

PCI-SIG[®]

Committee Procedures

1. Establishment:

1.1. Committees are established by the Board of Directors (hereinafter, BoD)

1.1.1.1. At the time of establishment, the BoD will define the duration of the committee as:

- a) Permanent, or
- b) For the duration of the task, or
- c) For a specified time span

If the BoD does not specify termination criteria, the duration defaults to one year from establishment.

1.1.2. At the time of establishment, the BoD will define the scope and expected output of the committee.

1.2. Sub-Committees

1.2.1. Committees may establish sub-committees as needed by a simple majority vote. The sub-committee inherits the operating rules of the parent committee.

1.2.2. Sub-committees shall have a Chairman and such other officers as are deemed necessary by the sub-committee. The Chairman is appointed by the BoD. Other officers are appointed by simple majority vote of the sub-committee.

1.2.3. Subcommittee membership rules shall conform to the general committee membership rules defined in Section 3.

1.3. Requests For Altered Procedures

1.3.1. Once established, committees are free to petition the BoD to alter the general Committee Procedures as they apply to that specific committee. Such a petition requires a simple majority vote of the committee requesting BoD consideration, and a simple majority of the BoD to approve.

2. Committee Officers:

2.1. Committee Chairman

2.1.1. Appointment

- 2.1.1.1. When establishing a new committee, the BoD shall appoint a qualified employee of a PCI-SIG Member as Chairman.

2.1.2. Term

- 2.1.2.1. Chairmen serve at the pleasure of the BoD.

2.1.3. Replacement

- 2.1.3.1. Replacement of a committee Chairman will occur when a committee Chairman resigns, or is no longer an employee of a committee Participant, or is removed by the BoD. The BoD will appoint the replacement. The Chairman is encouraged to recommend a successor to the BoD.
- 2.1.3.2. At any time, any committee member can elevate concerns about the operation of the committee or the conduct of its Chairman to the BoD or the PCI-SIG's management company (a "contact the PCI-SIG" button is available on the PCI-SIG website for this purpose).
- 2.1.3.3. All source documents controlled by the Chairman will be transferred completely to the new Chairman. The past Chairman will be available for guidance for at least one month after the replacement occurs.

2.2. Committee Vice Chairman

The committee Chairman will appoint a Vice Chairman to assist the Chairman in all matters. This Vice Chairman will assume the role of Chairman at duly scheduled committee Meetings when the Chairman is absent. The Vice Chairman will temporarily assume the Chairman position from the effective date of a Chairman's resignation or removal until the BoD approves another Chairman. It is encouraged, but not mandated, that the Vice Chairman be from a different company than the Chairman.

2.3. Secretary

- 2.3.1. The committee Chairman may appoint a Secretary, or can perform this duty by him/herself.

- 2.3.2. The Secretary is responsible for maintaining a record of the committee's activities.
- 2.3.3. The Secretary is responsible for taking Meeting minutes and passing them on to the PCI-SIG Executive Director.
- 2.3.4. The Secretary is responsible for keeping track of the committee members' contact information and passing this information on to the Executive Director.

2.4. Legal Authority

- 2.4.1. Committee and sub-committee officers are not executive officers of PCI-SIG as recognized under the bylaws, and thus have no authority to bind PCI-SIG to any obligations.

3. Committee Membership, Size, and Voting Rights:

3.1. Committee Membership

- 3.1.1. Committee membership is open to all PCI-SIG member companies wishing to actively participate and contribute to the advancement of the committee's work.

- 3.1.2. Member companies wishing to participate on a committee shall submit a written request to the committee Chairman. This request shall not be unreasonably denied.

3.1.2.1. Among the permissible reasons for denial:

- a) Company lacks material interest in the activities of the committee.
- b) Committee has reached the maximum allowed sized as defined in [Section 3.2](#).
- c) Company does not provide expertise relevant to the work of the committee.
- d) Company's area of expertise is already over-weighted in the makeup of the committee – refer to [Section 3.1.2.2, Paragraph c](#).

3.1.2.2. A three-step process is used for selecting committee members:

- a) Applicant provides written answers to the following questions:

- What is your company's interest in the activities of this committee?
 - What resources are you willing to commit to the work group? For how long?
 - What specific areas of expertise will you provide?
- b) The Chairman acts as a first level filter, eliminating any applicant company that is simply not qualified.
- c) The Chairman brings the applicant's skills write-up to the committee for approval.

