



CONSUMER TECHNOLOGY ASSOCIATION

WEB APPLICATION
VIDEO ECOSYSTEM (WAVE)

STEERING COMMITTEE

RULES OF PROCEDURE

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Steering Committee Rules of Procedure

1 The Steering Committee

1.1 Objective

The Steering Committee's mission is to develop a structure for interoperability for streaming Internet video in the global consumer electronics industry.

1.2 Steering Committee Scope

The Steering Committee is chartered under the Content and Entertainment Council (CEC). The Steering Committee develops requirements, technical documentation, interoperability programs and marketing communications programs to further the Objective. Under the governance structure of CTA, the Steering Committee reports to the Content and Entertainment Council Board, which represents the interests of the CEC membership for governance purposes. Activities of the Steering Committee are subject to procedures established by the CTA bylaws, CTA Legal Guides, and these Rules of Procedure.

1.3 Steering Committee Responsibilities

The Steering Committee responsibilities include, but are not limited to, the following:

- 1) Establishing short- and long-term Steering Committee goals along with an action agenda that outlines and establishes timelines for the development and implementation of strategic initiatives, programs, projects, and activities to achieve these goals.
- 2) Maintaining accountability for deliverables produced as a result of Steering Committee programs, projects, and activities.
- 3) Evaluating and accepting or approving initiatives, proposals, resolutions, and recommendations brought before the Steering Committee.
- 4) Acting as an “industry ambassador” to identify, establish, and maintain industry relations between the Steering Committee and other industry associations and interest groups.
- 5) Chartering and approving the mission and scope of Subcommittees.
- 6) Identifying and appointing Chairs and, as needed, Vice Chairs of Subcommittees and Groups to facilitate, direct and coordinate strategic initiatives, programs, projects, and activities.

The Steering Committee can recommend, direct, instruct, or coordinate action by Groups chartered by the Steering Committee, including Working Groups, Subcommittees, other Content and Entertainment Council Board-chartered bodies or groups, and CTA departments and staff.

Steering Committee Representatives have fiduciary responsibilities to CTA, the Steering Committee, and the Content and Entertainment Council Board to maintain confidentiality with respect to meeting discussions and activities, documents, and communications.

1.4 Steering Committee Authority

On any matters where the Steering Committee recommends, directs, instructs, or coordinates action by any Steering Committee-chartered Groups, Subcommittees, etc., the Steering

Committee shall be the ultimate arbiter. However, all positions or policies recommended by the Steering Committee shall be subject to final review by the CTA Executive Board. Where a question arises regarding the interpretation of a CTA procedure, policy, or rule, the CTA President & CEO's interpretation shall be considered binding and final, subject to ratification by the CTA Executive Board.

2 Organization

2.1 Steering Committee Structure and Representation

Representation on the Steering Committee is open to up to 14 CTA members from CTA's Regular membership category or if not eligible for Regular membership, members who have paid participation fees.

The Steering Committee, with respect to depth and diversity of participation, will review as needed the number of seats on the Steering Committee and the composition of the Steering Committee, and will add or remove seats as needed within the 14-member limit in response to changes in technology, the industry, and the marketplace. However, the Steering Committee should choose these additions carefully to make sure these Companies' missions and the mission of the Steering Committee coincide. For the Steering Committee to work effectively, all relevant interest categories should be represented, and no interest category should be intentionally excluded.

The Steering Committee shall be comprised of up to 14 voting Representatives from Companies of Internet Video and Internet Video Entertainment-related products and services industry as described in the above paragraphs. The Steering Committee may set aside 5 additional non-voting observer positions on the Steering Committee for Representatives from the Steering Committee Subcommittees and other liaisons.

2.2 Steering Committee Chair

The Chair shall oversee the operation and activities of the Steering Committee and preside over Steering Committee meetings.

It is the responsibility of the Chair, or whoever is substituting for the Chair, to maximize productivity during each meeting. This includes ensuring the prior circulation of detailed agenda, maintaining good order and efficiency, and allowing for the free flow of ideas and positions, as well as following applicable parliamentary procedure (i.e., *Robert's Rules of Order*), such as "Motion, Second, Discussion, Vote."

