Explorations, Mining, Metals and Minerals vertical (EMMMv™) Forum Charter

1 Introduction

1.1 Purpose
The purpose of this document is to record the guiding principles, the roles of the Officers, and specific procedures for operation of The Open Group EMMMv Forum. This document supplements The Open Group’s standard governance processes by making specific choices, for example defining the size of a quorum and how decisions are made within the Forum. A secondary purpose for this document is to assist in the provision of continuity for Forum operations as and when the officers of the EMMMv Forum change.

1.2 Principles
The guiding principles for the operation of the EMMMv Forum are as follows:

Principle #1 – The primacy of principles
All the Forum’s decisions, and decision-making processes, will be based on principles that are agreed by, and openly accessible to, members of the Forum.

Principle #2 – We Inherit the Principles of The Open Group
We are committed to the achievement of The Open Group’s vision and mission, and to adhere to its principles e.g.: Boundaryless Information Flow™; Standards Adoption Criteria; Making Standards Work™. [http://www.opengroup.org/overview/vision-mission.htm](http://www.opengroup.org/overview/vision-mission.htm)

Principle #3 – Collaboration
- Everything we do is done through goodwill, trust, and collaboration.
  - The Forum must be inviting, open to hearing everyone’s voice.
  - We need to express rationale, not just positions.
  - Decision-making is collaborative and informed.
- The Forum subscribes to, and is governed by, the intent of the antitrust guidelines set out in paragraph 4.

Principle #4 – Shared Purpose
- Our shared purpose is to advance a common standard.
  - Everyone has a business rationale for participation.
  - Everyone has come here to make the industry better.
- Everyone shares the credit and the benefit.

Principle #5 – Formal Process
- The Forum follows formal processes for planning, operations, decision-making, and reaching consensus.

Principle #6 – Obligations of Leadership
- The higher up you are, the more you are a servant to the organization.
  - The obligations of the Forum officers are set out in section 2 below.

Principle #7 – Openness and Assumption of Good Intent
- Seek to collaborate and understand
  - By validating assumptions and inferences.
  - By clarifying the meaning of special words used.
  - By ensuring that finances associated with the Forum are open to all.
1.3 Membership Criteria

Membership to this Forum will be available to organizations which meet the membership criteria described below. Gold and Platinum members of The Open Group do not automatically qualify for membership of EMMMv. They are subject to the membership criteria defined, as well as the payment of the applicable membership fees associated to this Forum.

Membership is specifically limited to organizations that conform to the following criteria:

I. Organizations whose core\(^1\) business is described as being in the Metal Resources industry.
II. Hardware/ software vendors directly delivering their systems/ solutions to the organizations described in I.
III. Consulting organizations that have consulted with the organizations described in I, for an extended period of time. At least one significant project spanning more than one year at more than one client or multiple projects to one client in total spanning more than one year.

1.4 Overriding Processes

These procedures are designed to operate within the standard governance processes of The Open Group, which override these procedures in the event of any conflict. Standard governance processes include:

- The operation of The Open Group Governing Board
- Governing Board Technical Approvals process
- Developing and Approving Standards (“Company Review”)
- Certification Programs
- Confidentiality
- Standards Adoption Criteria
- The processes of the Customer Council and Supplier Council which include the procedures for starting new work items within The Open Group. The overriding processes include guidelines on how to start new work items and run the consensus process. A useful resource is the website https://www.opengroup.org/projects/spectools/

1.5 Document Status

Draft for review

1.6 Revision History

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2 Forum Officers

2.1 Initial setup

The Forum foresees an initial officer (or officers) in the start-up phase of the Forum, which will execute the necessary functions to facilitate the meetings and ensure continuity of operation. After the initial period, a number of subject matter experts (SME’s) are foreseen to participate to facilitate the development of products in the different aspect of the value chain(s) addressed by the Forum. The role of Forum Chair should be enabled by the time subject matter experts join the Forum, to ensure planning and execution continuity during the development of products.

\(^1\) The core business of an organization is an idealized construct intended to express that organization’s “main” or “essential” activity. (from http://en.wikipedia.org/wiki/Core_business)
The role of Forum President, will oversee the identification of SME’s and enabling their participation in workgroups, in consultation with the Forum Chair.

