



Video Electronics Standards Association

VESA Policy 210E

**Task Group Organization,
Membership, Voting and Operating Procedures**

Approval Date: October 1, 2013

Table of Contents

1	Organization of VESA Task Groups	4
1.1	Membership	4
1.2	Task Group Officers	4
1.3	Forming Subgroups.....	4
1.4	Disbanding a Subgroup.....	4
2	Roles of Task Groups.....	5
3	Membership Qualifications, Attendance and Voting Privileges.....	6
3.1	Task Group Membership and Attendance Limits	6
3.2	Non-Member Attendees.....	6
3.3	Task Group Membership Restrictions	6
3.4	Task Group Voting Privileges – New Task Group.....	7
3.5	Task Group Voting Privileges – Established Task Group.....	7
3.6	Partial Attendance.....	7
3.7	Recording of Attendance	7
3.8	Chair’s Discretion	7
4	Task Group Meeting and Voting Procedures.....	8
4.1	General Procedures	8
4.2	Quorum	8
4.3	Voting	8
4.3.1	<i>Secret Ballot Voting</i>	8
4.3.2	<i>Roll Call Vote</i>	10
4.3.3	<i>Proxy and Absentee Voting</i>	10
4.4	Conflict Among Representatives	10
4.5	Meeting Times and Location	10
4.6	Distribution of Meeting Agendas and Vote Announcements.....	10
4.7	Distribution of Documents.....	10
4.8	Confidentiality and Intellectual Property Requirements.....	11
4.9	Meeting Frequency	11
4.9.1	<i>Task Groups</i>	11
4.9.2	<i>Suspension of a Task Group</i>	11
5	Disbanding of Task Groups	12
5.1	Task Group Vote.....	12
5.2	Board of Directors’ Action	12
5.3	Latest Version(s) of Specifications and Other Documents.....	12

6 Minutes of Task Group Meetings	13
7 Regional Task Groups.....	14

1 Organization of VESA Task Groups

VESA standards development, including development of application notes related to VESA standards, white papers, etc., is done within Task Groups. Task Groups are standing components of the VESA organization, and may be established or disbanded only by the Board of Directors. However, each Task Group may establish as many subgroups as necessary to complete development of any given standard proposal or other document, and may disband or re-organize such subgroups as necessary. Task Groups are further distinguished and organized as follows:

1.1 Membership

Membership in VESA Task Groups is open to all VESA member companies in good standing and certain other parties, including representatives of other organizations and individuals with a clear interest or specialized expertise in the area(s) relevant to the standard under development. See also Section 3 of this policy for further information on membership qualification and voting privileges within a Task Group.

1.2 Task Group Officers

Each VESA Task Group shall elect from within its membership the following officers: Chair and Vice-Chair. In addition, one member will also be assigned the role of Editor of the standard proposal or proposal section which is the responsibility of that Task Group. This person may also fill one of the above offices. These positions shall have the responsibilities commonly associated with these titles, and as further defined by *Robert's Rules of Order, Revised*.

Officers and the Editor must be a representative of a VESA member company in good standing. Task Group officers serve until the completion of the assigned task of the group in question, or for one year, whichever comes first. The Editor is expected to remain in this role until completion of the proposal being developed by that Task Group.

1.3 Forming Subgroups

Task Groups may further subdivide their assigned work into subgroups. Should it become necessary to do this, the group may form as many subgroups as required. Subgroups must submit a proposed charter or task definition to the Task Group. At the time of the formation of the subgroup, the parent Task Group must also assign a Subgroup Leader who will be responsible for organizing and chairing the meetings of that subgroup, and for reporting activities and developments to the parent Task Group. Subgroups may not be further divided. **Please note that all requirements, policies, procedures, etc., which apply to Task Groups shall also apply to subgroups unless otherwise explicitly stated.**

1.4 Disbanding a Subgroup

The Task Group may elect to disband the subgroup at any time. Reasons for Subgroup disbandment include completion of its assigned task, transfer of the assigned work to the Task Group or another Task Group or Subgroup, or disbandment of the assigned work for whatever reason.

