June 13, 2019

**TO:** NAESBParliamentary Committee Members: Bill Boswell, Jim Buccigross, Cade Burks, Valerie Crockett, Michael Desselle, Bruce Ellsworth, Greg Lander, Debbie McKeever, Rae McQuade, Lou Oberski, Randy Parker, Timothy Simon, Kim Van Pelt

**FROM:** Elizabeth Mallett, NAESB Deputy Director

**RE:** Parliamentary Committee Draft Meeting Minutes – June 11, 2019

**NAESB Parliamentary Committee Conference Call**

**Monday, June 11, 2019 from 3:30 AM to 5:30 PM Central**

1. **Administration and Welcome**

Mr. Desselle welcomed the participants and called the meeting to order. Mr. Booe provided the Antitrust and Other Meeting Policies reminder, established quorum, and called the roll of the committee members. Mr. Desselle reviewed the agenda with the committee. Ms. Crockett, seconded by Mr. Lander, moved to adopt the agenda as final.

The November 15, 2018 and March 12, 2019 draft meeting minutes were approved as final on a motion by Mr. Lander. Ms. Crockett seconded the motion.

1. **Review the NAESB Bylaws Work Paper**

Mr. Desselle stated that the Parliamentary Committee would continue the effort to review and update the NAESB Certificate of Incorporation (Certificate), the NAESB Bylaws (Bylaws), and the NAESB Operating Procedures (NAESBOps). Mr. Booe stated that he and Ms. Mallett updated the [workpaper](https://www.naesb.org/pdf4/parliamentary061119w1.docx) which divides the language of each section of the Bylaws into a table. He noted that the suggested changes in the document focus on Q3 and some leftover modifications covered under Q2 of the work paper. Mr. Booe thanked Mr. McCord, Ms. McCain, and Ms. Van Pelt for submitting revisions that were incorporated into the work paper. Ms. Mallett reviewed the work paper.

Section 1.1: Ms. Mallett stated that the proposed changes were to add “NAESB Operating Procedures” into Section 1.1(C); make minor changes to Section 1.1(E) and the definition of “Triage Process”; fix the formatting in Section 1.1(M); correct a section reference in the definition of “Operating Procedures”, and insert a definition for “Non-Voting Members”. Ms. Mallett explained that Section 5.2 of the Bylaws contains a definition for “Non-Voting Members” and that definition may be better positioned in Section 1.1 with the other definitions. The proposed definition was modified to provide clarity.

Mr. Connor asked why the terms “Voting Members” and “Non-Voting Members” were distinguished within the Bylaws. Mr. Booe stated that, at the time of formation, there were a number of government entities that did not feel comfortable voting. As a solution, the two categories, Voting and Non-Voting Members, were created. Mr. Boswell stated that some entities may preclude voting. Ms. McQuade explained that some entities may have multiple interests that are represented and are uncomfortable taking positions. The Committee approved the proposed modifications to Section 1.1.

Section 2.2: In Section 2.2, Ms. Mallett proposed to delete the sentence referring to subcommittees submitting standards requests in the “Membership Driven” paragraph. Ms. McQuade stated that this paragraph was written for GISB and, since that time, the WEQ subcommittees have submitted requests, but get around this language by providing one person’s name and information on the standards request. Mr. Boswell stated that the purpose of the language was to ensure that an independent corporate sponsor would submit the standards request so that it is clear what entity supports the request. Mr. Lander stated that the sentence still has value for the reasons mentioned. Mr. Booe stated that the language could be left in the Bylaws with a note that indicates that requests originating from subcommittees should provide a clear sponsor on the request form rather than a subcommittee.

Ms. Mallett reviewed the proposal to update the “ANSI Accreditation” paragraph in Section 2.2 and noted that an underline was deleted from the “Consensus Based Decisions” paragraph. Mr. Boswell suggested that the word “actively” be deleted from the proposed changes to the “ANSI Accreditation” paragraph.

The Committee rejected the proposal to modify the “Membership Driven” paragraph in Section 2.2. Additionally, the Committee approved the proposed modifications to the “ANSI Accreditation” and “Consensus Based Decisions” paragraphs.

Section 2.3: Mr. Booe read the comment for Section 2.3 and stated that the proposed modification is to delete the last phrase of the last sentence in Section 2.3. Mr. Booe stated that another modification was proposed to clarify that a biannual review by the Board would take place if the minimum threshold requirements of a Quadrant are not met. He also noted the proposal to delete the forty-member threshold. The Committee rejected changing the member threshold for Quadrants and added a new sentence addressing a review of the minimum requirements.

Section 5.1: Ms. McCain suggested the Exhibits 1 through 3, rather than 1 through 4, should be referenced in Section 5.1(a). Ms. Mallett noted that the last sentence of Section 5.1(b) should be deleted to be consistent with the modifications previously made to the Certificate. She noted that an underline was also deleted in Section 5.1 (a)(iii). The Committee approved the proposed modifications to Section 5.1.

Section 5.2: Ms. Mallett noted that the Committee had added a definition for “Non-Voting Members” earlier in the meeting. She asked whether Section 5.2 should be marked “Reserved” or remain as is. The participants agreed that the section should be reserved. The Committee approved the proposed reservation.

