

# GridWise Architecture Council Bylaws

*Containing Amendments A & B*

## **GridWise Architecture Council Bylaws**

This document describes the roles, responsibilities, policies and procedures that govern the operation of the GridWise Architecture Council (GWAC). It is consistent with the framework of the Terms of Reference, which provides the high level perspective of mission, purpose, and organization.

The intention of this document is to remain stable, requiring little alteration over time. Operation material, such as may describe active task forces, liaisons with other organizations, as well as the personnel involved in the GWAC operations, shall be publicly available in companion documents.

### **1 Roles and Responsibilities**

The GWAC is organized on the principle of balance of representation across multiple industry segments related to electric energy and the technology necessary to effectively manage it. The design of the organization enables it to carry out its mission effectively, to be credible and respected throughout the GridWise stakeholder community, and to contribute overarching technical guidance to the GridWise vision.

The 13 members include a Chair and 12 members, purposefully selected to represent a spectrum of industry expertise relevant to GridWise. The ex-officio members include an administrator and support staff, meeting facilitators, and liaisons to other relevant industry or standards organizations.

#### **1.1.1 Members**

Members serve as individuals and not as representatives of any company, agency, or other organization. Members owe no fiduciary duty of loyalty or care to the Council. The highest concern of a member in any deliberation is the impact of a decision on the public interest and on economic and operational security. All other interests or positions held by a member must be secondary to this.

Members are selected according to the procedures defined in the section, *Member Selection*, below. Roughly half of the members are appointed each year for a 2 year term. The membership selection process occurs annually with renewed membership targeted to be in place by January 1. A member starting before July 1 is deemed to have a term starting at January 1 of that year. A member starting on or after July 1 is deemed to have a term starting January 1 of the following year. Member terms expire on 31 December of their second year. No new members will be selected during the initial period of the Council ending December 31, 2006, unless required to fill mid-term vacancies. Several of the first group of members may be requested to extend their initial term by one year as necessary to stagger renewal of the Council.

There is no limit to the number of terms that a member may serve. As a guideline, roughly one quarter of the membership shall be made up of new members each year, either by attrition or as members are reviewed at the end of their terms. Mid-term vacancies are filled as defined below and do not affect the Council's power to take decisions. A member may relinquish membership voluntarily, or be subject to replacement. Grounds for a vote to remove a member may arise from a conflict of interest impropriety, as discussed in the first paragraph of this section and the section *Conflict of Interest*, or from a meeting attendance issue as specified in the section *Attendance*. Upon loss of a member, a replacement must be chosen by selection at the

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earliest reasonable opportunity, though timing for the selection process should favor alignment with the end of term selection period. Should a member change employer affiliation, the member is to renew the commitment for participation from the new organization.

All members who leave the Council in good standing become members emeritus. A member emeritus is an ex-officio member (see *Ex-Officio Participation* below) with an open invitation to attend Council meetings, and upon request, receives periodic updates on Council activities.

### **1.1.2 Chair**

A member of the GWAC is selected as Chair to preside over meetings and act as a lead spokesperson for the GWAC between meetings (all duties normally associated with such a role). The Chair shall be the primary point of contact for coordination with the GWAC administrator for the arrangement of meetings and planning of activities. The Chair is selected from the membership ranks according to the procedures defined in the section, *Chair Selection*, below.

The term of the Chair shall be one year, with no restriction on renewal. The Chair may be removed at any time by a decision making vote of the members of the GWAC as described in the section, *Meetings and Decision Making*, or as a result of his or her departure from the GWAC.

### **1.1.3 Ex-Officio Participation**

The GWAC recognizes individuals to fill ex-officio positions for participation in GWAC discussions. Ex-officio members attend GWAC meetings upon invitation. Ex-officio members have no standing to participate in GWAC decisions but are expected to participate in GWAC discussions as appropriate to their roles. However, if an ex-officio position is held by a GWAC member, that person does not thereby lose his or her standing to participate in GWAC decisions.

The DOE Office of Electricity Transmission and Distribution (OETD) GridWise Program Director is an ex-officio member of the GWAC; he or she may delegate this role to another person working on behalf of the DOE GridWise Program. The GWAC Administrator is also an ex-officio member of the GWAC. Liaisons between other organizations are ex-officio members, though such positions can be filled by GWAC members.