2.2  Forum Chair
The Forum Chair is elected annually by the members of the Forum and is accountable to the membership of the Forum and to the Governing Board of The Open Group for operation and achievements of the Forum. Specific responsibilities of the Forum Chair include:

- Convoking meetings of the Forum and agreeing the objectives and agenda for each meeting with the rest of the Leadership Team.
- Chairing meetings of the Forum and the Leadership Team; managing the Forum meetings to achieve their objectives within the published agenda.
- Convoking meetings of the Leadership Team.
- Reporting to The Open Group Governing Board (and any ad-hoc groups established by The Open Group Governing Board) and Councils on the activities of the Forum.
- Reporting any direction given by The Open Group Governing Board to the members of the Forum.
- Monitoring the activities of the Forum and bringing to the attention of the Leadership Team any matter where there does not appear to be sufficient consensus to meet the formal governance requirements of The Open Group.
- Liaising with the Chairs of other Forums to avoid duplication of effort and to encourage the adoption of EMMV across the whole of The Open Group.
- Ensuring that the consensus process and anti-trust guidelines of the Forum are adhered to for all decisions of the Forum.
- Ensuring that all projects within the Forum are documented in the Forum annual plan and roadmap of deliverables.
- Ensuring that all projects within the Forum have open accessibility in participation to all Forum members and that all deliverables are regularly accessible.

2.3  Forum Vice-Chair
The Forum Vice Chair is elected annually by members of the Forum and accountable to the membership of the Forum and to the Forum Chair. The Vice Chair is responsible for supporting the activities of the Forum Chair as needed, including active participation as described in Section 2.5 below. In the event that the Chair is unable to attend a meeting, the Vice Chair shall assume the role of Chair.

2.4  Forum Director
The Forum Director is a staff member of The Open Group, appointed by the President of The Open Group, and is accountable to the President of The Open Group. The primary responsibility of the Forum Director is to ensure that the Forum operates within the operating rules of The Open Group, and to co-ordinate the provision of other resources from The Open Group in support of the activities of the Forum.

Specific responsibilities of the Forum Director include:

- Publishing notification of meetings of the Forum, together with the agenda and objectives in consultation with the Chair and the Vice Chair.
- Maintaining an annual plan and roadmap of deliverables for the Forum.
- Publishing appropriate minutes of all meetings of the Forum.
- Reporting to the Executive Management Team of The Open Group on the activities of the Forum.
- Reporting any direction given by the Executive Management Team of The Open Group relating to the activities of the Forum to its members.
- Co-ordinating the provision of other resources from The Open Group to meet the needs of the Forum. (Technical editing, Marketing, Product/Project Management etc.)

2 In practice this means ensuring that regular project updates and deliverables are made available to all members. Usually, this should correspond with the deliverable dates within the specific project plan.
• Supporting the Forum Chair and Vice Chair.
• Liaison with the Directors of other Forums to avoid duplication of effort and to encourage the adoption of EMMMV across the whole of The Open Group.

2.5 Responsibilities of the Elected Officers
The Elected Officers are responsible for co-ordinating the activities of the Forum on behalf of the membership of the Forum. Their primary role is to enhance the effectiveness of the Forum by formulating recommendations for approval by the members of the Forum. However, the Elected Officers are authorized to take decisions on behalf of the Forum, where warranted, subject to subsequent ratification by the Forum.
Specific responsibilities of the Elected Officers include:
• Agreeing the schedule of meetings and teleconferences to progress the work of the Forum.
• Soliciting input from Forum Members with respect to the content of all meetings of the Forum.
• Agreeing the objectives and agenda for each meeting.
• Formulation of proposals for [this does not preclude any other members of the Forum from making such proposals]:
  • Changes to the structure of the Forum and its operating procedures.
  • Establishment of new projects; changes in scope of projects; termination of projects.
  • New Standing Committees; changes in scope of Standing Committees; closure of Standing Committees.
  • Resolution of issues.
• Acting as an escalation body to handle any issues arising from the Forum membership.
• Working with the Forum Director to develop and maintain the Forum annual plan and roadmap of deliverables.
• Working with the Forum Director to appropriately report on the finances associated to the forum.
• Ensuring that new work items follow the established Customer Council guidelines for starting new work items within The Open Group.