2.3 Steering Committee Vice Chair(s)

The Vice Chair(s) shall assist the Chair in carrying out his/her functions and preside over Steering Committee meetings when the Chair is absent. Should the Steering Committee Chair resign, the Vice Chair(s), subject to approval by the Steering Committee, shall serve out the remainder of the resigning Chair's term.

2.4 Steering Committee Chair, Vice Chair(s) Election and Term

The Steering Committee Chair and Vice Chair(s) shall be elected annually by the Steering

Committee for one (1) year terms to begin January 1 of the following year and may be consecutively elected not more than once for a total of two (2) consecutive full terms unless otherwise determined by the Steering Committee.

2.5 Ex officio

For reasons of leadership continuity, the immediate past Steering Committee Chair, during the term of the subsequent Chair, shall be offered continuing representation on the Steering Committee *ex officio* with a vote. In the absence of both the Steering Committee Chair and Vice Chair(s), the immediate past Steering Committee Chair shall preside over Steering Committee meetings. Should both the Steering Committee Chair and Vice Chair(s) resign, the immediate past Chair shall serve out the remainder of the resigning Chair's term.

2.6 Steering Committee Representative Qualifications

A Steering Committee Representative shall be a full-time employee of the Company he/she represents. The Company must be current in its payment of applicable fees or dues and in good standing with CTA to have a Steering Committee Representative. Consultants designated by a Company may participate in Steering Committee activities, but cannot serve as that Company's Steering Committee Representative and shall have no vote in any Steering Committee proceedings.

The Steering Committee Representative should be an accomplished senior level manager, who has broad technical experience and background in the relevant industries. The Steering Committee Representative should be able to fully represent his/her industry's interests and be empowered to make decisions and vote on behalf of their Company. Steering Committee Representatives must recognize the importance of separating "industry" from "Company" positions.

2.7 Steering Committee Representative Term

The Representatives of the Steering Committee shall serve for a term beginning on January 1 of the year following the Steering Committee meeting at which such members of the Steering Committee are selected, continuing for three calendar years and until their successors are selected and qualified, or until their earlier resignation or removal. Following the completion of the term of a Company on the Steering Committee, such Company may not be eligible for re-selection to the Steering Committee until the expiration of a period of one year following the completion of such Company's selected term.

2.8 Resignation and Vacancy

Any Steering Committee Chair, Vice Chair(s) or Steering Committee Representative may resign at any time by notifying the Steering Committee in writing. Such resignation shall take effect at the time specified therein.

A Steering Committee Chair, Vice Chair or Steering Committee Representative whose job status, position, responsibilities or time obligation changes to make it difficult to continue participation is encouraged to resign from the Steering Committee. A Steering Committee Chair, Vice Chair or Steering Committee Representative who leaves the employment of the Company he or she is representing shall be considered as having automatically resigned from

the Steering Committee.

Companies who have had their Representative to the Steering Committee resign are encouraged to submit a Candidate to the Steering Committee for a new Representative pending acceptance.

The candidate must be submitted within 20 days from date of resignation from the Steering Committee, or the Steering Committee seat will be considered open and the Steering Committee may then call for and consider other companies. If the Steering Committee Chair resigns, the Vice Chair shall become Steering Committee Chair. In the event there are multiple Vice Chairs, the Steering Committee shall elect from them a Chair. In any event the Steering Committee shall select a new Steering Committee Vice Chair.

A Steering Committee Chair, Vice Chair, or Steering Committee Representative selected to fill a vacancy shall hold office through the remainder of the one (1) year term and until his or her successor is elected.

A Steering Committee Representative selected to fill a vacancy shall begin his/her term with voting rights, unless the representative is a replacement candidate of a Company that previously had its voting rights suspended per these rules of procedure.

2.9 Conflicts of Interest

Companies should also disclose to participants of the Steering Committee any conflicts that may have arisen between the interests of the Company and those of the Steering Committee. Companies understand that disclosure of conflicts may require a Company to recuse (per 3.7 Recusal) any and all of its Representatives from any further discussion or vote on the topic where the conflict exists. The Steering Committee Chair should, to the best of his or her ability, table discussion on a topic where a conflict has come to light, unless the Company recuses itself from the discussion.