2 Roles of Task Groups

The role of a VESA Task Group is to:

- (a) Hear and evaluate proposals for new standards development within that group's assigned area, both from VESA member companies and interested outside parties or organizations, upon assignment of such proposals to that group by the Board of Directors
- (b) Organize the work of standards and other development efforts being performed under that Task Group into the required subgroups as needed, and to establish or disband those subgroups and monitor their activities
- (c) Review and approve proposed standards or other documents developed by the Task Group or subgroup
- (d) Report on all activities within its assigned area to the VESA membership, and when appropriate, solicit input on new standards proposals, documents, engineering guidelines or other collateral, from the membership and from the industry
- (e) Actively pursue participation of those companies and individuals who have an interest in such development, and/or who bring needed expertise and input

3 Membership Qualifications, Attendance and Voting Privileges

Note that in the following sections, VESA member, and Task Group member refer to companies or organizations as opposed to individual representatives or attendees, unless otherwise noted.

3.1 Task Group Membership and Attendance Limits

As noted in Section 1, membership in VESA Task Groups is open to all VESA member companies in good standing and certain other parties, including representatives of other organizations and individuals with a clear interest or specialized expertise in the area(s) relevant to the standard under development. For the purposes of establishing quorum, determining voting privileges, and voting within the Task Group, rights vest in the VESA member company, not in the individual attendee. Member companies each receive one vote. There is no limit to the number of individual participants from a given member company. However, to prevent the total number of attendees from exceeding the physical limitations of the meeting location for a scheduled face-to-face meeting, the Chair may declare a restriction in the number of attendees permitted from each member company.

3.2 Non-Member Attendees

Individuals or representatives of companies or organizations not currently members of VESA are permitted to attend Task Group meetings at the invitation of the Chair. Such attendees do not receive voting privileges, are required to comply with all relevant VESA confidentiality and IP requirements, and may be excluded from those portions of the meeting determined by the Chair or the membership to be inappropriate for non-member attendance. Such invited non-member attendees may not attend more than two consecutive meetings without the express approval of the VESA Board of Directors.

3.3 Task Group Membership Restrictions

- 1) No representative or employee of any company involved in manufacture, design, or marketing of products affected by the standard proposal in question (i.e., such that the company would be eligible to participate as a VESA member under provisions of the VESA Bylaws) may participate in Task Group activities, unless said company has either applied for or been accepted into membership in the organization. Exceptions may be made via approval of the VESA Board of Directors.
- 2) A professional consultant or other such individual, acting on behalf of a VESA member company or a company eligible for VESA membership per the above, or having any other significant financial or professional association with such a company, may not act as an independent participant in a VESA Task Group, but instead must be considered as a representative of the company in question. The Chair of the Task Group shall be empowered to decide questions regarding this restriction. However, such decisions may be appealed to the VESA Board of Directors.
- 3) Each company or organization participating in a given Task Group is still restricted to a single vote within that group. Therefore, individual participants who are employed by, or have any other significant financial or professional association with a company or organization which is already participating in the Task Group, will not receive voting privileges within that Group unless they are acting as representatives of a member company in good standing not otherwise represented. Should a conflict arise in this regard, it is up to the company or organization participating to communicate to VESA which individual should be regarded as their official voting representative.
- 4) In determining voting privileges within a VESA Task Group, the requirements as outlined in Sections 3.4 and 3.5 above also apply, with the exception that non-VESA members qualified as Task Group participants under this policy shall also be considered eligible for voting privileges.

3.4 Task Group Voting Privileges – New Task Group

When a new VESA Task Group is formed, all VESA members attending the first meeting shall have full voting privileges. For the second through fourth meetings, a member qualifies as eligible to vote by having attended at least fifty percent of the meetings, including the current meeting. Starting with the fifth meeting, voting eligibility will be determined by the requirements of Section 3.5, below.

3.5 Task Group Voting Privileges – Established Task Group

Within an established Task Group (one that has held at least four meetings), a VESA member may establish voting privileges after attending two consecutive meetings, or three out of any five consecutive meetings, of that group. Voting privileges will be lost if a member misses three consecutive meetings. Voting privileges can only be re-established by again meeting the requirements of this section. Except for the case of new Task Groups as described above, voting eligibility vests immediately *following* the meeting at which these requirements are fulfilled. Should a company or organization participate in a meeting under the provisions of Section 3.2 above prior to becoming a VESA member, such participation will be counted toward fulfilling the requirements of this section.