3 Specific Processes

3.1 Elections of Forum Chair and Vice Chair
Ballots to elect the Forum Chair and Vice Chair are taken annually. The specific voting rules associated with e-mail ballots shall apply (see section 3.6).
The Forum Director shall announce the need for an election by e-mail to all members of the Forum at least 4 weeks prior to the date of the election (or in the case of an e-mail ballot, the start date of the balloting period). Each member of the Forum shall be entitled to propose a candidate for each post. Self-nomination is acceptable. A period of 2 working weeks shall be allowed for nominations.
On closure of the nomination period, the Forum Director shall contact each candidate to obtain confirmation that the candidate is willing to be serve if elected.

• If there is a single candidate; the members of the EMMMV Forum shall ballot to accept the candidate.
• If there are two candidates, the members of the EMMMV Forum shall ballot and the candidate receiving the higher number of votes shall be elected.
• If there are three or more candidates, the members of the EMMMV Forum shall ballot. If any candidate receives more than 50% of the votes cast, that candidate shall be elected. Otherwise, there shall be a second ballot between the two candidates receiving the highest number of votes in the first ballot; the candidate receiving the higher number of votes in the second ballot shall be elected.
• In the event that the Forum establishes a new position (Vice-Chair, Project Leader/Committee Chair), or the existing appointee is unable to complete their elected term, then a temporary Project Leader/Chair/Vice-Chair may be appointed by resolution of the members of the Forum. A formal ballot shall then be initiated within 1 month to be completed within 4 months.
3.2 Voting

All voting within the Forum shall be on the basis of one organization, one vote. (The Forum Director is a voting member of the Forum). The Chair is permitted to vote on behalf of his or her organization, if eligible to do so.

By default, resolutions of the EMMMV Forum shall be taken by a simple majority of those present and voting (excluding abstentions).

Some decisions are defined as consensus decisions, where it is important that a substantial majority of the members of the Forum support the decision. Such resolutions require a 75% majority of those present and voting.

Where there are multiple representatives from the same organization, the organization shall define an order of precedence. The senior representative from that organization present shall cast the vote representing that organization.

3.3 Quorum

All resolutions of the Forum require at least 40% of the membership entitled to vote.

In measuring this 40%, the following shall be counted as having voted:
1. Those who have voted to approve the resolution
2. Those who have voted against the resolution
3. Those who have explicitly abstained from voting and by so doing have indicated their support for the majority position.

In the event that the quorum is not reached, any member of the Forum may within 14 days of publication of the minutes of the appropriate meeting, request that any resolution passed at such meeting be declared null and void. If no such request is received, any such resolution shall be deemed to be carried.

3.4 Meetings of the Forum

The dates and location of all face-to-face meetings of the Forum and any Teams/Committees shall be published at least 4 weeks in advance, and the agenda of such meetings shall be published at least 2 weeks in advance.

Any matter requiring a resolution by the members of the Forum shall be notified to members of the Forum at least 2 weeks in advance. Any member of the Forum may request that a matter not so notified be deferred to another properly constituted meeting.

Proxy and absentee ballots are not allowed. Remote teleconference access to face-to-face meetings is permitted where this is feasible.

3.5 Decision-Making Teleconferences

A teleconference may be convened at any time to progress the work of the Forum. All teleconferences during which a consensus decision is to be taken must be announced at least 2 weeks in advance, together with the specific wording of any resolutions to be proposed during the teleconference. If such notice is not given, then any decision made must be submitted to a correctly convened meeting, e-mail process or teleconference for ratification.

All other teleconferences must be announced at least 1 week in advance. Any member may submit a vote by e-mail in advance to the Forum Director on any resolution that is to be discussed during the teleconference. It is the responsibility of the Forum Director to declare these positions during the teleconference.

Should the wording of the proposed resolution be changed during the teleconference, then the Forum Chair (or Vice-Chair) who is running the conference shall determine whether any votes cast in advance remain valid.

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3 The 40% quorum for the Forum should be reviewed from time to time. It has to balance the number of total members versus those actively participating. If the required percentage for a quorum is set too high it can prevent work from progressing.
3.6 E-Mail Ballots
Resolutions of the Forum may be taken by e-mail. All e-mail ballots must be announced at least 1 week in advance of the start of the ballot period, together with the specific wording of the resolution(s) which are the subject of the ballot. A period of at least 1 week must be allowed for the ballot itself.

