Meeting notes from the XWG meeting 9/27 to discuss Paul’s “Bylaws Update Process, Ground rules – includes Voteabals”

General:

* These notes complement and supplement the PPT Paul supplied prior to the meeting and updated and redistributed shortly thereafter
* There was a great deal of discussion about the role of the XWG WRT the Board, in terms of what proposals and recommendations go to the Board for consideration and vote, as appropriate. We decided:
	+ The XWG will be the place where proposals are brought in for discussion and refinement. In some cases a fully-formed proposal may capture discussion results, but that’s not required.
	+ The XWG will not be a gatekeeper, but should function as a device to facilitate and expedite consideration of proposals. One of the few changes made to Paul’s original PPT was to extend the required notice period for a proposal to be eligible for Board consideration from 24 to 72 hours is evidence of this
	+ The other specific change I recall which illustrates this was from the wording “Proposed amendments shall be developed & refined by the XWG”, to “Proposed amends shall be first discussed by the XWG”.
	+ Proposals from “left field” are not prohibited but they won’t have the benefits of those that have gone through the XWG.
	+ If anyone wishes to influence changes to the Bylaws, the best way to do so is to participate in the XWG meetings.
* There was also discussion around what constitutes the list of entities whose representatives can participate in these discussions as Board Members:
	+ This is necessary just to know what constitutes the working group to participate in the subject discussions. This will capitalize on decisions taken at earlier Board meetings July 2015 and March 2016.
	+ There may well be a need for additional Bylaws work on the issue of Board membership

Slide specific comments:

* Slide 2: BoD Membership:
	+ The list of member companies as of 7/1/15 is given with two possible special cases:
		- Huawei is likely not going to get current with their dues, which will terminate their membership
		- For some reason Sandia doesn’t show in our records as a member company, though we know we have active participation on the part of Chris Beggio
		- This slide sets up the discussion in slide 7 (next)
* Slide 7: Voteabals to amend the list of BoD members:
	+ The first bullet is a motion by Cray to remove Huawei based on a required Board vote. The feeling in discussion is such an action is needed because the loss of membership is a direct and irrevocable consequence not being current with dues. We’ll know the status of Huawei’s response to the 30-day ultimatum Bill sent them in time for our next Board meeting
	+ The second motion is more problematic, simply because the dues status of Sandia is not clear. We all know we benefit from the participation of Chris Beggio, and there may be some sort of “good will” argument to make, at least for a period of time
* Slide 8: Voteabal – Process for Amending the OFA’s Bylaws
	+ “A proposal must be posted to the ofa\_board mailing list no later than 24 hours prior to the meeting where action is requested”:
		- Basic idea is to avoid blindsiding the Board with a proposal received at the last minute
		- Some concern this could slow progress, given Board meetings are only monthly. Therefore, another thought put forward was the Board could rescind the requirement for a specific proposal by a TBD majority, possibly unanimous.
		- Another thought offered was 24 hours may not be sufficient. We seemed to conclude we’d try for 72 hours. This would allow time to document a proposal from a XWG meeting on Thursday and send it out by Monday, in time for a Board meeting the next Thursday
		- This also gave rise to some addition discussion clarifying and ratifying other thoughts on the role of the XWG, including:
			* The XWG is not a voting body, but rather a place where proposals are discussed
			* Repeat the observation the XWG is not the only path to the Board, just the fastest and most efficient.
			* Also, what’s expected over time is a series of small proposals, not a giant package at some point.
	+ “Once adopted, a 2/3 vote of the Board is required to reopen a previously voted topic”: This is what Paul called an “anti-churn” provision to avoid revisiting a proposal or issue endlessly.
	+ “When all proposed amendments have been acted on my by the BoD, the resulting Draft Amended Bylaws shall be circulated to Promoters for a thirty day review”: the idea is we’ll know when we’re to this point where proposals have slowed to zero.

As always, comment/questions/corrections welcome

Regards, Jim