

IEEE Intercloud Testbed
Industry Connections Activity Policies and Procedures
(Entity-Based)
Version 0.1, 17 October 2012

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.

1. Introduction

The purpose and proposed deliverables of the IEEE Intercloud Testbed activity 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-SASB).

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
Activity Member: A qualifying entity accepted to participate in the Activity
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 EC
Affiliation: A relationship between an individual and an entity (or entities), as defined in the IEEE-SASB Bylaws
AMR: Activity Member Representative
EC: Executive Committee
EC Member: An Activity Member admitted to the EC
ECR: Executive Committee Representative
Entity: An organization or body that qualifies as an entity for standards development purposes, as defined in the IEEE-SASB Bylaws
IAM: Initial Activity Meeting – first official meeting of the Activity, **Nov/Dec 2012**
ICAID: Industry Connections Activity Initiation Document
ICCom: Industry Connections Committee
IEEE-SA: IEEE Standards Association
IEEE-SASB: IEEE Standards Association Standards Board
Simple Majority: Greater than 50%
Supermajority: Greater than or equal to 2/3

3. Activity Member

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-SASB 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 ICCom.

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

At the Initial Activity Meeting (IAM) on **Nov/Dec 2012**, Activity Members shall be established in accordance with §4. New Activity Members may be added at any time, with the approval of a Simple Majority of the Executive Committee (EC) Members (see §5).

3.2. Advanced Corporate Membership Requirement

After completion of the first Activity Year, an entity is required to be an Advanced 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 EC Secretary (see §5.3.3), 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 EC 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 EC 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

The EC may add Activity Members at any time.

The EC 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 §5.4.

4. Initial Activity Meeting

Nov/Dec 2012 shall be the date of the Initial Activity Meeting. At a minimum, the following actions shall be taken at the IAM:

- Establishment of the Activity Member roster
- Election of EC Members
- Election of EC officers

Activity Members shall include any and all entities that have a representative in attendance at the IAM and express interest in becoming an Activity Member. 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

The Activity shall be managed by an Executive Committee (EC) consisting of three (3) CCI Members appointed by the Chair of the IEEE Cloud Computing Initiative, plus a minimum of three (3) Activity Members. At no time shall the ratio of non-CCI EC Members to Activity Members be less than 1:5. The Chair of the IEEE Cloud Computing Standards Committee shall serve as a non-voting advisor to the EC.

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 §7.3).
- Creating and revising as necessary these Activity Policies and Procedures, for approval by ICom.
- Overseeing the activities of all Ad Hoc to ensure the agreed processes are followed.
- Reviewing and approving all documents and other deliverables produced by the Activity.

5.1. EC Membership

Except for the CCI Members, EC Membership will be determined by Activity Members at the Initial Activity Meeting. Additional EC Members may be approved by the EC at any time (see §5.2). An Activity Member may fill only one of the EC seats.

Except for the CCI Members, EC Membership shall be on a renewable term basis. Terms shall be 2 years in duration, and shall be staggered to allow for the renewal or replacement of approximately 50% of the EC Members at the beginning of each

Activity Year. The end-of-term for each EC Member shall be specified at the time they become an EC Member.

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

5.2. Adding and Removing EC Members

New EC Members may be approved by the Activity Members at any time, to fill current or projected open seats in the EC. For any open seats, nominations shall be solicited from the Activity Members at least 30 days in advance of the Plenary meeting or electronic vote at which the decision will be made concerning which Activity Members will fill those seats. Nominations, including self-nominations, may be made by any Activity Member.

If the number of nominations received does not exceed the number of open seats, the nominees may be confirmed as new or renewed EC Members with the approval of a Simple Majority of the sitting EC Members at the time of the approval. If the number of nominations received exceeds the number of open seats, an election shall be conducted to select the new or renewed EC Members from the set of nominees. Each Activity Member at the time of the election may vote for as many of the nominees as there are open seats. The nominees receiving the greatest number of votes shall be selected to fill the open seats. In the event of a tie for the last of the open seat(s), a runoff vote shall be conducted to fill the remaining seat(s) from the tied nominees.