If a committee has two-thirds or fewer of its maximum number of members (e.g., 8 or fewer if the maximum is 12), the committee can only reject a company if it lacks the minimum qualifications. I.e., a company cannot be rejected because there are too many similar companies on the committee (too many semiconductor companies for example).

If the membership has reached the two-thirds point and is below the maximum size (9 to 11 for a maximum size of 12), companies may also be rejected because they do not provide skills complementary to the scope of the work of the committee.

Once a committee has reached its maximum size, qualified new applicants can still be accepted. They can, however, be rejected on the grounds of the size limit.

- 3.1.2.3. If and when a company's application for membership is rejected, the member company may contact administration to escalate to the Board of Directors for review.
- 3.1.3.1. At the discretion of the Chairman, a committee may add observer members to its roster. Such observer status does not convey voting rights and does not count either towards establishing a quorum or towards the committee size calculations. A committee observer is placed on the committee email reflector and may attend any committee meetings subject to logistical constraints. A committee observer can only respond in meetings if recognized by the chair. The maximum number of observer members is determined by the Chairman.

3.1.3.2. Any BoD member can participate as an observer on any committee. If a BoD member wishes to participate as a full member, she or he must apply for membership like any other member company.

3.2. Committee Size

3.2.1. Committee size is governed by efficacy.

3.2.2. Under no condition shall the maximum size be set less than 12 companies without BoD approval.

3.2.3. A committee shall maintain a minimum size of 8. If the committee feels this minimum size cannot be achieved, then it must appeal to the BoD for an exemption to the minimum size guideline.

3.2.4. A committee can increase the maximum size limit at its discretion. Under no condition shall the maximum size be reduced to prevent any company from joining the committee. [Example: say a committee has a maximum limit of 20 member companies but currently only has 17 participants. Company XYZ applies for membership. The committee may not vote to reduce the limit to 17 so that they can exclude company XYZ.]

3.2.5. Number of Participants Per Company

3.2.5.1. Participant companies may bring as many employees into the committee process as needed to accomplish the task, but participant companies shall only have one vote on the committee regardless of the number of participants.

3.2.5.2. The committee chair may restrict the total number of participants per company for logistical reasons, for example, to manage the number of telephone bridge ports or the attendance at a face-to-face Meeting.

3.3. Disqualification of Members

3.3.1. The BoD may remove participant companies from the committee at any time, for cause. A 2/3 vote of the BoD is required for removal.

3.3.1.1. Reasons for removal (any one shall be deemed sufficient):

a) Disruptive behavior.

b) Engaging in illegal activity on behalf of the PCI-SIG.

- c) Engaging in activities related to restraint of trade or collusion that could jeopardize the legal standing or impose liability on PCI-SIG.
- d) Engaging in activities damaging to the reputation of the PCI-SIG.
- e) Other reasons not stated above that damage the work of the PCI-SIG, its committees or its standing in the industry.

3.3.2. In the event that a participant company ceases to become a Member in good standing of the PCI-SIG, the company and its representatives are disqualified from committee participation.

3.4. Meeting Participation and Voting Rights

3.4.1. New members are automatically granted voting rights when they join. Active participation is required for a company to maintain voting rights on the committee, wherein active participation is maintained by a representative in attendance at least one half of the most recent six scheduled Meetings or one half of all scheduled Meetings in the prior six months, whichever is the shorter time period (starting at the time the member joins). Once voting rights are lost, they are automatically reestablished when these participation criteria are met.

3.4.2. Prior to automatic reinstatement by meeting attendance requirements, a participant company that has lost its voting rights may appeal to the committee for reinstatement. If the committee fails to reinstate the participant company, the latter may appeal to the BoD for reinstatement.

3.4.3. If a participant company loses its voting rights, it is still allowed to participate in all activities of the committee except voting. If the committee is at its established maximum membership level, participant companies without voting rights may be removed from the membership role if a new company applies for membership and otherwise be rejected because of the limit, at the discretion of the Chairman, pending approval of the BoD.

4. Internal Protocol:

4.1. Minutes

4.1.1. PCI-SIG committees are required to produce minutes of their Meetings.

4.1.2. Minutes shall be distributed within one week after the adjournment of the Meeting. These minutes shall be distributed to all committee members.

