

SystemC Working Group Procedures and Policies

1. Preface

In today's technological environment, standards play a critical role in product development and market share. Responsibility for how a standard evolves begins in the working group. Every contribution, behavior, and action has both a contributory and a potential legal consequence. These procedures help protect working group members and the IEEE.

These are operating procedures that outline the orderly transaction of business by the SystemC Working Group (SC-WG). The working group may amend these procedures with the approval of the IEEE DASC and the IEEE-SA Corporate Advisory Group (CAG) coordinating committee (the Sponsor coordinating committee).

2. Hierarchy

Several documents take precedence over these procedures in the following order:

- New York State Not-for-Profit 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 CAG Sponsor Operating Procedures

IEEE Robert's Rules of Order (Revised) shall be followed for parliamentary matters not discussed in this document or in superior documents.

3. Fundamental principles of operation

For the development of standards, openness and due process must apply, which means that any entity with a direct and material interest has a right to participate by:

- 1) Expressing a position and its basis,
- 2) Having that position considered, and
- 3) Appealing if adversely affected.

Due process allows for equity and fair play. In addition to openness, due process requires balance, i.e., the standards development process should have a balance of interests and shall not be dominated by any single interest category. Due process also requires a consensus of those parties interested in the project. Consensus is defined as a majority agreement, but not unanimity.

4. Legal accountability

The working group will abide by all intellectual property policies of the IEEE, including those for patents, trademarks, and copyright. The working group chair shall review the IEEE patent policy at the start of each meeting. The working group shall require assurance from patent holders in the form of subclause 6(a) of the IEEE-SA Standards Board Bylaws. The working group is obligated to avoid discussions that could result in an antitrust action. If health, safety and environmental issues are raised in the standards document developed by the working group, the chair will inform IEEE Standards staff to ensure that the appropriate legal review of these clauses is fulfilled.

5. Working Group Responsibilities

The working group shall

- a) Develop a proposed IEEE Standard within the scope of the Project Authorization Request (Assigned PARs)
- b) Provide the Sponsor with a business rationale for the development of the standards
- c) Work towards the goal of completing the projects within 18–24 months (from PAR approval to IEEE-SA Standards Board approval)
- d) Submit documentation required by the Sponsor, for example, a project schedule or a monthly status report
- e) Schedule meetings (in person or electronic) at least six times a year, based on an agenda distributed at least two weeks prior to the meeting
- f) Obtain funding as needed to cover dedicated support to expedite the standards development process
- g) Use the IEEE FrameMaker™ document templates.
- h) Include the Sponsor coordinating committee on distribution of the standard as it is developed and when it is ready to begin IEEE Standards Sponsor ballot

6. Officers

There shall be a Chair, a Vice-Chair, and a Secretary. The Chair and Vice-Chair shall be IEEE members of any grade, individual IEEE-SA members, and must also be a Designated Representative (DR) of an entity that is a corporate IEEE-SA member. The Secretary must be a DR of an entity that is a corporate IEEE-SA member. The Chair, for organizational purposes, will work with the Sponsor to submit PAR forms to the New Standards Committee (NesCom).

The Sponsor coordinating committee shall appoint the interim Chair and Vice-Chair of the working group. At the first organizational meeting, the WG shall elect its operating officers in accordance with 6.1, and, where necessary, Robert's Rules of Order. The term of service for each of the elected officers is two years. Any one person may not hold the same office for more than a maximum of three consecutive terms.

6.1 Election of Officers

The Chair shall appoint a Returning Officer to conduct an election of officers. The Returning Officer shall not be a nominee in the election and shall not vote in the election.

An election will seek to fill offices that are either vacant, have an official in temporary appointment, or when the term of office has expired.

The members shall nominate to the Returning Officer one or more members for each office to be filled at the election. Nominees shall be eligible to hold the office for which they are elected. A member shall be nominated for no more than one office. The response period for nominations shall be at least 14 calendar days. If no nomination is received for an office, a temporary appointment shall be made in accordance with 6.2.

The Returning Officer shall conduct the election by letter or electronic ballot. Voting will conclude after 14 calendar days. Voting shall be by "approval", whereby each balloter may cast one approval vote for each of any number of nominees for an office. The nominee with the greatest number of approval votes shall win the election.

Election of the Chair and Vice-Chair shall be confirmed by the Sponsor Coordinating Committee. If the Sponsor Coordinating Committee fails to confirm election of the Chair or Vice-Chair, the Returning Officer shall conduct a fresh election for the office not confirmed.

6.2 Temporary Appointments to Vacancies

If an office becomes vacant due to resignation, removal, lack of nomination at an election or for another reason, a temporary appointment shall be made for a period of up to six months. In the case of Chair or Vice-Chair, the temporary appointment shall be made by the Sponsor Coordinating Committee, with input from the working group. In the case of Secretary, the temporary appointment shall be made by the Chair. An election for the vacated office shall be conducted at the earliest practical time.

6.3 Chair

The Chair shall

- a) Institute a "Call for Participation" to the IEEE-SA corporate and organizational membership upon initiation of the project
- b) "Call for Patents" at each meeting
- c) Solicit "letters of assurance" from patent holders
- d) Ensure coordination with Societies as appropriate
- e) Regularly attend WG meetings (including face-to-face, teleconference, or other electronic means)
- f) Notify Sponsor when document is ready for balloting
- g) Achieve ballot resolution

The Chair also shall:

- a) Be objective
- b) Entertain motions, but not make motions
- c) Not bias discussions
- d) Delegate necessary functions
- e) Ensure that all parties have the opportunity to express their views
- f) Set goals and deadlines

- g) Be knowledgeable in IEEE standards processes and parliamentary procedures and ensure that the processes and procedures are followed
- h) Seek consensus of the WG as a means of resolving all issues

6.4 Vice-Chair

The Vice-Chair shall carry out the Chair's duties if the Chair is temporarily unable to do so or chooses to recuse him- or herself (e.g., to give a technical opinion).

