed representatives of the Members, using the officer selection process described above (see §5.1.1).

5.1.3. Responsibilities of Officers

(Modify to align with §5.1 and to add/remove/move responsibilities)

The Chair is responsible for presiding over all Activity meetings and for ensuring that the Activity operates in accordance with the policies and procedures outlined in this document. The Chair shall supervise and manage the affairs of the Activity and drive its business in fulfillment of the Activity's purpose, as specified in the ICAID. The Chair shall report to ICom about the progress of the Activity on a regular basis or when otherwise requested by ICom.

In the absence of the Chair, or in the event of his/her inability or refusal to act, the Vice-Chair shall be responsible for performing all the duties of the Chair.

The Secretary is responsible for ensuring that a record is made of the minutes of all Activity and EC meetings. The Secretary is also responsible for maintaining the records of the Activity in electronic form or otherwise, at a place that is accessible to all Activity Member Representatives, and to ICom when requested. These records shall include the following:

- A copy of this document and other governance documents of the Activity, as amended or otherwise altered to date.
- A roster of current Activity Members that includes for each Activity Member its voting status, the name and contact information of its contact person and its list of representatives.
- A record of the minutes of all meetings, recording therein the time and place of holding, the names and Affiliations of those present at the meeting and the proceedings thereof, including all decisions and voting results.
- A record of all the electronic ballot results (see §8).
- A copy of all Ad Hoc purpose statements, as amended or otherwise altered to date (see §6).
- A list of the individual subject experts approved to participate in any of the Ad Hocs (see §6.2).
- A copy of all approved deliverables.
- A copy of all email and other materials submitted to the established mailing list(s) and file archives of the Activity.

The Treasurer is responsible for maintaining a budget, controlling all funds into and out of the Activity's bank account, becoming familiar with and following IEEE policies concerning finances in adherence to the IEEE Financial Operations Manual, and fulfilling any financial reporting requirements of the IEEE.

5.2. Executive Committee Members-At-Large

(Delete this subclause or describe the appointment/election and responsibilities of Executive Committee Members who are not Activity Officers)

Members-at-Large shall be elected by the Activity Membership Representatives annually at the first meeting of each Activity Year, or as soon as practical thereafter. Members-at-Large shall serve for renewable one year terms, with the terms lasting until completion of the election at the beginning of the next Activity Year.

Nominations (including self-nominations) for Members-at-Large must be and shall be accepted from any Activity Member Representative. If nominations are received for only the number of Members-at-Large positions to be filled, those nominees may be confirmed with the approval of a Simple Majority of the Voting Members. If the number of nominees are greater the number positions to fill, an election shall be conducted to select the Members-at-Large from the set of nominees. Each Voting Member may vote for at most the number of positions to fill. The nominees receiving the greatest number of votes shall be selected as the Members-at-Large, up to the number of positions to fill. In the event of a tie, a runoff vote shall be conducted to select the Members-at-Large from among the tied nominees.

5.3. Process for Removing Persons and Members

The following process shall be followed for any situation involving the removal of an Activity Member or any of its representatives, an officer, or an Ad Hoc officer. Upon approval of a Supermajority of the Voting Members, notification shall first be issued to the person or Activity Member (party) advising of possible removal action and the reason for the removal consideration. The party shall be allowed 30 days to respond in writing, and upon request from the party shall also be granted a hearing in a meeting of the Activity. After review of any written response and additional information obtained from the optional hearing, the Voting Members shall vote on the removal action. If an approval of a Supermajority of the Voting Members is reached, the party will be removed from the position or role in question.

6. Ad Hoc Committees

Ad Hoc Committees (Ad Hocs) shall be created and disbanded as necessary by a Simple Majority of the Voting Members. An Ad Hoc shall have a purpose statement which specifies the committee's purpose, scope, expected deliverables, timeframe in which to create those deliverables, and any extra-fee support services or other fees required. Amendments to an Ad Hoc purpose statement shall require the approval of a Simple Majority of the Voting Members.

6.1. Ad Hoc Officers

(Indicate if Secretary's position is permitted)

Each Ad Hoc shall have two officers, consisting of a Chair and a Vice-Chair, selected by the Chair from among the representatives of the Activity Members. For each Ad Hoc, the officers shall be representatives of separate Activity Members. Each Ad Hoc may itself optionally elect or appoint a Secretary.

6.2. Ad Hoc Participation

Any Activity Member may participate in each Ad Hoc upon request to the Ad Hoc Chair. The Activity Member requesting to participate in the Ad Hoc shall designate one person from its list of representatives to be its Ad Hoc Representative (AHR). The designated AHR may change throughout the life of the Ad Hoc. It is the Activity Member's responsibility, through its contact person, to notify the Ad Hoc Chair of changes to the designated AHR.