4.1.3. The required contents of minutes are as follows:

4.1.3.1. Date(s), location(s), Chairman, Secretary, hour of opening and adjournment.

4.1.3.2. Summary of significant actions taken.

4.1.3.3. List of all attendees.

4.1.3.4. Approved agenda (or approved changes to draft agenda).

4.1.3.5. Approval of previous Meeting minutes.

4.1.3.6. Each motion seconded and not withdrawn, identifying maker of the motion, the fact of a second, and the voting results.

4.1.3.7. Future Meeting schedule (to the extent known).

4.1.3.8. List of action items assigned to members.

4.1.3.9. List of any patent and/or other intellectual property assertions that have been called out by a participant. [It is not the intent of this clause to require disclosure of IP. IP disclosure rules are stated in the PCI-SIG Bylaws. If, however, IP is disclosed, this clause requires the documentation of the disclosure in the committee record.]

4.1.4. The first order of business for any Meeting after approving the agenda should be to approve the minutes of the prior Meeting.

4.2. Calling of Meeting

4.2.1. When possible, a proposed agenda for each Meeting must be distributed at least one week prior to all scheduled Meetings. If a committee meets on a weekly basis, then the agenda can be sent out with the Meeting minutes if sent three days prior to the Meeting. Note that agenda items concerning personnel issues (approving membership, appointing or reappointing officers, etc.) or specification approval must be announced at least one week prior to the Meeting.

4.2.2. For committees that do not hold Meetings on a regular schedule, Meetings must be announced at least two weeks prior to the

Meeting date, unless a two-thirds majority of participants approves a shorter notice. Note that this does not preclude a committee from holding an ad-hoc Meeting on shorter notice, just that no official votes may be taken in the Meeting – votes can be held via email. Similarly, failure to attend such ad-hoc Meetings do not count against a company for calculating voting rights – attendance does count for a company in reestablishing its voting rights.

4.2.3. If and when a committee chooses to hold a face-to-face meeting, it must be announced at least 45-days in advance of the meeting unless a shorter time is approved by a 2/3 vote of the committee.

4.3. Voting/Motions/Quorum

4.3.1. Where practical, committee members should obtain agreement of major issues by using *Robert's Rules of Order* as a procedural guide.

4.3.2. Voting can take place only if there are two-thirds of the committee participant companies with voting rights in attendance, in which case a simple majority of those present who vote yea or nay (abstains shall not be counted) rules; provide, however, that no less than one half (1/2) of Committee Participant Companies with voting rights vote yea or nay on the motion (unless otherwise stipulated). Concerns raised should be documented in the minutes. (For Example: In an instance where a Work Group is comprised of 18 voting members, not less than 12 participating members are required for quorum. Of those 12, not less than 9 voting members must cast either a yea or nay vote. For the motion to carry, in this example, not less than 5 'yea' votes are required)

4.3.3. At the option of the Chairman, a vote may be held via email.

An email containing the specific wording of the motion shall be sent to all participant companies with voting privileges (as calculated on the date the vote is called for).

A vote is considered valid when:

a) The total yea or nay votes (abstains shall not be counted) is sufficient to carry the motion based upon the voting requirements of Section 4.3.2. the total number of members with voting rights, i.e., in the case of a simple majority vote, if there are 15 companies with voting rights, and 8 Nay votes are received, the vote fails. Or,

b) The set maximum time period expires.

The Chairman shall set a maximum time period for a vote, after which the motion is carried by a simple majority of those having

responded who vote yea or nay (abstains shall not be counted); provide, however, that no less than one half (1/2) of Committee Participant Companies with voting rights vote yea or nay on the motion. This minimum time period shall not be less than one business day.

The results of the email vote shall be reported in the meeting minutes of the next meeting of the Committee.

4.3.4. Each participant company is allowed only one vote.

4.3.5. Receipt of each email vote cast will be positively confirmed via email in a timely fashion.

4.3.6. Any participant company can notify the BoD in writing of their dissent to a vote – even if they lack voting privileges at the time of the vote.

While such action will have no bearing upon the outcome of the vote or the committee's actions, it does place the participant company's argument in the official record and informs the BoD of issues that it may consider if and when the BoD is required to take action on the work product of the committee.

4.4. Distribution of documents for approval:

4.4.1. Documents offered for approval should be distributed with adequate time for review, as determined by the Chairman, but may be overridden a majority of the committee.

