Via email, Friday June 14, 2013

Posting for Interested Parties

**TO:** Parliamentary Committee Members: Bill Boswell(\*), Jim Buccigross, Cade Burks, James Cargas, Valerie Crockett, Michael Desselle, Bruce Ellsworth, Joe Hartsoe, Jesse Hurley, Art Fusco, Richard Kruse, Greg Lander, Debbie McKeever, Rae McQuade (\*), Randy Parker, Timothy Simon

**Cc:** NAESB Board of Directors, NAESB Advisory Council

**FROM:** Rae McQuade

**RE:** Draft Agenda for theParliamentary Committee Meeting – June 28, 2013

Dear NAESB Parliamentary Committee Members:

The Parliamentary Committee of the Board chaired by Michael Desselle has scheduled a meeting on Friday, June 28, 2013 from 1:00 pm to 4:00 pm C. The agenda following is also posted on the NAESB web site (<http://www.naesb.org/parliamentary.asp>) and contains links to some work papers. As additional work papers become available, the links in the agenda will be revised and the agenda reposted.

**When:** Friday, June 28, 2013

 1:00 pm to 4:00 pm C

**Conference Calling:** Conference number: 866-740-1260, Access code: 7133560, Security code: 5812

We look forward to your participation. As with all NAESB meetings, these are open to any interested party. As always, please feel free to call the NAESB office should you have any questions or comments.

Best Regards,

Rae McQuade

Rae McQuade

NAESB President

\* Bill Boswell and Rae McQuade are non-voting members of the committee.

| **NAESB Parliamentary Committee****Conference Call Friday, June 28, 2013 – 1 pm to 4 pm C** |
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| **Topic** | **Information/Requests** |
| Creation of the Group and recent status | * The Parliamentary Committee is established in the NAESB bylaws, § 7.8(c):

*There shall be a Parliamentary Committee, consisting of members of the Board with at least two Directors from each Quadrant. The function of the Parliamentary Committee is to address issues related to corporate governance, including, but not limited to, the Certificate of Incorporation, the Bylaws and the Operating Procedures. Members of the Parliamentary Committee shall be appointed by the Chair of the Board, who shall serve as the chair of this committee.** The last committee meeting was held on June 13, 2014, during which the proposed language for inclusion in the bylaws for copyrights and intellectual property rights was amended. During the meeting,
* an amendment was made to the proposed definition of “contribution”, and a vote was taken on the amendment with all committee members present in favor,
* amendments were made to the text of the proposed clause regarding assignment of rights in contributions, and a vote was taken on the amendments with all committee members present in favor, and
* several action items related to the revised text of the proposed bylaws amendments were identified for completion prior to the meeting on June 28.
* The action items identified on June 13 for upcoming meetings were:
* For the IPR counsel, is the phrase “tangible” well enough understood as a term of art for IPR, or is a definition needed?
* Gain IPR counsel opinion on whether the definition of “contribution” be simplified, such as “Contribution is defined as any tangible formo of expression created during the development of, and used in, the final NAESB Standards or Model Business Practices (“NAESB Standards”).
* Gain IPR counsel opinion on whether the member acknowledgement of the IPR policy is sufficient through statements in the bylaws, with a physical acknowledgement on the web site for non-members, or if the members should also have a physical acknowledgement.
* Draft a “Terms of Use” document for consideration based on similar documents of other standards development organizations.
* The notes for the June 13 meeting including the revised text of proposed bylaws amendments proposed by the committee can be found at the following link: <http://www.naesb.org/pdf4/parliamentary061313dm.doc>. Materials for this group will be posted as separate documents on the NAESB web site: <http://www.naesb.org/parliamentary.asp>, or included in the agenda as links.
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| Purpose of Parliamentary Committee Call | * At the Board of Directors meeting on April 4, 2013 (<http://www.naesb.org/pdf4/bd040413dm.docx>), several actions were taken which may have an impact on the work which would typically be prepared by the Parliamentary Committee. After coordinating schedules, it was determined to hold a conference call on May 15 from 10 am PT to 2 pm PT.
* At the Parliamentary Committee meeting on June 13, the committee determined to review additional revised language proposed to be added to the bylaws, including revisions made during the meeting and revisions proposed by outside counsel with a possible vote to be taken on June 28.
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| Pre-meeting Assignments | * Committee members have been asked to forward any other agenda items or comments to the NAESB office, attention of Veronica Thomason ([vthomason@naesb.org](http://www.naesb.org/pdf4/vthomason%40naesb.org)).
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| Attendance -- Call-in information: | * Call-in information for attendance by phone: 866-740-1260, Access code: 7133560, Security code: 5812
* Please place your phone on mute unless you are speaking. For those participants that do not have a mute feature on your phone, please press (\*6) to mute your phone and (\*7) to un-mute your phone. Putting the conference call on hold may cause music to be played over the discussion and if so, the NAESB office will contact the conference call administrator to have the line disconnected. Please contact the NAESB Office (713-356-0060 or naesb@naesb.org) should you need any additional information or have questions or comments.
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| Meeting & Reference Materials | * Antitrust and Other Meeting Policies: <http://www.naesb.org/misc/antitrust_guidance.doc>
* Roster: <http://www.naesb.org/pdf4/parliamentary_committee_roster.pdf>
* June 13, 2013 draft minutes: <http://www.naesb.org/pdf4/parliamentary061313dm.doc>
* Draft bylaws language for consideration: *To be provided as a link once outside counsel has reviewed the language.*
* Draft “Terms of Use” language for consideration: *To be provided as a link when completed.*
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| Upcoming Conference Calls | * No other meetings scheduled. The NAESB Office will work with the chair to schedule additional conference calls if needed.
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| Draft Agenda | 1**.** Administration and Welcome* Antitrust and Meeting Policy guidance
* Roll call to establish quorum
* Adoption of the agenda
* Review and adopt June 13 draft minutes

2. Discussion on revised language for inclusion on the bylaws regarding copyright and intellectual property language with possible changes to the text and possible vote for committee endorsement3. Consider and discuss language for a “Terms of Use” document with a possible vote for committee endorsement.4. Recap of action items and possible assignments5. Other Business* Calendar of conference calls for the Parliamentary Committee
* Other items

6. Adjourn |