A conflict of interest that prevents a Company representative from supporting the goals of the Steering Committee may lead to Company removal in accordance with Section 2.10. Authority for continuing or discontinuing a Company's participation in the Steering Committee is held by the Steering Committee after review by the CTA General Counsel and Vice President of Technology and Standards.

2.10 Removal of a Steering Committee Representative

Steering Committee Representatives that fail to have company representation during four consecutive committee meetings are automatically removed from the Steering Committee without review. If this occurs, Chair will notify in writing the Representative and the Representative's company. On a case-by-case basis, upon written notification either from the Representative's company or the Representative, the Steering Committee may excuse failure to attend for cause and notify the Steering Committee Representative and his/her company that the absence is excused. However, an excused absence will not serve to break the consecutive absence attendance record, only to lessen the consecutive absence total.

Steering Committee Representatives may be removed from their seats for due cause such as

repeated violations of CTA's Volunteer Leadership Code of Ethics. The process is initiated in writing with a complaint of Due Cause from any Representative, in detail with regard to specifics of the incident(s) in question. This statement must be presented to the Steering Committee Chair, the CTA General Counsel, and the CTA President & CEO. Any individual against whom a Due Cause complaint is reported will have the opportunity to propose remedies to mitigate the concerns of the Steering Committee. The Steering Committee may then take a binding vote pursuant to a 2/3 majority to allow the individual to continue participation. Authority for continuing or discontinuing an individual's participation in the Steering Committee is held by the CTA President & CEO who may, at his/her discretion, seek additional input from the CEC Board Chair.

The Executive Board may be called upon, at the discretion of the CTA President & CEO, to arbitrate any "Due Cause" disputes. If the Executive Board is asked to render an opinion, its decision will be considered final.

2.11 Designating an Alternate Steering Committee Representative

Companies represented on the Steering Committee may designate a qualified Alternate Steering Committee Representative to attend Steering Committee meetings, to act and to vote in their primary Representative's absence. To do so, the Company represented must give written notice of such "Alternate" designation to the Steering Committee Chair at the beginning of every term, or when a change of Alternate takes place. The Steering Committee shall have the right to reject the Alternate pursuant to a 2/3 majority vote, due to lack of qualification or other factors without notice. Should an Alternate be rejected, the Alternate's Company will be informed, and it will be considered absent until a qualified and approved Representative attends meetings, consistent with the voting eligibility rules herein.

2.12 Committees

The Steering Committee can charter Subcommittees. Subcommittees have no fixed term of existence, are chartered to conduct ongoing Steering Committee activities, and are intended to continue to exist until there is no need. The Steering Committee may at its sole discretion terminate a Subcommittee.

Participation in a Subcommittee or Working Group shall be open to any Member Company or Company that has paid the approved fee that has an interest in the matters addressed by that Subcommittee or Group. Interest shall be subject to review and evaluated by the Steering Committee. Companies participating may be excluded from participation only if it is determined that they have a specific interest to prevent progress by the Subcommittee or Group, if they exhibit disruptive behavior or if there are identified conflicts of interest. Such decisions are made pursuant to a 2/3 majority vote by the Steering Committee.

Minutes shall be kept for all CTA meetings. Meetings include in-person and teleconference gatherings. Minutes shall be reviewed by CTA General Counsel before delivery to the Subcommittee or Working Group Chair for approval. Minutes shall be distributed to the relevant Subcommittee or Working Group Representatives and kept on file for a period of three (3) years. Each Subcommittee or Working Group shall provide a status report to the Steering

Committee at each meeting unless removed from the agenda by the Steering Committee Chair. The Steering Committee shall provide a list of active Subcommittees and Working Groups and their scopes of work to the Content and Entertainment Council annually.

