# Policies and Procedures
# of the Industry IoT Consortium

**Revised 13 August 2021**

This document (the "Policies and Procedures of the IIC") sets forth the rules and policies governing the operation of the Industry IoT Consortium ("IIC"), its Steering Committee ("Steering Committee") and its Working Groups ("Working Groups"). These policies and procedures may change by vote of the Steering Committee as the IIC's and its Working Groups' needs and purposes change.

**Contents**

## 1  Policies and Procedures of the IIC Steering Committee

The Steering Committee has the following seats, each of which (except the Executive Director) is affiliated with an Industry IoT Consortium Member:

*Five founder seats* are permanent and assigned to the five founding Members as long as they remain in good standing.  When a Founding member withdraws, is no longer in good standing, or drops to a lower category of membership, a newly created Contributing membership seat replaces the original Founding membership seat.  No new Founding membership seats are ever created.  The newly created Contributing member seats to replace each Founding member seat does not count against the seats for Contributing members calculated based on the membership size.

*In addition, up to four seats for* Contributing Members, one such seat for every 100 overall Members of the IIC, up to 400 overall Members in all classes of membership.  Only Founding Members and Contributing Members may nominate and vote for the Contributing Member candidates, which elections take place annually each April (or as soon thereafter as feasible). These elected seats have a four-year term.

*Two seats for large industry Members,* nominated and filled by annual vote of the general membership of the respective level.  These elected seats have a one-year term.

*One seat for small industry (or start-up) Members*, nominated and filled by annual vote of the general membership of the respective level. These elected seats have a one-year term.

*One seat for Members from academia or nonprofit organizations*, nominated and filled by annual vote of the general membership of the respective level. These elected seats have a one-year term.

*The Executive Director*, serving *ex officio*.

## 1.1 Steering Committee Responsibilities

The role of the Steering Committee includes (but is not limited to) fiscal oversight, setting up subgroups as appropriate, including but not limited to research selection, testbed creation and defining standards requirements and priorities.  The Steering Committee will function like a Board, will take such actions and establish such rules and policies as it deems appropriate, and will create Working Groups that:

- Consider research proposals and grant funding from government funds.
- Prioritize and develop requirements for standards to run through OMG (or other standards organizations).
- Make decisions on publications (white papers, etc.).
- Define and manage the rules.
- Other items as required.

The Steering Committee will meet at such times as agreed upon by those holding seats, who may participate in meetings by conference telephone or similar means.

## 1.2 Steering Committee Seat Assignment and Attendance Requirements

The Industry IoT Consortium Steering Committee seats are assigned to an individual, not to the Member. There may be no more than one Steering Committee member from any particular Member. Founding Members automatically receive one (1) Steering Committee seat. A Steering Committee member may relinquish that membership voluntarily, or may place that membership at risk through inactivity. Specifically, failure to attend or appoint a delegate to attend two consecutive Steering Committee meetings places a member on probation. Attendance by the Steering Committee member or appointed delegate at the next Steering Committee meeting is mandatory or dismissal from the Steering Committee will result. Vacant Steering Committee seats are filled, at the earliest reasonable opportunity, by (i) appointment by the founding Members, if the vacancy is of a founding Member's seat, and (ii) by election, for all other vacancies.

## 1.3  Role of the Steering Committee Executive Director

The Executive Director of the IIC ("Executive Director") is an *ex officio* member of the Steering Committee and responsible for facilitating its meetings and actions, including ensuring the following:

- Meetings are scheduled in accordance with the applicable rules.
- Meetings are announced and the agenda is published at least two weeks prior to each meeting.
- Note is taken of which Steering Committee Members are represented at each meeting.
- A record is kept of all email discussions on matters under vote.

## 1.4 Election Process

Election for IIC Steering Committee elected seats is by Single Transferable Vote (STV) (see http://www.electoral-reform.org.uk/single-transferable-vote) of IIC Members eligible to vote. When a special election is held to fill an elected seat vacated before the regularly scheduled elections, the newly-elected Steering Committee member shall occupy that seat for the balance of that original term. Should a single election for several seats of different remaining terms take place, the STV vote transferring process will be used to fill the seats in order, longest term first.