3.7 Minutes
Minutes shall be published of all meetings of the Forum (including decision-making teleconferences) and shall include at least:
- A list of participants
- A list of decisions made (Resolutions approved or rejected)

4 Antitrust guidelines

4.1 Guidelines for EMMMv Meetings
To ensure that the antitrust laws are not violated and that there is no appearance that anticompetitive activity is taking place, every participant in EMMMv meetings and activities must adhere to the following guidelines:

1. **Keep in mind the pro-competitive purposes of EMMMv, and participate only in discussions that further those purposes**

   Free and open discussion on matters of concern to the industry is essential to the success of EMMMv's activities. Discussions among EMMMv members should, however, be limited to matters which appropriately advance EMMMv's purposes.

2. **Avoid any discussion of matters pertaining to the way your company competes, including discussions of any member or non-member company's prices, services, customers, costs, or non-public future plans**

   Discussions with competitors concerning commercial or competitive matters always carry a significant antitrust risk. Even if those discussions are not unlawful in themselves, they may be used later to suggest that EMMMv or its members had an implicit anti-trust purpose. In particular, there should be no discussions at EMMMv meetings of any matters involving:
   - Prices, or other commercial terms and conditions, with respect to any product or service;
   - Service levels or quotas;
   - Specific customers, competitors or markets, including any customers or areas as to which sales should or should not be made;
   - Information concerning any individual company's costs, profits, inventory, pricing formulas, market share, or other commercial information of a non-public nature.

   If you become aware of any such discussions, you should stop the discussion until the matter can be reviewed with legal counsel. If the conversation continues, excuse yourself. Report any such conversations to EMMMv's or your company's counsel.
3. **Do not engage in any “off the record” discussions or “rump sessions” concerning sensitive matters pertaining to the way in which your company competes or otherwise does business**

Substantive discussions should be limited to formal meetings at which counsel or a member or staff representative attuned to antitrust issues is present. Informal discussions of the type that could take place outside a formal meeting often raise the most serious antitrust problems. No substantive discussion should take place in small groups or “rump sessions” outside a formally constituted EMMMv meeting.

4. **Official minutes of EMMMv meetings must be accurate and complete**

As the official record of EMMMv proceedings, minutes of EMMMv meetings are potentially of great legal significance. They should accurately and briefly summarize the discussion, describe any actions taken and give the reasons for those actions. The Chairman of each committee (if any) should take responsibility for assuring that minutes of meetings are clear, concise, accurate and complete. Any questions about the minutes should be raised with antitrust counsel before they are circulated to the members.

5. **Do not disparage other companies or their products and services**

Members should not take actions which could be construed as expressing an agreement to exclude or discriminate against any company, whether or not it is an EMMMv member.

6. **If you are in doubt about any activity in connection with an EMMMv meeting, consult EMMMv’s or your company’s counsel**

No guide can fully delimit the scope of permissible and impermissible activities under the antitrust laws. Counsel should be consulted whenever a matter appears to raise antitrust concerns.

### 4.2 Standard-Setting Activities

In addition, in the course of its activities, EMMMV will be considering architectural, business, technical and other standards. Such standard-setting activity is permitted by the antitrust laws, which recognize that developing standards is an important and legitimate function of industry groups. By eliminating unnecessary incompatibility of products and services, or improving the safety and efficiency of equipment, standards can benefit both the providers and the users of those products and services. Standards must, however, be developed and implemented carefully to assure their compliance with the antitrust laws. In particular, standards should:

1. be advantageous to those who adopt them and their customers;

2. be voluntary. There should never be any agreement or pressure to influence individual companies to adhere to uniform standards; rather, each company should be free to decide on its own whether to adopt or reject the standard;

3. be set in a process which is fair, open, and representative;

4. not arbitrarily exclude competitors or reduce output in a market; and

5. focus on technical and operational factors, and avoid unnecessarily addressing commercial
factors. If companies compete on the basis of a difference that will be eliminated by a standard, the standard should be reviewed closely by antitrust counsel before it is adopted.

4.3 Exemptions from the Antitrust Laws

There are immunities from and exemptions to the antitrust laws which may apply in some circumstances to activities of EMMv and its members.

Antitrust exemptions can be narrowly construed, and their application to specific conduct generally raises significant questions of law and fact. Therefore, if activity is of the type to raise antitrust concerns, it should never be simply assumed that an exemption applies. Rather, the issue should be raised with counsel.

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