2.13 Working Groups

The Steering Committee can charter Working Groups. Working Groups are chartered for a specific purpose, generally for categories of work rather than a single project or question, and are to be dissolved by the Steering Committee when their function is no longer required. A Working Group takes action through development of a program, project, or activity and presents results, usually in the form of a recommendation, product, or some other deliverable, to the Steering Committee for acceptance. The Steering Committee may, at its sole discretion, terminate a Working Group.

2.14 Scope Identification

When a Subcommittee or Working Group is initiated, its scope shall be clearly defined in its charter by the Steering Committee. Revisions in scope for a Subcommittee or Working Group require the 2/3 majority approval vote of the Steering Committee.

2.15 Mission Statements

Subcommittees and Working Groups must develop a mission statement to be presented to the Steering Committee. The mission statement must be consistent with the Subcommittee or Group's charter and scope as defined by the Steering Committee. Mission statements require the 2/3 majority approval by a quorum of the Steering Committee.

Subcommittees and Working Groups cannot exceed the scope of their mission statement without the prior approval of a revised mission statement by a 2/3 majority vote of the Steering Committee (see Section 4.6 Two-Thirds Majority Vote).

2.16 Subcommittee and Working Group Chairs and Vice Chairs

The Steering Committee appoints the Chair of a Subcommittee or Working Group. The Subcommittee or Working Group Chair, in coordination with the Steering Committee, may appoint a Vice Chair for the Subcommittee or Group as needed.

Those individuals who chair a Subcommittee or Working Group should represent the views of that Subcommittee or Group. If not, the Steering Committee reserves the right to review the Chair's performance and if needed, replace the Subcommittee or Group Chair.

Each appointment for Chair is subject to annual reaffirmation by the Steering Committee. If the Chair is unable to continue to perform this role, the Vice Chair shall assume responsibilities until the Steering Committee appoints a new Chair.

When necessary, the Subcommittee or Group Vice Chair, or another designated representative, may substitute for the Subcommittee or Group Chair at a Subcommittee or Group meeting.

It is the responsibility of the Chair, or whoever is substituting for the Chair, to maximize productivity and efficiency during each meeting. This includes following the agenda and keeping discussions on point. For example, the meeting should follow applicable parliamentary procedure (i.e., *Robert's Rules of Order*), such as “Motion, Second, Discussion, Vote.”

2.17 Subcommittee or Working Group Company Representatives

Company representatives who attend a Subcommittee or Working Group meeting are considered to be acting for their respective Companies in developing an industry position on issues before such Subcommittees or Groups. Representatives must recognize the importance of separating “industry” from “Company” positions.

2.18 Liaison Organizations, Associate Members and Representation

When appropriate, the Steering Committee Chair may appoint Liaison Representatives to Subcommittees and Working Groups. Liaison Representatives may be from other trade associations, professional organizations or societies, or institutions (e.g., universities and independent research centers). Liaison arrangements are usually made on a reciprocal basis. To the extent determined by the Steering Committee, after consultation with the CTA Staff Liaison, a Liaison Representative has privileges of participation in Subcommittee and Working Group activities. Liaison Representatives only hold observer status and, as such, are not eligible to hold leadership positions (i.e., Chair or Vice Chair) or to vote on matters before the Steering Committee, Subcommittee or Group.

3 Operations

3.1 Conduct

With the assistance of CTA staff, the work of the Steering Committee, Subcommittees, and Working Groups shall be conducted in an efficient fashion and maintain due process. Efforts shall be made to encourage member participation.

It is the responsibility of the Chair or whoever is substituting for the Chair to maximize productivity and efficiency during each meeting. This includes following the agenda and keeping discussion on point. For example, the meeting should follow applicable parliamentary procedure (i.e., *Robert's Rules of Order*), such as “Motion, Second, Discussion, Vote.” The Chair is responsible for ensuring that everyone’s interests are represented and that the interests of the minority are protected.

Steering Committee, Subcommittee, and Group representatives are responsible for ensuring that their work is carried out expeditiously and that CTA resources and staff are used efficiently.

3.2 Correspondence

The Steering Committee, Subcommittee, or Group Chair or the CTA Staff Liaison should initiate all correspondence on behalf of the Steering Committee, Subcommittee, or Group.