Candidates for the one-year IIC Steering Committee elected seats require two nominations emailed to the person identified by the Executive Director to oversee the election process (the "Election Chair"). Representatives from a single Member may nominate at most four candidates. The nomination period is thirty days from the announcement by the Election Chair that nominations may be submitted until the closing date for nominations. During the nomination period, candidates are encouraged to submit a position statement to the Election Chair. The position statement should describe the candidate's background and goals for participation on the Steering Committee. Candidates must acknowledge that their companies have allowed them to allocate the time necessary to perform the duties of a Steering Committee member. The acknowledgement is authored by the candidate and commonly appears at the end of the candidate's position statement. Candidates, nominators and Voting Representatives must be representatives of Members.

If, at the nominations closing date, there are no more candidates than elected seats available, all the candidates are deemed elected unopposed, and no election is held. If there are both full- and partial-term seats in an unopposed election, but more candidates than full-term seats, lots will be drawn (in a manner determined by the Executive Director) to determine which candidates are assigned the full-term seats.

## 2  Policies of the IIC Working Groups

### 2.1 Establishment, Purpose and Responsibilities of the IIC Working Groups

The Working Groups are established or dissolved by majority vote of the Steering Committee. Any IIC Member can propose (verbally or in writing) a new Working Group with name, charter, and organizing chair or co-chairs, for vote by the Steering Committee.

The voting and structure of the Working Groups and their Task Groups is designed to ensure that all Members and their Representatives may participate in this process. Working Group activities may include, but are not limited to:
• Development of technical and security roadmaps
• Consideration of research proposals and grant funding from government funds
• Prioritization and development of requirements for standards to run through standards organizations
• Development of content (white papers, etc.) to enable more widespread adoption of the Industrial Internet
• Rules definition and management
• Setting up Task Groups, as appropriate
• Other items as required

## 2.2 Policies of the Working Groups

This section describes the common policies for every Working Group. Policy extensions to cover unique circumstances of any individual Working Group may be adopted by the Steering Committee, or adopted by the Working Group with the approval of the Steering Committee, from time to time.

### 2.2.1      Composition of a Working Group

A Working Group is composed of Member Representatives, one of whom (or an IIC employee) is the Chair.  Initial organizing Chairs will be named by the Steering Committee when the Working Group is created and ratified.  The Working Group can elect a new Chair or co-Chairs via majority vote at any time.

All Members may send any number of Representatives to any Working Group meeting.

### 2.2.2      Working Group Attendance Requirements

There are no attendance requirements for Working Groups.  Quorum for voting is five Members for the first three meetings and half the sum of the Members present at the previous three meetings for the fourth and subsequent meetings. Working Group meetings take place as conference calls/e-meetings and at IIC quarterly meetings.

### 2.2.3      Working Group Meetings

Except as set forth in this document, Working Group meetings shall be conducted by the Chair or another appointed representative under the general guidance of Robert's Rules of Order.

All face-to-face meetings will be announced at least four weeks in advance to the entire IIC Membership. These meetings shall occur four times per year unless otherwise notified by the Working Group Chair.  All meetings held by conference call or e-meeting shall be announced at least two weeks in advance to the entire IIC Membership.

The upcoming agenda and the minutes of the previous Working Group meeting shall be distributed at least one week before the next meeting.  The content of the agenda for a meeting is managed solely by the Chair.

Only IIC Member Representatives, IIC and OMG staff members ("IIC Staff") and Invited Guests may attend meetings.  Invited Guests must be invited by one Member in good standing or by the IIC Staff.

### 2.2.4        Voting Process of Working Groups

Voting is limited to Working Group Members in good standing on the date the poll was initiated. If a Member loses its voting status before an electronic poll has completed, and if that Member has already voted, the vote stands; if that Member has not voted, then a vote of Abstain is entered instead.

Each Member has one vote.  Each Member eligible to cast a vote in a Working Group may deposit with IIC staff (and shall do so, if specifically requested by IIC staff) a letter signed by an authorized representative, naming a single individual as that Member's Voting Representative for one or more Working Groups. The registration must include postal, telephone, fax and email contact details. It is the responsibility of the Member to notify IIC Staff of any change to its Voting Representative for any Working Group.