Vacancies in the ex-officio positions do not affect the GWAC's power to take decisions.

### **1.1.4 Liaisons**

A liaison serves a coordination and communication role between the GWAC and outside organizations. Liaisons represent the interests of their respective outside organizations to the GWAC and reciprocally are expected to represent the activities and decisions of the GWAC back to their organizations. Liaisons are ex-officio positions within the GWAC. People holding liaison positions are nominated and so recognized by a vote of the GWAC.

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### **1.1.5 Administrator and Support Resources**

The administrator manages the internal operation of the GWAC, including the human and financial resources in support of GWAC directed activities. This includes meeting arrangements, interactions with other organizations, and research and analysis activities that may be assigned by the GWAC. The administrator is appointed by the DOE, which provides the financial support for this function. The administrator is an ex-officio member of the GWAC.

## **2 Points of Principle**

This section describes points of principle to provide a framework for ensuring credibility, legality, and integrity.

### **2.1.1 Consensus**

Consensus is a core value of the GWAC. To promote consensus, the GWAC process requires the Chair to ensure that the group considers all legitimate views, proposals, and objections, and endeavors to reconcile them. Where unanimity is not possible, the GWAC strives to make decisions that are supported by the available evidence, and to document opposing views or abstentions.

### **2.1.2 Conflict of Interest**

Given DOE's support for the GWAC, conflict of interest questions may arise when considering member involvement in a DOE solicitation for work or from the involvement of a member affiliated organization in such a solicitation. The perception by others of a conflict of interest can be as problematic as any legal impropriety. GWAC members need to be sensitive to conflict of interest issues; however, being a member of the GWAC should not disadvantage an individual or their affiliated organizations.

Members of the GWAC and their affiliated organizations should be able to respond to DOE solicitations, including solicitations that may be prepared as a result of input from the GWAC, as long as two areas are carefully addressed in any contracted work: 1. true or perceived favoritism or advantage in the process, and 2. influence involving review of one's own or affiliated submissions.

If DOE requests the GWAC to review a draft solicitation, members who feel they or their organizations may want to respond to this solicitation should recuse themselves from the review to avoid creating a favored position by obtaining the solicitation material early. In another situation, the GWAC may request work (analysis, conceptual proposals) that may be funded by DOE as part of this effort. As long as the request for proposal or the statement of work is managed by the GWAC administrator and the real or perceived impression of undue influence by any particular member is avoided, then members and their affiliated companies should be able to respond to the work.

Members are to anticipate any situation in which a conflict of interest may arise and bring these concerns before the GWAC and GWAC administrator.

### **2.1.3 Intellectual Property**

The GWAC promotes an open working environment. Whenever possible, technical decisions should be made unencumbered by intellectual property right claims.

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The GWAC produces work on a royalty-free basis, and is thus obliged to produce deliverables which rely only on intellectual property available on a royalty-free basis.

Proprietary information shall not be disclosed by any participant during any meeting of the GWAC or its subgroups. In addition, no information of a secret or proprietary nature shall be made available to the GWAC as official documents, and no such documents (or documents marked as such) shall be made AC official documents or forwarded to the membership.

All proprietary information which may nonetheless be publicly disclosed by any participant during any meeting of the GWAC or its subgroups shall be deemed to have been disclosed on a non-confidential basis, without any restrictions on use by anyone, except that no valid copyright or patent right shall be deemed to have been waived by such disclosure.

### **2.1.4 Out of Scope**

The GWAC is not a standards developing organization and does not intend to develop or publish standards. Similarly, the GWAC does not design any technologies that may be suggested in GWAC deliverables.

## **3 Policies and Procedures**

The GWAC shall operate according to the following policies and procedures.

### **3.1.1 Meetings and Decision Making**

GWAC meetings and decision making shall be presided over by the Chair, or another appointed representative of the GWAC. Formal discussion and decision-making procedure shall follow Robert's Rules of Order. The start of every meeting shall review the intellectual property disclosure policy (see Section *Intellectual Property*).

Meetings of the GWAC shall be announced with adequate time for arrangements and preparation. There shall be at least two meetings of the GWAC in any calendar year. There is no upper limit on the number of meetings.

Minutes of meetings shall be distributed to the GWAC members for comment and revised accordingly prior to becoming publicly available.