Section 5.4: Ms. Mallett noted that a grammatical correction was proposed in Section 5.4. The Committee approved the change.

Section 6.2: Ms. Mallett noted that “Meeting of Members” would be capitalized throughout the document. Also, in this section “60” and “10” were spelled out. The Committee approved the change.

Section 6.3: The phrase “of these Bylaws” was added to Section 6.3(b) for clarification. The Committee approved the change.

Section 6.5: Ms. Mallett stated that the word “the” was replaced with the word “these” in the phrase “of the Bylaws” in Section 6.5. The Committee approved the replacement.

Section 6.9: Ms. Mallett noted the proposal to add Article V, Section 5 of the Certificate to the list of sections in Section 6.9. She stated that Article V, Section 5 addresses voting on amendments to the Bylaws and seems to fall into the same category as the other sections listed. The Committee approved of the addition of Article V, Section 5 to the list of sections in Section 6.9.

Section 7.9: Ms. Mallett noted that the Advisory Council now has 34 members and that the second sentence of Section 7.9 stated that there should be “not more than twenty-five (25) persons.” Additionally, the second to the last sentence in the section refers to “procedures” which were never drafted by the Advisory Council. The proposal is to delete the phrase “not more than twenty-five (25) persons” and the second to the last sentence of the section. The Committee approved modifications to the second sentence and deleted in the second to the last sentence in Section 7.9.

Section 8.1: The Committee agreed to delete the phrases referring to an “Assistant Treasurer” and an “Assistant Secretary” throughout the document. Mr. Desselle asked whether “Director” is a defined term. Mr. Booe noted that the term “Director” is defined Section 1.1(G).

Section 9.7: Ms. Mallett noted that the proposals for the section include the deletion of an underline, a formatting correction, and that the words “board members” in Section 9.7(d)(ii) was replaced with “Directors.” The Committee approved the modifications.

Section 10.2: Ms. McCain noted that the section references in Section 10.2(d) should be double checked, as the section refers to itself. Mr. Desselle stated that the sections would be checked offline and corrected before the next meeting.

Section 10.4: The Committee accepted the formatting correction in Section 10.4(k)(ii). The members also approved spelling out a number in the section.

Section 10.5: Ms. Mallett stated that the section states that the Triage Committee has one representative from each Segment in each Quadrant. She noted the proposal to delete the first and last sentences of the last paragraph in Section 10.5(b). The Committee approved the deletion of the first and last sentences.

Section 11.1: Ms. Mallett proposed to delete the language that refs to Telex, TWX, and telegrams. Mr. Boswell noted that TWX is a military format. Mr. Booe stated that he would check Delaware Law offline to review what the requirements are for written notice. The Committee approved of the proposal to replace the words “the Act” with “Delaware law.”

Section 14.2: The Committee approved the proposal to delete the underline from and an extra space in “nolo contendere.”

Section 15.1: The term “Meeting of the Members” was capitalized in the last sentence. The Committee approved of the modification.

Section 19.1: Ms. Mallett proposed adding the “NAESB Intellectual Property Rights Policy Concerning Patents” into the list of documents containing NAESB standards development policies. The Committee approved the addition.

1. **Discuss Next Steps**

Ms. McQuade reviewed the action items from the call. The Parliamentary Committee will revisit Sections 10.2 and 11.1 during the next meeting. Mr. Booe noted that the Committee will also address the board resolutions in the next call.

Mr. Desselle stated that the next meeting will take place on August 20, 2019 and will most likely be scheduled for one hour.

1. **Adjourn**

Ms. Van Pelt, seconded by Ms. McCain, moved to adjourn the meeting. The motion passed without opposition.

1. **Attendance by Committee Members**

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| **Parliamentary Committee Members** | | |
| **Name** | **Organization** | **Attendance** |
| Bill Boswell\* | NAESB General Counsel | By Phone |
| Jim Buccigross | 8760, Inc. | By Phone |
| J. Cade Burks | Big Data Energy Services | By Phone |
| Valerie Crockett | Tennessee Valley Authority | In Person |
| Michael Desselle | Southwest Power Pool | In Person |
| Bruce Ellsworth | New York State Reliability Council | By Phone |
| Greg Lander | Skipping Stone, LLC | By Phone |
| Debbie McKeever | Oncor Electric Delivery Company LLC |  |
| Rae McQuade\* | North American Energy Standards Board | In Person |
| Lou Oberski | Dominion Resources Services, Inc. |  |
| Randy E. Parker | ExxonMobil Gas and Power Marketing Company | By Phone |
| Timothy Simon | TAS Strategies |  |
| Kim Van Pelt | Boardwalk Pipeline Partners | By Phone |
| \*Mr. Boswell and Ms. McQuade are non-voting members of the Parliamentary Committee. | | |

1. **Other Attendance**

| **Name** | **Organization** |
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| Jonathan Booe | North American Energy Standards Board |
| Pete Connor | Representing American Gas Association |
| David Crabtree | Tampa Electric Company |
| Elizabeth Mallett | North American Energy Standards Board |
| Marcy McCain | Enbridge (U.S.) Inc. |
| Steven McCord | TransCanada Pipelines Limited |
| Caroline Trum | North American Energy Standards Board |