3.6 Partial Attendance

Members who have only attended part of a meeting (not present at time the meeting agenda was approved, or left prior to formal adjournment of the meeting) shall not be considered as having attended the meeting unless they have requested and received approval of the Chair for partial attendance. Approval must be obtained before or during a meeting, but not retroactively, except in exceptional circumstances at the Chair's discretion.

3.7 Recording of Attendance

The Chair shall ensure that attendance is recorded at the start and conclusion of each meeting via roll call and that attendance is recorded in the meeting minutes.

3.8 Chair's Discretion

Task Group membership, voting privileges, or other related issues not specifically addressed by this policy will be decided by the Chair of the group in question, and must be settled on a fair and non-discriminatory basis. All such decisions must be documented in the meeting minutes. Decisions are subject to review by the Board of Directors. Should it be determined that the Chair of a given group acted incorrectly in granting or denying membership, attendance privileges, or voting privileges in any case, all actions taken by the group in question may be subject to nullification as part of such review.

4 Task Group Meeting and Voting Procedures

4.1 General Procedures

All meetings of VESA Task Groups shall be conducted according to the requirements of *Robert's Rules of Order, Revised*. The Chair, or the individual acting in this capacity at any meeting, is responsible for presiding over the meeting and ensuring its proper conduct.

4.2 Quorum

Attendance by at least 40% of the eligible voting members of a Task Group shall be considered as meeting the quorum requirements for conducting business. **Subgroups are not subject to quorum requirements.**

A Task Group which fails to maintain the minimum number of total eligible voting members (5) may not conduct business (i.e., vote on any decisions binding on the group) until such time as requirements are met. The Chair may petition the Board of Directors for a waiver regarding the minimum number of members eligible to vote. However, no such waiver will be granted for a period exceeding three months. **Subgroups are not subject to a minimum number of eligible voting members to conduct business.**

Task Groups which lose quorum at any time during a meeting, may, at the discretion of the Chair, continue to meet informally to discuss issues relevant to the group's tasks and to make recommendations for future consideration, but may take no votes or make any decisions binding upon the group, until such time as the requirements for quorum have again been met.

4.3 Voting

Unless otherwise specified in this or other VESA Policies and Bylaws, or as called for by the membership of the group in question as provided under *Robert's Rules of Order*, voting in VESA Task Groups will be by simple majority vote (i.e., >50% of those voting are in favor of the motion, assuming a quorum exists) of the eligible members in attendance. Voting rights vest in the member company and each such member may cast only one vote regardless of the number of representatives present. Voting may be via a simple voice vote (e.g., "ayes" and "nays"). Specific exceptions to this include the following:

4.3.1 Secret Ballot Voting

Election of officers must be done via a secret written ballot (one in which votes are in written form, but with no means to identify the voter). A secret written ballot may also be called for at any time as provided in *Robert's Rules of Order, Revised*. In the case of attendees participating by teleconference, email balloting will be accepted, with email votes sent to a designated person (for example, a member of the VESA staff) who will maintain confidentiality of the ballot. Unless different criteria are called for by other policies, bylaws, or regulations of the organization for a specific case, the vote will pass if a simple majority cast votes in favor.

As noted above, a secret or written ballot may be called for by any member of a Task Group, per *Robert's Rules of Order, Revised*. Note that the motion calling for such a vote must itself be seconded and approved by the majority of those in attendance who are eligible to vote. The reason for a secret or written ballot is to preserve confidentiality regarding the positions of those voting, and for this reason it is strongly recommended that all such votes be concluded during the course of the meeting. However, it is also recognized that it may be desirable for a written vote to be conducted over a longer period of time following adjournment of the meeting in order to give members additional time to consider the question. Such votes should be limited to questions of technical matters, component selection, etc., expected to require such additional consideration within a member company, or otherwise as required by VESA policies.