At or before the final EC meeting of each Activity Year, the Activity Members shall select new EC Members and/or renew existing EC Members to refill the seats that will be left open by the expiration of the terms of existing EC Members. The process for nominating and selecting Activity Members to fill these projected open seats shall be as described above in this section, §5.2.

The EC may consider the removal of an EC Member at any time. The process to be followed in such a situation is specified in §5.4.

5.3. EC Officers

Three EC officers shall be elected from among the CCI Members and the listed representatives of the EC Members: EC Chair, EC Vice-Chair and EC Secretary. A fourth position, EC Treasurer, shall be also elected if the Activity has qualifying financial transactions (collection of dues, meeting participation fees, etc.) The EC Chair, EC Vice-Chair, EC Secretary and EC Treasurer shall be representatives of separate EC Members, except in the following permitted cases. It is permitted to

have one person fill both the EC Vice-Chair and EC Secretary roles, and in the absence of a separate EC Secretary, the EC Vice-Chair shall be responsible for performing all the duties of the EC Secretary. It is permitted to have one person fill both the EC Secretary and EC Treasurer roles, and in the absence of a separate EC Treasurer, the EC Secretary shall be responsible for performing all the duties of the EC Treasurer.

The EC officers shall be selected annually at the first EC meeting of each Activity Year, or as soon as practical thereafter. EC 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.

5.3.1. Selection of EC Officers

An ICom member or other representative of ICom shall preside over the annual EC officer selection process. The officers shall be selected in order: first the EC Chair, then the EC Vice-Chair, then the EC Secretary and finally, the EC Treasurer (if required). For each office, nominations (including self-nominations) shall be accepted from any representative of an EC 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 EC Members. If there are multiple nominees for an office, an election shall be conducted to select the officer from the set of nominees. Each EC 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.

5.3.2. Replacement of EC Officers

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

An EC officer may also be considered for removal from office at any time. The process to be followed in such a situation is specified in §5.4.

As soon as practical after an EC office becomes vacant, a replacement officer shall be selected from among the listed representatives of the EC Members, using the EC officer selection process described above (see §5.3.1).

5.3.3. Responsibilities of EC Officers

The EC Chair is responsible for presiding over all Plenary meetings and EC meetings of the Activity, and for ensuring that the Activity and the EC operate in accordance with the policies and procedures outlined in this document. The EC Chair shall supervise and manage the affairs of the EC, and drive its business in fulfillment of the Activity's purpose, as specified in the ICAID. The EC 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 EC Chair, or in the event of his/her inability or refusal to act, the EC Vice-Chair shall be responsible for performing all the duties of the EC Chair.

The EC Secretary is responsible for ensuring that a record is made of the minutes of all Plenary and EC meetings. The EC Secretary is also responsible for maintaining the records of the Activity and the EC, in electronic form or otherwise, at a place that is accessible to all ECRs, 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 the name and contact information of its contact person and its list of representatives.
- A list of the current EC Members, that includes for each EC Member the name of its ECR and its end-of-term date.
- A record of the minutes of all Plenary and EC 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 EC and Plenary 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 EC 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.

5.4. 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 EC Member or any of its representatives, an EC officer, or an Ad Hoc officer. Upon approval of a Supermajority of the EC Members, notification shall first be issued to the person, EC Member 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 EC. After review of any written response and additional information obtained from the optional hearing, the EC shall vote on the removal action. If an approval of a Supermajority of the EC 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 Supermajority of the EC 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 Supermajority of the EC Members.

6.1. Ad Hoc Officers

Each Ad Hoc shall have two officers, consisting of a Chair and a Vice-Chair, selected by the EC 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.