The Voting Representative can vote in person at IIC meetings or electronically, unless he designates another individual to vote in his place via a signed, written proxy or other written communication to IIC. At no time will any Member have more than one vote in any poll.

A Voting Representative may also send an Item-specific proxy to IIC Staff, specifying precisely how that Member wishes its vote to be recorded on a particular agenda Item.

Unless explicitly over-ridden elsewhere in this document, a simple majority of the non-abstaining votes cast (either by the Voting Representative or the holder of a proxy) is required to pass any motion at a Working Group meeting.  Polls can be conducted via email, voice, fax, print or via show of hands at in-person meetings.

Unless otherwise stated in the motion being considered, the deadline for voting in an electronic Working Group poll shall be 14 days from the date on which it was initiated and announced to the entire IIC Membership. The requirements for a quorum are stated in Section 2.2.2 above.  If the number of votes cast does not satisfy the quorum requirements, then the motion fails. If quorum is satisfied and the appropriate majority of affirmative votes is attained, then the motion passes. The Chair of the Working Group immediately announces the result by email or other means and again in person at the next meeting.

### 2.2.5      Role of the Working Group Chair

The Chair of the Working Group ("Chair") is responsible for the continued progress of the work program of the group concerned. The Chair shall ensure the following:

- The Working Group Charter is written and approved by the Steering Committee and is posted electronically.
- Meetings are scheduled in accordance with the applicable rules.
- Note is taken of which Members are represented at each meeting, whether by the Voting Representative, by a substitute, or by proxy.
- Meetings are announced and the agenda is published with appropriate notice prior to each meeting.
- A record of meeting minutes and all other distributed materials are kept and published electronically.
- A record is kept of all email discussions on matters under vote.
- Resolutions for recommendation to the Steering Committee are brought to the attention of the IIC Executive Director.

## 3    Working Group Task Groups

In order to carry out its business in a timely and efficient manner, a Working Group may vote to establish Task Groups.  Any Representative from a Member in good standing can join or be nominated to a Task Group.

Task Groups may set their own meeting schedules.  They do not have to meet every time their Working Group meets, nor are they prevented from organizing meetings not co-located with their Working Group meetings, provided that in every case they follow the meeting notice and reporting criteria of their Working Group.   Task Groups must report on their activities to their Working Group, including presenting Task Group recommendations (if any). The Working Group must approve major findings of their Task Groups prior to external publication of any documentation or recommendations.

## 4      Intellectual Property Rights

This Section 4.0 Intellectual Property Rights of the Policies and Procedures of the IIC (the "IIC IPR Policy") is the governing document for all intellectual property rights ("IPR") policies of the Industry IoT Consortium.

## 4.1 IPR Principles

### 4.1.1 Confidentiality

Any information disclosed or submitted in connection with any Working Group or IIC activity is not confidential, except as expressly agreed to under a fully-executed (i.e., signed) agreement.

If a Member or other participant in IIC activities desires to keep certain information confidential, it must not disclose it orally, or in any written, electronic (such as email) or other Contribution or submission, unless it is expressly subject to a fully-executed written agreement that obligates the recipients to treat it as confidential.

### 4.1.2 Authority

Each Member represents that its Representatives who make a Contribution to the IIC (each, a "Contributor") has the Member's authority and permission (and the permission of any other known copyright holders) to make each Contribution under the terms of this IPR Policy. No Contributions may be made to the IIC that fail to satisfy this condition.

### 4.1.3 Erroneous Statements

Members will promptly notify the IIC if they become aware of any misrepresentations or errors with respect to their Contributions made by their Representatives or in their name. No person making proper use of such a Contribution in accordance with the Policies and Procedures of the IIC shall be liable to any Member for infringement or improper disclosure as a result of such use.