When the Chair communicates, the Chair should clarify whether he/she is communicating in the capacity of Chair or representing an individual Company. When the Chair communicates as Chair, the correspondence:

- 1) Shall be on CTA letterhead for hard copy correspondence; or

2) Shall clearly indicate that it is from the Chair (for electronic correspondence).

Prior to CTA letterhead use by non-CTA employees, such as Chairs, the CTA Staff Liaison or department head shall first approve the substantive content of the communication.

3.3 Meetings

To ensure continued progress, efforts should be made to conduct Steering Committee, Subcommittee and Working Group business through regular meetings, either face-to-face, via e-mail, or by teleconference.

Every effort should be made to provide notice of a Steering Committee, Subcommittee or Working Group meeting to Representatives sufficiently in advance to allow maximum participation. Two business days (48 hours) notice is deemed sufficient. Whenever shorter notice of a meeting is required, a waiver of notice waiving the two- business days notice shall be included with the meeting notice. The meeting notice must include the reason for the meeting. Such a waiver shall be in writing and shall be signed, either personally or electronically, by the Representative or Representatives entitled to the meeting notice, whether before or on the meeting date stated therein. All signed waivers shall be considered equivalent to giving notice. The meeting notice should include a preliminary agenda.

Meetings shall be conducted in a manner accommodating due process considerations and in accordance with relevant legal considerations as defined in the current “CTA General Guides Applicable to all CTA Activities” (CTA Legal Guides, Part I). Formal meetings shall be conducted following applicable parliamentary procedure (i.e., *Robert’s Rules of Order*), such as “Motion, Second, Discussion, Vote.” Meeting minutes shall be taken and, after Chair and CTA General Counsel approval, distributed to representatives in a timely manner.

“CTA General Guides Applicable to all CTA Activities” shall be printed on the reverse side of the attendance roster distributed during each face-to-face meeting. Each attendee is requested to sign the attendance roster and thereby attest to familiarity with and adherence to these guides. For other meetings, appropriate electronic alternatives may be adopted with the approval of the Steering Committee and CTA General Counsel.

3.4 Quorum

For the purpose of conducting business at a Steering Committee meeting, a quorum consisting of a majority of those Representatives eligible to vote, either present or by Alternate Representative, is required to conduct a vote or take final action (see Table A).

If a quorum is not present, no vote or final action may be taken. While discussion may take place, and those present may make recommendations and develop material, such recommendations are subject to subsequent approval by a quorum of the Steering Committee.

3.5 Action by Written Consent

Any action required or permitted to be taken during a meeting of the Representatives of the Steering Committee, either face-to-face or by teleconference, may be taken without a meeting by mail, e-mail, or online, if a consent in writing, setting forth the action to be taken, is signed by all of the Steering Committee Representatives constituting a quorum. Such action shall be

consistent with the time provisions for adequate review and consideration set forth herein (see 4 Voting).

3.6 Consensus Development

Unless otherwise agreed upon, all Steering Committee, Subcommittee and Working Group actions and outcomes, such as recommendations, shall be produced by consensus (i.e. work shall continue until substantial agreement is reached by Steering Committee, Subcommittee, or Group Representatives).

For the Steering Committee to take a final action, once a quorum has been established, a 2/3 majority “Yes” or “Yes for consensus” vote is considered consensus (see 4.6 Two-Thirds Majority Vote).

Although unanimity is desirable, it is not required to reach consensus (e.g., within consensus, it is acceptable for the individual or Company to agree to disagree, while keeping in mind the larger interests of the Group and/or industry). Consensus is achieved through a process of discussion, correspondence, draft contributions, and revision, all leading to the final outcome.

3.7 Recusal

As deemed necessary by the Representative or even at the suggestion of another Representative, a Steering Committee, Subcommittee or Working Group Representative may recuse him or herself from participating in discussions, making recommendations, giving advice, considering findings, or in any other way assuming responsibility for or participating in any aspect of the work or decision-making relating to a matter where there are potential conflicts of interest. Recusal is not the same as abstaining, which may mean that the representative will not vote, but has participated in discussions on a matter. Upon recusal, the representative must leave the room or the call during the time such discussion or activity takes place.