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 EC 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 EC. The EC 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 EC Members, the completed deliverable may be released to others both within and outside of the Activity, in accordance with the roadmap developed by the EC. If a deliverable is not approved by the EC, it may be returned to the Ad Hoc to continue the deliverable development process.

6.4. Ad Hoc Termination

Unless extended by the EC, 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 Supermajority of the EC Members. Upon termination, all records of the Ad Hoc shall remain the property of and be returned to the EC.

7. Meetings

EC meetings (consisting of EC Members) and Plenary meetings (consisting of all Activity Members) shall be held as decided by the EC 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. EC Meeting Quorum and Voting Privileges

EC meetings shall be meetings of all EC Members. The set of eligible voters shall be the complete set of CCI Members and ECRs (as defined in §5.1) from all of the EC Members, regardless of past meeting attendance. A quorum of a Simple Majority of the EC Members is required before business may be conducted at an EC meeting.

7.2. Plenary Meeting Quorum and Voting Privileges

Plenary meetings shall be meetings of all Activity Members. The set of eligible voters shall be the complete set of AMRs (as defined in §3.5) from all of the Activity Members, regardless of past meeting attendance. A quorum of a Simple Majority of the AMRs is required before business may be conducted at a meeting.

7.3. Guest Entity

At the discretion of the EC 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 EC 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.

7.4. 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 EC Chair shall have the authority to declare what period of time is reasonable.

For both Plenary and EC meetings, the Chair and Secretary shall be the EC Chair and EC Secretary, respectively. A record shall be made of the minutes of all meetings. At the request of the EC Secretary or in the event of the EC Secretary's absence, the EC Chair may ask at the beginning of a meeting for a volunteer to record the minutes. Alternatively, with the approval of the EC, 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 EC 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.

Proxies are permitted to vote on behalf of eligible voters that are otherwise unable to attend a meeting. Eligible voters 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 eligible voter at the meeting. Proxies must be announced by the applicable eligible voter in writing to the EC 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.

7.5. EC Meeting Decisions

EC 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 EC Chair. The affirmative vote of a Supermajority of the entire EC (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 EC Members
- Removal of EC officers
- Creation and termination of Ad Hoc
- Approval and/or amendment of Ad Hoc purpose statements
- 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 EC

All other EC decisions shall require the affirmative vote of a Simple Majority of the meeting attendees.

8. Electronic Ballots

Electronic ballots may utilize email lists, web sites, or other tools that are conveniently available to all eligible voters. The EC 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, but with only the final result and/or tally recorded.
- Fully open voting, including a record of how each voting participant responded.

The set of eligible voters 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 EC Chair specifies a longer voting period to accommodate extra electronic discussion or other considerations. The electronic ballot will be considered to have failed due to lack of quorum unless a Simple Majority of the eligible voters respond. 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 EC, Plenary and/or Ad Hoc:

- 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 EC, Plenary and Ad Hoc, 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 EC, Plenary and Ad Hoc technical activities.

10. IPR and Confidentiality Policy

All Activity Members and their representatives shall be familiar with the IEEE Patent Policy as specified in Section 6 of the IEEE-SA Standards Board Bylaws. In the event that an Activity Member (including any of its representatives) becomes aware of a holder of any Patent claims that are potentially essential to the proposed deliverables of this Activity, it is the responsibility of the Activity Member to advise the EC of this situation.

The copyright for all documents or other copyrightable output of the Activity shall be held by the IEEE, in accordance with the IEEE Copyright Policy as specified in Section 6.3 of the IEEE Policies.

Activity participants shall observe a rule of confidentiality during discussions of the EC, Plenary and Ad Hoc. 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 EC, Plenary and Ad Hoc, as outlined in standards.ieee.org/industryconnections, at no charge to Activity Members beyond any required fees for Advanced 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, the EC 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 the EC and its Ad Hocs, shall remain the property of and shall be returned to IEEE-SA.