6.5 Secretary

The Secretary shall:

- a) Distribute the agendas
- b) Record and have published minutes of each meeting
- c) Maintain the membership roster
- d) Schedule meetings in coordination with Chair
- e) Be responsible for the management and distribution of WG documentation
- f) Maintain list of unresolved issues, action items, and assignments
- g) Maintain a budget and control all funds into and out of the WG's bank account

7. WG membership

WG membership is by entity. To be eligible to vote in the working group an entity must be a corporate member of IEEE-SA. An entity shall have one Designated Representative (DR) and may have more than one alternate (DRA) participating in the WG. The Primary Representative of the entity determines the DR/DRA for the WG. The assignment of a DR/DRA can change throughout the life of the WG. It is the entity's responsibility to notify the Secretary of changes to the DR/DRA assignment.

Only the DR is eligible to vote on behalf of the entity for all WG matters. If the DR is unable to vote at a meeting, one DRA will be recognized at the start of the meeting to vote on the DR's behalf. Membership shall give the DR the right to vote on all WG matters.

Each DR/DRA can vote for only one member of the working group; no one representative can represent the interests of more than one member of the working group except for a temporary proxy vote.

Membership and voting privileges shall be granted automatically during the first three initial meetings of the working group to those entities attending any of the first three initial WG meetings. Thereafter, membership and voting privileges shall be granted to the entity after the entity attends two consecutive meetings of the WG.

The entity (member), through its DR or DRA, is expected to attend meetings as required by the procedures established by the WG. The Secretary records attendance for members 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 also be permitted.

After the three initial meetings of the WG, a member must attend two out of the last three regularly scheduled meetings to remain a voting member of the working group. A member will also lose its membership if the member does not participate in 80% of the letter or electronic ballots conducted by the working group in the last three months.

The Chair shall notify, in writing, a member that has lost its voting privileges. A member who has lost its voting privileges shall have its voting privileges reinstated by attendance at two consecutive meetings of the working group. All voting privileges and rights shall be restored after attending the second consecutive meeting.

Observers shall be permitted to participate in working group meetings and email discussions.

The entity member is to ensure that their DR/DRA have a material knowledge of the project scope.

The WG may from time to time form subgroups for the conduct of its business and determine the eligibility of WG members and observers to vote on questions within such subgroups. Any resolution of a subgroup shall be subject to confirmation by the WG.

8. WG Membership Roster

The Secretary shall maintain a current and accurate roster for the working group and shall distribute it to the members upon request or at least annually. All changes to the roster shall be forwarded to the Chair immediately. The roster shall include the following:

- 1) Title of the Sponsor and its designation
- 2) Officers--Chair, Vice-Chair, Secretary
- 3) Standards Staff Liaison (if applicable)
- 4) Members
 - a. Entity name
 - b. Designated Representative (indicated by "DR") and entity address
 - c. Alternate(s) (indicated by "DRA") and entity address (es)

9. Voting

The working group may conduct a vote by letter or electronic ballot at the discretion of the Chair. The response period for a letter or electronic ballot will be at least 14 days. The Chair will publish the results of a letter or electronic ballot within 7 days of the vote conclusion, including the balloting position of each voting member who voted in the ballot. Unless otherwise required, a letter or electronic ballot requires at least a 50% return of the members to be valid.

Approval of an action requires an approval vote from a majority of those votes cast from those entitled to vote at the time of a vote (either at a meeting or by electronic ballot), provided a quorum is present. Those able to vote shall be official members of the working group. Notification of the potential for action shall be included on any distributed agendas for meetings.

These actions include

- 1) Adoption of WG procedures, interest categories, or revisions of interest categories
- 2) Approval of minutes
- 3) Approval of WG Officers

9.1 Actions Requiring Approval by Two-Thirds of the Voting WG Membership

The following actions require an electronic ballot or an equivalent formal recorded vote with approval by at least two-thirds of the voting members of the WG, excluding abstentions (provided that notification of the action has been included on the distributed agenda for the meeting)

- 1) Approval of change of the WG scope
- 2) Approval of termination of the WG (subject to approval by the Sponsor coordinating committee)
- 3) Establishment of fees
- 4) Approval of revised WG procedures
- 5) Removal of a WG officer
- 6) Approval to move the draft standards project to IEEE Standards Sponsor ballot

9.2 Proxy voting

Proxy voting is allowed in the working group. All proxies must be approved by the working group chair prior to the meeting or time period in which the proxy is to be in effect. Proxy voting must be determined for finite time periods and may be renewed if necessary. Any proxy voters must be announced to the working group prior to the period in which the proxy is to be in effect.

10. Meetings

Working Group meetings shall be held, as decided by the working group, the Chair, or by petition of 15% or more of the members, to conduct business, such as making assignments, receiving reports of work, considering draft standards, and considering views and objections from any source.

A meeting shall be announced 30 days in advance to all members and observers. An agenda shall be distributed at least 14 days in advance of a meeting.

The working group may charge a meeting fee to cover services needed for the conduct of the meeting. The fee shall not be used to restrict participation by any interested parties.

11. Quorum

A WG quorum must be identified before the initiation of a WG meeting. A quorum shall be defined as 50% of the WG membership eligible to vote (i.e., the DR or DRA of each such entity), including those present using teleconferencing facilities. A WG vote requires the presence of a quorum.

12. Communications

Inquiries relating to the working group should be directed to the Chair, and all members should so inform the individuals who raised such questions. All replies to such inquiries shall be made through the Chair.