## 4.2 Copyright

**4.2.1 License and Ownership**. Each Member and Contributor agrees to grant, and hereby grants, the IIC a nonexclusive, irrevocable, sublicensable, royalty-free, paid up, worldwide license, under its copyright in the Contribution, to use, copy and modify the Contribution, to make derivative works from it, and to publicly display, publicly perform and distribute the Contribution and any such modifications and derivative works, in each case with or without attribution to the IIC, Member or Contributor. Subject to the Member's or other person's ownership of copyright in a Contribution, the IIC shall own all copyright rights in any compilation or derivative work created by the IIC from Contributions in accordance with the copyright license expressly granted under this Section 4.2.1 and the terms of the IPR Policy.

No valid patent or copyright will be deemed waived or licensed by any disclosure through a Contribution, except for the copyright license expressly granted under this Section 4.2.1.

**4.2.2 Conditions of Contribution**. If the IIC becomes aware that a Contribution contains material for which the necessary copyright licenses have not been granted, it will promptly notify all Members (and others to whom it distributed copies), cease distributing the Contribution and make no further use of the unlicensed material. The IIC has no duty to publish or otherwise use or distribute any Contribution.

**4.3    Release of Material.**
The IIC will not release a Contribution or any derivative outside the IIC Membership without an explicit vote to release by the IIC Steering Committee or via an explicit vote to release certain types of Contributions to organizations with which IIC has a liaison.

**4.4    Trademark**
All Members of the IIC grant the IIC and OMG the right to use the name of the Member's organization on the IIC and OMG websites and on related marketing materials, solely to indicate the Member's participation in the IIC.

**4.5    Patents**
Except as specifically agreed under a separate agreement providing the terms and conditions governing the development and use of a testbed, no patent license or rights are granted (whether by implication, estoppel, or otherwise) by any Member(s) to any other Member(s) or third parties.

**4.6    No Technical Development**
The IIC does not adopt technical specifications or specify technologies to be used, but may from time to time recommend that particular standard-setting or specification-development projects be undertaken under the management and rules of standards setting organizations.

**5    Definitions and Acronyms**

**Charter:** The document defining the purpose of the Steering Committee, each Working Group and each Task Group.

**Contribution:** Any material (other than software) that (a) is submitted to a Working Group by a Representative of a Member in any written, electronic (including email) or other tangible form, such as during an in-person meeting or in an electronic conference or mailing list maintained by IIC, and (b) is proposed for inclusion in an IIC deliverable, such as a reference architecture, test case or white paper.

**IIC:** The Industry IoT Consortium.

**IIC Membership:** The aggregation of all IIC Members in good standing, or all such Members in the Member classification referred to.

**Invited Guest:** An individual attending an IIC meeting who does not represent an IIC Member, but is either (a) a liaison representative appointed by an external

organization having reciprocal liaison status with the IIC, or (b) who has attended no more than one previous meeting and has been invited by IIC Staff, or (c) who has been invited by at least two Members in good standing. It is the policy of the IIC freely to allow guests & observers to attend, so long as they request to do so in advance.

**Item:** A question or issue before a Working Group for discussion and resolution.

**Member:** Any organization that is a member of IIC in good standing (i.e., it has paid its Membership fees and is not in material breach of IIC rules or requirements) and with a membership class as defined in the IIC Bylaws.

**Observer:** An individual affiliated with an IIC Member, and attending a meeting where that Member has no voting rights.

**OMG:** Object Management Group, Inc.

**Quorum:** The minimum number of Registered Voters required to be present at a meeting for the proceedings to be valid and voting to take place.

**Representative:** An individual identified by an IIC Member, who attends IIC meetings to represent the viewpoints of that Member company and who may have voting rights.

**Voting Member:** A Member that has voting rights as to a particular meeting or matter.

**Voting Representative:** A Representative authorized on the Membership Application (or by other communication from the Member) to vote on a Member's behalf in a meeting or by electronic voting where the Member has voting rights, or someone named as his or her proxy. This person is sometimes referred to within the IIC as the "Primary Representative."

**Working Group Chair:** A Representative elected or nominated by the Working Group or Steering Committee, responsible for leading the activities of that Working Group, as well as presenting Working Group recommendations to the Steering Committee.

## 6     Copyright, Authorship and Revisions.

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