3.8 Editorial Privilege

The Steering Committee Chair shall have the right of editorial privilege for purposes of coordinating language in a document. If a Steering Committee-approved change was made in a document and it affects another part of that document, as long as no substantive change results, the Steering Committee Chair can make the necessary editorial changes.

4 Voting

The Steering Committee is a voting body. Subcommittees or Working Groups may be chartered as voting bodies or as non-voting bodies by the Steering Committee.

In addition to the Steering Committee, except as noted (4.1 Voting Privileges, 4.5 Simple Majority Vote and 4.6 Two-Thirds Majority Vote), the following voting rules of procedure should be followed by any Subcommittees or Working Group chartered by the Steering Committee as a voting body.

4.1 Voting Privileges

Steering Committee Company Representatives are eligible to vote in Steering Committee ballots.

Subcommittee or Working Group members may earn and then retain voting privileges in a Subcommittee or Working Group by participating in that group's meetings. For a member to obtain voting privileges on a group, any representative of the member Company must attend two out of three consecutive meetings and will be eligible to vote at the conclusion of the second of these meetings attended. Missing two out of three consecutive meetings results in a loss of voting privileges, after which voting privileges may be regained by attending two out of three consecutive meetings again.

Voting privileges are assigned to Companies and not individuals. If a representative of a first Company with voting privileges changes jobs and begins representing a second Company that does not have voting privileges, new voting privileges must be earned for the second Company. This same principle applies to independent consultants who begin representing new clients. The attendance record in each set of meeting minutes shall serve as the official basis for acquiring, retaining and losing voting privileges.

4.2 Voting Response Time

For all non in-person votes on matters before the Steering Committee, to provide time for adequate review and consideration and to allow all an opportunity to vote, Company representatives should, at a minimum, be given five business days to respond with their vote. Special circumstances may preclude this. Whenever a time period shorter than five business days is required for a vote to be taken, a waiver waiving the five business days for response shall be included with the notice of vote. Such a waiver shall be in writing and shall be signed either personally or electronically by the Representative or Representatives receiving the notice of vote, whether before or on the deadline date for the vote stated therein. All signed waivers shall be considered equivalent to allowing an adequate time to vote.

4.3 Voting by Representatives

Steering Committee Representatives who attend a meeting are considered to be acting for their respective Companies in developing an industry position or action program on issues. Steering Committee Representatives are designated by their Companies to exercise voting privileges on behalf of their Companies. It is the Company's responsibility to coordinate its vote.

Alternate Representatives, from member Companies represented on the Steering Committee who are eligible to vote, will be allowed to represent their Company's interests and vote on their Company's behalf. No absentee ballots will be accepted. Steering Committee Representatives or their member Companies who are unable to participate in meetings may provide non-binding comments for consideration by the Steering Committee during the meeting. Such comments shall not be counted as attendance at a meeting.

4.4 Multiple Votes

On any single issue, the voting Representatives of the Steering Committee shall follow the one Company, one vote rule. No individual may vote on behalf of more than one member Company.

4.5 Simple Majority Vote

For approval of matters before a Subcommittee or Working Group, only a simple majority of those eligible to vote voting “Yes” is required.

For the Steering Committee’s approval of a consent agenda, once a quorum has been established, only a simple majority of those present (i.e., those not abstaining) eligible to vote voting “Yes” or “Yes for consensus” is required.

A simple majority vote can be conducted either by voice vote, roll call, or ballot.

4.6 Two-Thirds Majority Vote

For approval of all matters brought before the Steering Committee except as noted (4.5 Simple Majority Vote), once a quorum has been established, a 2/3 majority of those “present” (i.e., those not abstaining) and eligible to vote voting “Yes” or “Yes for consensus” is required (see Table A).

A 2/3 majority vote can be conducted by either roll call or ballot.

4.7 Vote Types

At the Steering Committee Chair’s discretion or upon motion from a Steering Committee Representative, Steering Committee votes may be of two types:

- 1) Regular (where the entire matter is subject to the vote); or
- 2) Limited (where only selected items) are subject to the vote.