(Indicate if subject experts are permitted in Ad Hoc)

(Example): Individual subject experts who are not affiliated with any Activity Member may also participate in an Ad Hoc at the invitation of the Ad Hoc Chair and with the approval of a Simple Majority of the Voting Members.

6.3. Ad Hoc Deliverables

An Ad Hoc shall develop the deliverables specified in its purpose statement using the principles of inclusion and consensus building. Upon agreement by the AHRs that the work has been completed, the Ad Hoc Chair shall provide each deliverable to the Activity Membership. The Activity Membership shall then review each completed deliverable to ensure the final result meets the expectations set forth in the purpose statement, and to check that proper procedures were followed in the Ad Hoc development processes. Following this review, and upon the approval of a Supermajority of the Voting Members, the completed deliverable may be released to others both within and outside of the Activity, in accordance with the roadmap developed by the Officers. If a deliverable is not approved by the Activity Membership, it may be returned to the Ad Hoc to continue the deliverable development process.

6.4. Ad Hoc Termination

Unless extended by the Membership, an Ad Hoc shall terminate at the end of the timeframe specified in its purpose statement. An Ad Hoc may also be terminated at any time upon the approval of a Simple Majority of the Voting Members. Upon termination, all records of the Ad Hoc shall remain the property of and be returned to the Activity Membership.

7. Meetings

(Indicate if meetings will be scheduled in any other manner)

Activity meetings shall be held as decided by the Chair to conduct the business of the Activity. Meetings should be held at intervals necessary to ensure the effective progress of the work. There is no fixed timetable and these intervals may vary according to the status of the work. Meetings may be in-person, by conference call, or by some other electronic means such as Internet conferencing. Meetings shall be scheduled in a manner that attempts to reflect the geographic distribution of the participants fairly and appropriately. Participants should share the meeting facility costs, e.g., by rotating the hosting of meetings or by other means, and each participant shall bear their own travel and accommodation costs, if any.

7.1. Meeting Quorum

Quorum shall be defined as a Simple Majority of the Voting Members. A quorum shall be identified and announced before the initiation of Activity business at a meeting, but if a quorum is not present, actions may be taken subject to confirmation by letter or electronic ballot, as detailed in §8, or at the next Activity meeting

7.2. Guest Entity

(This clause can be modified or removed in its entirety)

At the discretion of the Chair, guest entities may be invited to attend meetings. A guest entity shall have no voting rights but may participate in discussions or other meeting activities as permitted by the Chair. An entity may attend no more than two meetings of the Activity in guest entity status, after which the entity is expected to request Activity Member status to continue participating in the Activity.

7.3. Meeting Procedures

Notice of a meeting shall be published on the appropriate email reflector. The minimum notice for an in-person meeting is (30) calendar days. The minimum notice for a conference call or other electronic meeting is fourteen (14) calendar days. A documented waiver of notice by all eligible meeting attendees shall be accepted in lieu of the required minimum notices for each type of meeting.

In preparation for a meeting, a draft agenda shall be sent to the appropriate email reflector at least two (2) calendar days in advance of the meeting. The agenda shall be reviewed at the beginning of the meeting and revised if necessary. The following agenda items are required for all meetings:

- Approval of agenda
- Approval of minutes from previous meeting(s)

All documents and other materials required for a meeting shall be submitted and notification shall be sent to participants, such that reasonable and sufficient time is available for review of the materials prior to the meeting. The Chair shall have the authority to declare what period of time is reasonable.

A record shall be made of the minutes of all meetings. At the request of the Secretary or in the event of the Secretary's absence, the Chair may ask at the beginning of a meeting for a volunteer to record the minutes. Alternatively, with the approval of the Activity Membership, additional resources may be contracted to handle this task. The minutes shall include an accurate attendance list, agenda, main discussion points, action items and decisions. The minutes of a meeting should be reviewed, revised as necessary and approved at the following meeting. The approved minutes are the official record of the meeting.

For any decision that is to be made during a meeting, the Chair shall determine the most appropriate voting method, taking into account any specific requests and proposals received from the eligible voters. Permitted voting methods include the following:

- Secret ballot, conducted by a trusted neutral person, and with only the final result and/or tally recorded.
- Openly visible voting, with only the final result and/or tally recorded.
- Fully open voting, including a record of how each voting participant responded.

(Indicate if proxies are permitted or not)

Proxies are not permitted.