The GWAC may make decisions and take action if at least seven full members concur and there are no more than three dissents.

The GWAC may reach decisions by face to face meeting, teleconference, electronic communication, or any combination of the above.

Updates to these bylaws shall be so enacted through this process.

### **3.1.2 Member Selection**

When one or more seats become open on the Council, the Chair requests that the administrator launch a call for candidates, indicating the number of member seats to be filled and providing guidance on specific candidate attributes which may be needed to fulfill Council requirements for skills, experience, and cross-industry representation. The response to the call for candidates is open to anyone (including Council member incumbents whose terms are expiring as well members emeritus) for submission of a

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candidate recommendation. Incumbents must notify the nominations committee if they do not wish to be nominated.

The administrator forms a nominations committee of 5 individuals including at least 2 Council members whose terms are not expiring. The proposed nominations committee is subject to approval by the Council members. The nominations committee verifies the eligibility of candidates, including their ability to fulfill the requirements of the open seats and their commitment to Council member duties.

The nominations committee selects a slate of candidates from the pool of eligible candidates corresponding to the requirements for vacant seats. The proposed slate is defended by the nominations committee before a confirmation committee composed of the sitting Council members and the DOE OEDER GridWise program director or his/her designee. The confirmation committee votes to accept or reject the slate. Cause for rejection shall be clearly stated so that the nominations committee may propose a new slate or a partial slate that better addresses the stated concerns. Should seats remain open at the end of the process, the Chair may give guidance to the administrator to initiate another call for candidates.

### **3.1.3 Chair Selection**

The Chair is selected from the ranks of GWAC membership and confirmed by the DOE OETD GridWise program director. The GWAC administrator initiates the selection with a call for Chairperson nominations. This call for nominations may be issued up to three months prior to any expected vacancy in the Chair position. Candidates must be nominated by two members prior to the vote for Chair.

The GWAC recommendation for Chair will be submitted to the DOE for confirmation. In the event that the DOE OETD GridWise program director does not confirm the recommended Chair, the DOE OETD GridWise program director must provide clear reasons for the rejection to the GWAC and allow the GWAC to submit another recommendation for Chair.

In the event that consensus cannot be reached (see *Meetings and Decision Making* above), the DOE OETD GridWise program director will select a Chair from the nominated candidates.

### **3.1.4 Attendance**

Every member must make a concerted effort to attend all meetings (face to face meetings and teleconferences). Missing two out of four consecutive meetings is grounds for a vote to remove membership from the GWAC.

A proxy may be put forth should a member be unable to attend. The member in question is responsible to see that the proxy is informed of the present state of the GWAC business. The proxy is an ex-officio member during the meeting, representing the same industry segment and skill base as the member he substitutes. Attendance by a proxy does not constitute attendance by the member.

### **3.1.5 Openness & Confidentiality**

The GWAC publishes minutes of all its meetings on the Internet. GWAC meetings are open to outside attendance upon request. The Chair may, upon informing the members, exclude invited participants, liaison and ex-officio members from discussions as required by the personnel, legal, or financial nature of the matter.

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All GWAC deliverables are published on the Internet, with copies distributed to the DOE.

### **3.1.6 Subgroups**

The Architecture Council may delegate some of its responsibilities to subgroups to address procedural issues or technology-related topics.

These bodies will elect a Chair responsible for organizing their meetings. They will operate autonomously to achieve their stated goals. They have less restrictive membership criteria than the GWAC; it is not necessary to be a voting member of the GWAC in order to be a voting member of one of its subgroups. GWAC subgroups may be formed in collaboration with outside stakeholder groups and in cooperation with liaisons to the GWAC.

The Chair of a subgroup shall prepare a report on the status, plans, and schedule of the subgroup for every face to face meeting of the GWAC and as called upon in electronic conference sessions.

## **4 Acknowledgement**

Funding for the GWAC support function including meeting arrangements, related research and analysis, as well as the GWAC administration and facilitation staff is currently provided by the United States Department of Energy.

## **5 Revision History**

7 May 07, Amendments A&B incorporated

5 Dec 05, Amendment B "Member Renewal" approved

5 Dec 05, Amendment A "Member Emeritus" approved

12 Dec 04, Incorporation of approved name change (Architecture Board changed to Architecture Council) as per decision in 10 Dec 04 meeting.

4 Oct 04, Approved