In event of a secret ballot being requested to be taken during the normal course of a meeting, the following procedures shall apply:

1. Voting eligibility shall be as for any other vote.
2. The Chair shall request that VESA staff, or another third-party designated and acceptable to the group, be the recipient of the ballots. Ballots may be cast in written or email form to the ballot recipient. Unless specifically required by the nature of the vote (generally restricted to complex issues, and requested by the majority of those eligible to vote), a ballot will not be provided..
3. The Chair will announce that voting is open, and state a reasonable time period for votes to be cast.
4. At the close of voting, the ballot recipient will announce member companies whose votes have been received, but not the votes themselves. This is to ensure that votes of all who wished to vote have been received. It is not required that abstentions be verified. A member choosing to abstain simply will not submit a ballot, and will remain silent when the list of votes has been read.
5. Once it is verified that votes have been received from all those wishing to vote, the ballot recipient will determine the total count and report the result to the group. A record of this vote will be included in the meeting minutes as with any other vote, but the ballots will not be retained and will be destroyed as soon as possible after conclusion of the voting.
6. If multiple votes are received from different representatives of a member company, any conflict between them shall be resolved as stated in 4.4, below. If a given representative of a member company casts multiple votes during the voting period, the last vote cast before close of the voting period shall be the one which is counted.

As noted above, a group may decide to conduct a secret or written ballot with the voting period to be held after the close of the meeting at which the question is initially moved and discussed. In such cases, the procedures given above apply, with the following exceptions or modifications:

1. The motion to hold the vote by such balloting outside of the regular meeting time must describe the specific period of time over which voting will be conducted. The voting period shall open immediately upon passage of the motion calling for such a vote, and shall end not less than four business days from the day of the meeting at which the vote is called for. The end of the voting period will be 5:00 PM Pacific time on the date specified. An exception is that the period for such votes being conducted by a Regional Committees shall end at 5:00 PM in the time zone of the designated vote recipient for that body.
2. Voting period must conclude prior to the next scheduled meeting of the group conducting the vote.
3. All members eligible to vote as of the *close* of the meeting at which such a vote is requested shall be eligible to cast a vote on the question (eligible voting pool shall include members who would be eligible to vote as of the next group meeting). All members of the group eligible to vote on the question must be notified as soon as possible (and no later than one day following the meeting at which the written balloting is approved. Notification shall be by email to the official voting representative of the member company, and to representatives most recently in attendance in this group. If ballots are received from more than one representative of a member company, the vote of the official voting representative shall take precedence.
4. No formal ballot form will normally be provided. Members are expected to submit their votes via email, regular mail, or fax. In the case of complex questions, a ballot form may be created and distributed to the eligible membership if desired by the group. However, it is the responsibility of the member company and their voting representative(s) to ensure that their vote is received prior to the end of the voting period. The voting period and subject of the vote shall be announced to the members of the group and to the official voting representative of each eligible member company via email at the opening of the voting period. VESA staff or other designated ballot recipients are not required to follow up with individual members or representatives to verify receipt of their vote. Not less than three days prior to the close of the voting period, an email will be sent listing members from whom votes have been received. It is the responsibility of each member to verify their vote has been received.
5. Following the close of the voting period, the ballot recipient will tally the vote and report the outcome. In this case ballots must be retained in secret by the recipient until close of the next regular

meeting of the group, such that any objections may be resolved. If no such objections are raised by the close of the meeting, ballots will then be destroyed.

4.3.2 Roll Call Vote

Certain actions taken by the group may require, under the controlling VESA policy, a roll call vote be taken to pass a motion. (For instance, VESA standards development policies require a roll call vote to move a standard proposal to the next level of formal review/approval.) In such cases, the Chair, or a person designated by the Chair, will call the roll of eligible member companies and the assigned representative for each company will respond verbally. The vote will pass if a simple majority of those voting, excluding those who verbally abstained.

4.3.3 Proxy and Absentee Voting

Proxy and absentee voting is not permitted within VESA Task Groups except as specifically authorized by the VESA Board of Directors.

4.4 Conflict Among Representatives

Should two or more representatives from a single member company or organization be present and disagree as to how that member's vote is to be cast, that member company shall be recorded as abstaining until and unless a statement is obtained from that company's official voting representative or other person with authority to speak on behalf of the company (such as a company officer) as to which representative's vote is to be recorded as valid.

