

## GOVERNANCE

### Member Representation on the Governing Board of The Open Group

The Open Group governance model provides for Member representation on the Governing Board. There are three Board positions for Customer Member representatives, and one for a Supplier Member representative.

### Role

Elected Member representatives on the Governing Board share control and responsibility with their fellow Platinum Members in four main areas:

#### Strategy Guidance:

- Vision and Mission
- Competitive Strategy
- Long-term Plan

#### Approvals:

- Annual Operating Plan
- Use of IPR
- Specifications

#### Oversight Committees:

- Compensation
- Finance and Audit

#### Leadership:

- Champion Initiatives
- Support Member Goals

### Responsibilities

Board Member legal responsibilities include:

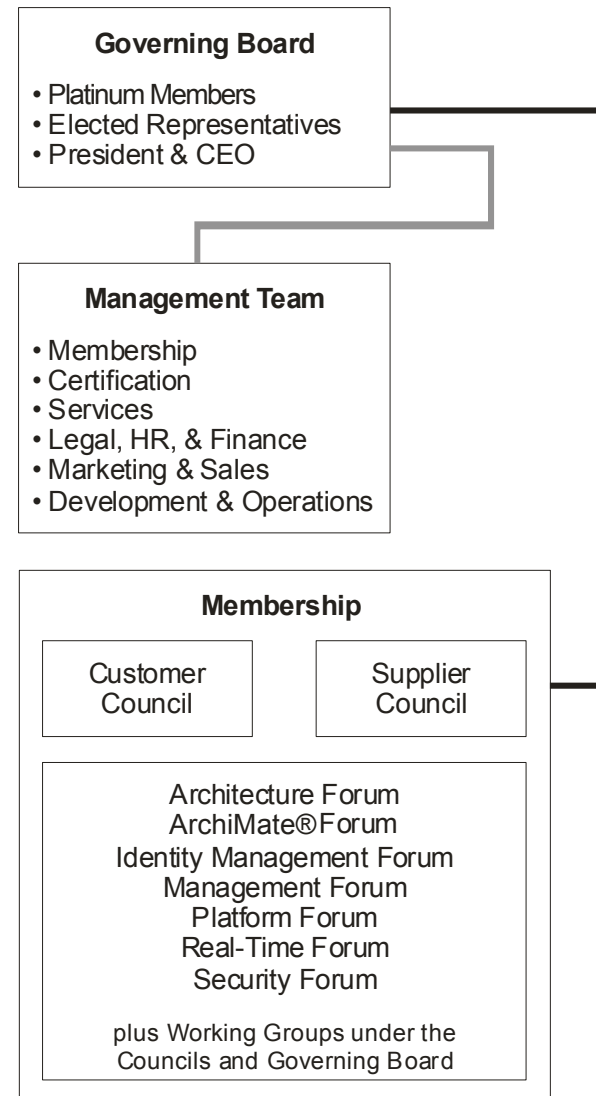
- To always act in the best interests of The Open Group
- To represent themselves and their professional expertise at all times, exclusive of their affiliation to their Member Organization

Board Member consortia responsibilities include:

- To represent the wishes of their Member constituency
- To be an ambassador for The Open Group

A Board Member's legal responsibilities take precedence over their consortia responsibilities.

## Governance Model



## The Commitment

- To attend a one/two-day Governing Board meeting four times per year, usually scheduled during or adjacent to a Conference week of The Open Group
- To liaise with Members during Conferences and elsewhere, to gather feedback on Members' issues and concerns/aspirations
- To read Governing Board briefing papers, and to be involved in discussions with fellow Governing Board Members and Executive Managers of The Open Group in preparation for Board meetings, perhaps totalling one week per year

## Eligibility to Stand for Election

Any staff member of any Member Organization of the Customer Council or the Supplier Council that is not a Corporate Sponsor (Corporate Sponsors automatically have a seat on the Governing Board) is eligible to stand for election.

All Member Organizations are eligible to vote. Customers vote for customer candidates, and Suppliers vote for supplier candidates.

*Note: The principle of “one organization one vote” is sustained throughout all operations in The Open Group.*

## Election Process

Member representatives serve on the Governing Board for three-year terms, as defined in their respective Customer Council Charter or Supplier Council Charter.

The Member Councils secretary issues announcements and notices of Member representative vacancies and elections. The election process is as follows:

- The secretary issues an announcement and call for nominations for candidates, with a closing date of three (3) weeks.
- Members in good standing should submit nominations by email to the designated email address provided in the calling email.
- Immediately after the closing date for nominations, the secretary issues the list of accepted candidates, along with voting instructions,

with a closing date of two (2) weeks. If there is only one nomination, no vote is required and that nominee is declared duly appointed. In elections, only Customer Members can vote in Customer Member elections, and only Supplier Members can vote in Supplier Member elections. Voting is strictly one vote per Member Organization, submitted by the organization's designated primary or secondary representative.

- Immediately after close of a voting period, the secretary issues the results of the election and declares the elected nominee.

## Governing Board Appointment

A legal requirement for Board appointments is that the existing Board of Directors must approve the appointment of new representatives to their Board.

The procedure used to satisfy this legal requirement is that elected Member representatives are proposed by the Corporate Secretary for appointment to the Governing Board at its first meeting after the election results are announced. The appointed Member representatives then serve on the Governing Board for the duration of their three-year term, unless they tender their resignation to the Corporate Secretary beforehand, in which case the Member Councils secretary announces a vacancy and calls a new election.

## Why Serve?

1. To get the opportunity to work with a great bunch of people
2. To provide value-add to The Open Group products and services
3. To advance your organization's interests
4. To communicate the will of your fellow Members
5. To give back some of what you have received over the years in the industry
6. To influence the direction of The Open Group and the IT industry
7. To support the vision, mission, and activities of The Open Group
8. To ensure that the Governing Board is responsive to the Membership