At the Steering Committee’s discretion or except as required (see 4.5 Simple Majority Vote and 4.6 Two-Thirds Majority Vote), upon motion from a Steering Committee Representative, Steering Committee voting may be conducted by:

- 1) Voice vote,
- 2) Roll call, or
- 3) Ballot.

4.8 Voting Options

Steering Committee Representatives may vote:

- 1) Yes: Indicating approval;
- 2) No: Indicating disapproval;
- 3) Abstain: Indicating acknowledgement of the vote and expressing no opinion regarding the outcome. Abstention is considered “not present” for purposes of determining a 2/3 or majority vote; or
- 4) Yes for consensus: To reach consensus, after a vote has been tallied, a Steering Committee Representative may change their “No” or “Abstain” vote to a “Yes for consensus” vote without compromising their Company’s position with respect to a dissenting view (see “agree to disagree,” 3.6 Consensus Development).

4.9 Re-voting

Once voted, a matter cannot be considered again during the same meeting.

4.10 Appeals

All appeals on Steering Committee actions shall first be presented for review, discussion, and reconsideration to the Steering Committee by the appealing Company's Steering Committee Representative. After notifying the Steering Committee Chair and CTA Staff Liaison, all appeals related to Steering Committee actions not satisfied by the Steering Committee shall then be directed to the CTA Division Executive Board for final review.

All appeals related to matters before a Subcommittee or Group chartered by the Steering Committee shall be directed to the Steering Committee.

Any appeal shall be directed to the Steering Committee within thirty (30) days of any disputed action or vote taken by the Steering Committee or any of its chartered Subcommittees or Groups.

5 Steering Committee Programs, Projects & Activities

5.1 Program, Project & Activity Initiation

A request by a single Steering Committee Representative is sufficient to refer an initiative to the Steering Committee for consideration.

To initiate a Steering Committee program, project or activity, a 2/3 majority of the Steering Committee voting "Yes" or "Yes for consensus" (defined in 4.6 Two-Thirds Majority Vote) may directly approve initiation by chartering a Subcommittee or Working Group.

Before proceeding, an implementation or business plan including the following information shall be presented to the Steering Committee for consideration and approval:

- 1) A program, project, or activity title;
- 2) A description and scope for the proposed program, project or activity;
- 3) A justification and/or an explanation of the need for the proposed program, project, or activity (e.g., evidence of industry support, perceived benefits to the Council or industry, consistency with CTA goals, any negative impact);
- 4) An identification of likely participants;
- 5) An estimate of necessary resources and expenses required, including CTA staff;
- 6) A proposed timeline for completion, milestones.

5.2 Copyrighted Material

If, in developing a document, the Steering Committee, a Subcommittee or Working Group proposes to incorporate verbatim material from a publication copyrighted by a non-member such as another organization then a Steering Committee, Subcommittee or Working Group member or CTA Staff Liaison shall obtain written permission from the owner of the copyright for CTA to reprint the material, forward the letter granting permission to CTA legal counsel, and include an appropriate reference to such permission in the specification as a footnote.

The following copyright statement shall be provided for any written contribution intended for inclusion in a CTA document (for which the contributor possesses a copyright):

The contributor grants a free, irrevocable license to CTA to incorporate text or other

copyrightable material contained in this contribution and any modifications thereof in the creation of a CTA document; to copyright and sell portions of this contribution; and at CTA's sole discretion, to permit others to reproduce in whole or in part such contributions or the resulting CTA document. The contributor will grant licenses under such copyrights to third parties on reasonable, non-discriminatory terms and conditions, if appropriate, including the right to develop derivative works by CTA and implementers of the CTA document that incorporates this text.

Reference to such permission shall be noted in the specification.

If the Steering Committee, a Subcommittee or Working Group proposes to incorporate verbatim material, in whole or in part, from an ISO/IEC standard, the chair shall consult the CTA Staff Liaison for appropriate procedures and further details.