4.5 Meeting Times and Location

The time and location of all Task Group meetings must be announced to the VESA membership and other interested parties, not less than one week prior to the meeting in question. Posting of meeting times and locations on the VESA web site shall be considered as meeting this requirement. However, wider distribution of such announcements may be appropriate, and may be done at the Chair's discretion or as approved by the group, or the VESA Board of Directors, and is strongly recommended in the case of the initiation of major new development efforts, key votes within the group, etc.. The minimum advance notice periods specified here may be waived with the consent of 2/3 of the eligible voting members of the group in question, but in no case may any meeting be held without at least three business days advance notice. Once announced, a scheduled meeting time or location may not be changed or cancelled without consent of at least 2/3 of the members eligible to vote at that meeting.

4.6 Distribution of Meeting Agendas and Vote Announcements

Proposed agendas must be made available to the membership at least three full business days prior to the meeting. The VESA office prepares and posts proposed Task Group agendas. If the any of the following votes are expected to be conducted, such notification must be made when agenda is distributed.

- 1) A vote to move a proposal to General Membership Review/Adoption
- 2) A vote to move a proposal to Board Process Review
- 3) A vote concerning the reversal or nullification of prior actions by the group.

4.7 Distribution of Documents

All relevant documents, presentations, and other materials to be discussed or presented at a given meeting must be made available to all attendees, except for non-member participants (Section 3.2). This requirement is met by posting said materials in the online VESA document center, in a location accessible to all VESA members. The posting requirements relative to the meeting time are as follows:

- Documents requiring an adoption vote must be posted not less than five full business days prior to the start of the meeting. Such posting must also be accompanied by a notice to all Task Group members regarding the intention for the adoption vote in that meeting.
- Documents prepared for and presented at the meeting and not requiring an adoption vote, which includes those documents being voted to TGR or GMR, may be posted no later than 24 hours after the start of the meeting. Presentation material not yet posted can be shown in online collaboration tools or emailed to members.
- Documents generated during the meeting (output documents) or as a result of the meeting, including meeting minutes, must be posted within the timeframe agreed to during the meeting, or within 72 hours if no timeframe is specified

Task Group members/participants who are not representatives of VESA member companies are not permitted access to documents not directly concerned with Task Group business, except as authorized by the Board of Directors. The group Chair is responsible for ensuring this requirement is met.

4.8 Confidentiality and Intellectual Property Requirements

All participants in VESA Task Groups must comply with relevant VESA confidentiality and intellectual property policies and requirements as a condition for participation. The Chair is responsible for ensuring all participants are aware of these requirements prior to the start of each meeting. A statement to this effect on the meeting sign-in sheet, on meeting agendas and an announcement made at each meeting fulfills this requirement. Signing in for a meeting, or continued participation after the Chair's announcement of this requirement, will be considered an indication that the participant agrees to abide by these requirements. Non-member participants may also be required to sign a non-disclosure agreement, as specified by the Board of Directors, for participation in a Task Group. Failure to comply with these requirements may result in a loss of voting and/or membership/attendance privileges, in addition to other possible penalties as may be allowed under other VESA policies and bylaws as determined by the Board of Directors.

4.9 Meeting Frequency

4.9.1 Task Groups

As it is expected that no VESA Task Group be established without a specific task of standard development or other activity, groups are strongly encouraged to hold at least one meeting per month such that tasks may be completed in a timely manner. A teleconference is considered a meeting. Meetings are not required following completion of assigned standards development or other task, or during such periods when the output of the group is undergoing formal review or approval by the Board of Directors. If, for any other reason, a group fails to meet for longer than three months, the Board of Directors shall review the situation and determine if the Task Group should be suspended or disbanded.

4.9.2 Suspension of a Task Group

Should an extended period (three months or greater) of inactivity be expected for any Task Group, the group may be placed in "suspended" status by the Board of Directors. While suspended, the Task Group may not hold meetings or conduct business. Meeting frequency requirements are waived. Restoration to active status requires the approval of the Board of Directors, and notification to all who were members of the Task Group at the time of suspension. Upon restoration to active status, the voting eligibility within that group shall be determined as specified in Section 3.4, as if the Task Group were newly created.