4.5. Confidentiality

4.5.1. All committee discussions and information pertinent to the activities of a committee are confidential to that committee and the BoD, and shall not be disclosed outside of the committee (or the BoD) without approval of the committee Chairman. Note that a committee comprises a top-level committee and all of its sub-committees. Therefore, members of one sub-committee are free to communicate with members of related sub-committees without the approval of the chairman.

5. External Protocol:

5.1. Board of Directors

5.1.1. Each committee Chairman will provide a brief written status of the committee for each quarterly BoD Meeting. The report should include a current membership list, current topics of discussion/consideration, future plans and delivery schedule.

5.1.2. Active committees may request to present at BoD Meetings. This will be subject to the BoD approval based on the agenda for the BoD Meeting. The BoD may not unreasonably deny such requests. Conversely, the committee Chairman may be requested by the BoD to present the update and may not unreasonably deny such requests.

5.2. Other Committees

5.2.1. When proposed changes affect parts of specifications controlled by other committees, those committees must be notified in writing and consulted (email is sufficient).

5.2.2. When feedback (i.e. review of documents, proposed changes, etc.) is required from another committee, the document in question will be presented at least two weeks prior to the due date of the feedback. If more extensive analysis is required, the committee receiving the document may request a reasonable extension.

6. Output:

6.1. Specifications

All specifications and documents (i.e. design guides, errata, addenda, etc.) shall follow the standard format of other PCI documents. In order to do so, a technical writer will be made available by the PCI-SIG. Engagement with the technical writer will commence at the point when the Chairman determines that the document is sufficiently stable (subject to an override vote by the committee).

6.2. Technical Support

6.2.1. When required, the committee is responsible for providing “secondary technical support” for up to three months after the new “information” is released to the public (i.e. release of new specification, major revision, etc.).

‘Secondary technical support’ refers to response to member questions that cannot be addressed by the PCI-SIG’s Technical Support function due to their complexity or the latter’s lack of familiarity with the subject matter. By contrast, ‘primary technical support’ refers to response to member questions that are addressed by the PCI-SIG’s Technical Support function without the assistance of other resources.

6.2.2. It is assumed that a third party will be contracted by the PCI-SIG to provide the first line of support. However, the third party will be given a “grace period” of up to three months to learn the details of any specification changes.

6.2.3. Feedback to other Committees

6.2.3.1. When the committee Chairman is contacted to provide feedback on an "issue" (i.e. ECR, new revision of a spec that may impact the committee, etc.), s/he must provide the necessary feedback within a reasonable time.

6.2.3.2. When presented with a request for feedback the Chairman may provide feedback directly, or may call a Meeting of the committee.

6.2.3.3. All feedback shall be distributed to the committee participants via email (or hard copy as appropriate) and becomes part of the committee's official record. Attachment of such feedback to the minutes of regularly scheduled Meetings is an acceptable form of distribution.

6.3. Distribution of documents:

6.3.1. All documents will be distributed electronically unless the committee deems hardcopy necessary. The format of the electronic document exchange shall be determined by the Chairman, but may be overridden by a simple majority vote of the committee.

7. Archiving of Documents:

7.1. Once the document (i.e. Specification, ECN, etc.) is finalized, the committee Chairman is responsible for transferring an archive of all source files including all text, drawings, PDF distillations, and one hardcopy of each document to the Executive Director. The Executive Director shall be the keeper of these source documents, and is required to reduce the archive to a CD or DVD, or like media. Copies of the archive disk will be provided to all BoD officers plus the PCI-SIG Legal Council.

7.2. Once approved, no modifications shall be made to the source documents for that revision. The Executive Director has the authority to change administrative information such as telephone number, contact address, etc. with the permission of the PCI-SIG BoD Chairman and the committee Chairman.

8. Defined Terms:

8.1. PCI-SIG Member

PCI-SIG Members are organizations that have current PCI-SIG membership.

8.2. Participant Company

Participant companies are PCI-SIG member companies selected to join the committee. They will appoint employees to contribute to the committee's mission.

8.3. Committee

Committees include work groups and special committees formed by the BoD.

8.4. Meeting

Meetings may be face to face or conference calls.

8.5. Employee

Employee shall mean any person whose actions are under the control and responsibility of the member company, including full-time, part-time and contract individuals.