5.3 Contributions

Steering Committee, Subcommittee and Working Group members agree that, as a condition of their participation, copyright of any new material created during the course of a CTA meeting will be held by CTA. Representatives who contribute material to be used in a CTA document agree to provide a free, irrevocable license to use the contribution in any CTA publication (no license is necessary where the information is not subject to copyright protection.).

Contributions made by anyone participating in CTA standards activities shall be free of "proprietary," "company confidential," or other similar claims. Copyrighted material may be shared with the Steering Committee, a Subcommittee or Working Group for information purposes only provided the contributor specifically identifies the copyrighted material when it is presented.

5.4 Patent Policy

When developing a document, the Steering Committee, a Subcommittee or Working Group shall abide by **CTA and ANSI Patent Policies** as stated in CTA document EP-23.

5.5 Projects with Government Policy Implications

If a project begins with policy implications or evolves into one after initiation, the CTA Staff Liaison overseeing the Steering Committee, Subcommittee or Working Group in charge of the project may place a temporary hold on any further work in order for the issue to be addressed by the Government Affairs Council ("GAC"). If the GAC determines that the project has policy implications, the GAC may choose one of three options. First, the GAC may form a Subcommittee, populated with members of the initiating Steering Committee, Subcommittee or Working Group, and the GAC. Work may then continue on the project under the guidance of the Subcommittee. Second, the GAC may allow the project to continue under the jurisdiction of the initiating Steering Committee, Subcommittee or Working Group, provided, in the discretion of the GAC, that regular progress reports are sent to the GAC. Third, the GAC may terminate the project.

5.6 Working Group Recommendation & Acceptance

A Working Group takes action through development of a program, project, or activity and presents results, usually in the form of a recommendation, product, or some other

deliverable, to the Steering Committee for acceptance (2.13 Working Groups).

If the Working Group presents a recommendation or deliverable to the Steering Committee, a 2/3 majority of the Steering Committee must vote “Yes” to accept it or “Yes for consensus” (defined in 4.6 Two-Thirds Majority Vote). If the recommendation or deliverable is accepted, the Steering Committee can assign new work to the Group, extend its charter, and revise its scope accordingly, or the Steering Committee may disband the Working Group.

If the Steering Committee does not accept the Working Group’s recommendation or deliverable, the Steering Committee can ask the Working Group to continue discussions and work on a new recommendation or deliverable, or the Steering Committee may disband the Working Group. The Steering Committee may also re-form the Working Group under its existing charter and scope or with modifications and name a new Working Group Chair along with new Group members.

5.7 Sources for Normative References

Normative references in WAVE specifications must come from international or nationally-accredited standards development organizations or from industry consortia, forums or alliances operating in a manner substantially consistent with essential standards development rules and procedures. Exceptions will be made on a case-by-case basis. Such documents shall meet the following criteria:

- The document is publicly available under fair, reasonable and non-discriminatory commercial terms.
- The document is available without contractual obligation beyond simple commercial purchase.
- The content of the document is stable and under revision control with transparent revision plans.
- The publishing organization permits the use of the document as a reference.

5.8 Approval of Normative References

Approval of the specification that uses a normative reference constitutes approval of that use and consensus that the cited reference meets the criteria as listed above. Objections to the suitability of a normative reference are made through objection to its inclusion during the specifications development and commenting process.

TABLE A: Voting Requirements

STEERING COMMITTEE QUORUM AND 2/3 VOTING REQUIREMENTS

Members Eligible to Vote	Minimum # present for Quorum		Voting Members ¹	Minimum # of votes to meet 2/3 requirement
20	11		20	14
19	10		19	13
18	10		18	12
17	9		17	12
16	9		16	11
15	8		15	10
14	8		14	10
13	7		13	9
12	7		12	8
11	6		11	8
10	6		10	7
9	5		9	6
8	5		8	6
7	4		7	5
6	4		6	4
5	3		5	4
4	3		4	3
3	2		3	2

¹ Representatives that vote “Abstain” are not included in the total number of voting members. Thus, the 2/3 requirement only applies to those that vote “Yes”, “Yes for Consensus” or “No.”