5 Disbanding of Task Groups

5.1 Task Group Vote

A Task Group may vote to recommend to the Board of Directors that the Group be disbanded, and/or that part or all of its assigned work be transferred elsewhere in the organization. A vote to disband shall be conducted only by written ballot of the eligible voting members, and shall require a minimum ten-day period over which votes may be submitted. The vote shall be considered as passed if a majority of the eligible members cast votes, and a majority of those voting are in favor of disbanding. The votes, and any and all accompanying comments, must be submitted to, and counted by, the VESA office and the Board of Directors.

5.2 Board of Directors' Action

Upon certification of a successful vote to disband, the Board of Directors must address the issue at its earliest opportunity, either through assigning the outstanding work of the disbanded Group to other groups, establishing one or more new Task Groups to address this work, or, if no continued need for work in the area is expected, to approve the disbanding with no further action. If the work is reassigned, it shall be the responsibility of the Task Group taking over this work to organize any appropriate subgroups, unless directed otherwise by the Board of Directors.

5.3 Latest Version(s) of Specifications and Other Documents

Should a Task Group be disbanded, any work of that group, whether completed or in progress, must immediately be provided to the VESA office and made available to the general membership, or, if such work has been reassigned by the Board of Directors, made available to the group now responsible.

6 Minutes of Task Group Meetings

The Chair of each meeting is responsible to ensure that minutes of the meeting are prepared. In general, minutes will be prepared by a member of VESA staff. However, if circumstances such as meeting location and/or meeting time make it impossible for VESA staff to prepare minutes, the Chair shall ensure that minutes are recorded and submitted for approval.

7 Regional Task Groups

The Board of Directors may also establish Regional Task Groups to address needs of VESA members worldwide. Regional Task Groups do not directly perform standards development work, but instead serve to provide a convenient local forum through which VESA member companies in a given region can meet to discuss current VESA activities, propose new standards development efforts to the organization, or develop comments and alternative proposals for submission to the appropriate Task Group regarding work in progress.

Regional Task Groups are subject to the same membership, voting privileges, procedural, and other requirements as Task Groups and may establish regional Subgroups as needed.

The Regional Task Groups and/or their subgroups may also propose to the Board of Directors VESA activities to be conducted within their region, such as PlugTest events, technical symposia, etc., and may be assigned the responsibility of conducting such events by the Board of Directors.

Revision History:

Policy No. 210B

Purpose:

- Reflect policy change on meeting minute – no requirement for committee / task group secretary and minutes generally prepared by VESA staff.
- Reformatted to align with VESA Style Guide
- Section on implementation of policy 210 deleted
- Section on policies that were rescinded by the introduction of policy 210 deleted

Submitted by: Ian Miller

Submitted Date: April 11, 2006

Revision Date: May 9, 2006

Policy No. 210C

Purpose:

- Added specific procedures under section 4.3.1 covering secret and written balloting.
- Added text to 1.4.1 explicitly stating that Subgroups are subject to the same requirements as Technical Committees and Task Groups.
- Changed document submission requirement in 4.6 from one hour prior to start of meeting to 24 hours prior to start of meeting.

Submitted by: Bob Myers

Submitted Date: Oct. 7, 2008

Revision Date: Oct. 14, 2008

Policy No. 210D

Purpose:

- To delete all references to Technical Committees and assign those duties/votes to the Task Groups. All current Committees would become Task Groups upon acceptance of this revised Policy.

Submitted by: VESA Staff

Submitted Date: August 17, 2009

Revision Date: October 13, 2009

Policy No. 210E

Purpose:

- In Section 1.4, removed automatic disbandment of Subgroup after the six month period.
- In Section 2, removed requirement for Task Group to report activities to the Board of Directors
- In Section 3.1, changed member attendee count limitation to be set prior to face-to-face meeting instead of during such meeting.
- In section 3.5, redefined four meeting requirement as a restrictive clause.
- In Section 4.7, further delineated document types. Extended posting lead time requirement for adoption vote documents, and added lag time for non-adoption vote documents. Added requirement to inform members of updated adoption vote document.

Submitted by: Craig Wiley, Dale Stolzka

Submitted Date: September 3, 2013

Revision Date: October 1, 2013