~~*(Example)* Proxies are permitted to vote on behalf of Voting Members that are otherwise unable to attend a meeting. Voting Members may employ proxy voting only when other methods of participation or alternative representation have been exhausted. Proxy voting shall not be counted in quorum determination, nor count as presence of the applicable Voting Member at the meeting. Proxies must be announced by the applicable Voting Member in writing to the Chair in advance of the meeting. Any person attending the meeting may hold at most one proxy vote in addition to his or her own vote.~~

7.4. Meeting Decisions

(This clause shall not be modified except to include a list of additional voting actions that require an affirmative vote of a Supermajority of the votes cast)

Meeting attendees shall strive to reach consensus in all matters. In case of failure to reach full and timely consensus, a vote may be conducted at the discretion of the Chair. The affirmative vote of a Supermajority of the Voting Members (whether present at the meeting or not) shall be required to approve any of the following actions:

- Amendment of governance documents (including this document)
- Removal of Activity Members or any of their representatives
- Removal of officers
- Removal of Ad Hoc chairs
- Approval of extra-fee support services or other fees

- Approval of public statements
- Request to ICCOM for termination of the Activity
- Additional actions, if any, as established by the officers

All other decisions shall require the affirmative vote of a Simple Majority of the votes cast (i.e., Approve or Do Not Approve votes, excluding abstentions.) at a meeting (including teleconferences) where quorum has been established

8. Electronic Ballots

Electronic ballots may utilize email lists, web sites, or other tools that are conveniently available to all Voting Members. The Chair shall determine the most appropriate voting method, taking into account any specific requests and proposals received from the Voting Members. Permitted voting methods include the following:

- Secret ballot, conducted by a trusted neutral person, and with only the final result and/or tally recorded.
- Openly visible voting, but with only the final result and/or tally recorded.
- Fully open voting, including a record of how each voting participant responded.

The Voting Members for an electronic ballot is determined at the time the ballot is distributed. Once an electronic ballot is distributed, all responses (votes and abstentions) must be returned within seven (7) calendar days, unless the Chair specifies a longer voting period to accommodate extra electronic discussion or other considerations. For urgent matters once sufficient response is received to clearly decide a matter, the ballot may be closed early. It must be clearly stated in the ballot announcement when the possibility of an early close exists. The electronic ballot will be considered to have failed due to lack of quorum unless a Simple Majority of the eligible Voting Members respond (including abstentions.) The electronic ballot is passed by a Simple Majority (or Supermajority depending on the action) of the Approve plus Do Not Approve votes (excluding abstentions.) The results of the electronic ballot shall be posted within one calendar day following the close of the voting period whenever possible.

9. Legal Compliance and Other Issues

9.1. Compliance With Laws

All meetings shall be conducted in compliance with all applicable laws, including antitrust and competition laws. In the course of Activity business, participants shall not engage in fixing product prices, allocating customers, dividing sales markets, or other conduct that violates antitrust or competition laws.

9.2. Discussion of Litigation, Patents, and Licensing

No discussions or other communications regarding the following topics shall occur during meetings and activities of the Membership, EC and/or Ad Hocs:

- The status or substance of ongoing or threatened litigation
- The essentiality, interpretation, or validity of patent claims
- Specific patent license terms or other intellectual property rights

9.3. Discussion of Relative Cost/Benefit Analyses

When comparing different technical approaches in meetings and activities of the Activity and Ad Hocs, participants may discuss the relative costs (in terms, for example, of percentage increases or decreases) of different proposed technical approaches in comparison with the relative technical performance increases or decreases of those proposals. The relative costs may include any potentially essential patent claims, but not the price at which compliant products may or will be sold. Technical considerations should be the main focus of discussions in the Activity and Ad Hoc activities.

10. IPR and Confidentiality Policy

The Activity is not required to follow IEEE-SA Patent Policy. All Activity deliverables shall contain the IEEE-SA approved disclaimer related to patents in ICom Activities.

The copyright for all documents or other copyrightable output of the Activity shall be held by the IEEE, in accordance with the IEEE-SA Copyright Policy as specified in Section 7 of the IEEE-SA Standards Board Bylaws.

Activity participants shall observe a rule of confidentiality during discussions of the Activity and Ad Hocs. Any information reasonably considered, or actually labeled, as being confidential shall be treated as such, including information that each representative would treat as confidential based on the principles of their associated entity.

11. Support Services and Associated Fees

The IEEE-SA will provide a basic level of support services to the Activity and its Ad Hocs, as outlined in standards.ieee.org/industryconnections, at no charge to Activity Members beyond any required fees for Corporate Membership in IEEE-SA (see §3.2). The IEEE-SA will provide a schedule of fees that must be paid by Activity Members if they wish to use additional services beyond these basic support services.

12. Activity Termination

The Activity and all of its then existing Ad Hocs may be dissolved at any time through an action of ICCOM. Upon termination, all records of the Activity, including those of its Ad Hocs, shall remain the property of and shall be returned to IEEE-SA.