

# Rules of Operation of FpML Working Groups – Version 3.0

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*Version 3.0 – June 2018*

## History

- Version 3.0 (2018) Clarifies the open nature of the FpML working group communications.
- Version 2.0 (2007) of the working group rules of operations clarifies the criteria for voting and non voting working group members.

## About This Document

This document describes the processes that govern the operation of FpML Working Groups initiated by the FpML Standards Committee. The FpML Standards Committee Rules of Operation describes the process by which a Working Group is established. (Available in the document section on the FpML website)

FpML Working Groups are created to carry out FpML activities. To facilitate the operation of the group, the Chair may decide to split the group into a number of sub-groups or threads.

### 1.1 Working Group Chair

Every Working Group must have one Chair to coordinate the group's tasks. The Standards Committee appoints the Chair.

### 1.2 Thread Leaders

Every thread within a Working Group must have an identified Thread Leader. The group Chair appoints each thread leader.

### 1.3 Charters

Every Working Group must have a charter that describes the following:

- the Working Group's mission;
- the scope of the group's activities and deliverables detailing the criteria for success;
- milestones for activities and deliverables;
- meeting mechanisms and schedules;
- communication mechanisms to be employed within the group;
- estimated time commitment a voting member would have to make in order to participate effectively.

### 1.4 Meetings

Working Group meetings can be remote or face-to-face.

## **Remote Full Group Meetings**

For all remote meetings (teleconference, videoconference, etc.) the group Chair will announce that a meeting will take place at least one week before the meeting.

At least 24 hours before the meeting (or 72 hours if the meeting is on a Monday) all group participants will be sent an e-mail specifying how to join the meeting (e.g. the telephone number) and the meeting's agenda. Participants unable to attend a meeting should notify the Chair at least 24 hours before the meeting.

Minutes of the meeting shall be posted through the group mailing list within 48 hours of the meeting. Action items must be posted within 24 hours of the meeting.

For all meetings, each absent group participant may nominate an alternate. At any one time, a participant may have one and only one chosen alternate.

### **Remote Thread Meetings**

Wherever possible, the best practices identified for organizing remote full group meetings should be applied to remote thread meetings. However, to minimize undue administration on the part of the thread leaders, minutes of meetings can be limited to just key decisions reached.

### **Face-to-Face Meetings**

For all face-to-face meetings, the group Chair or thread leader will announce the dates and location of the meeting at least two weeks before the meeting. Shorter notice for a meeting is allowed provided that there is unanimous consent from every voting member of the group or thread.

At least 72 hours before the meeting, all group participants will be notified of the meeting's agenda. Participants must confirm their attendance with the Chair or meeting organizer at least three days before the meeting.

Minutes of the meeting must be posted through the group mailing list within one week of the meeting. Action items must be posted within 3 days of the meeting.

For all meetings, each absent group participant may nominate an alternate.

## **1.5 Communication**

Group participants and their alternates will exchange information via a mailing list administered by FpML ([working\\_group@fpml.org](mailto:working_group@fpml.org)). The group will decide whether or not threads will establish their own additional mailing lists.

Working Group communications are available to non-Working Group members on the website. To access the working group communications, registration and login is required.

The Chair or a designate is required to report status of the Working Group at each monthly Standards Committee meeting.

## **1.6 How to Modify a Group Charter**

At times it may be necessary or desirable to modify a group's charter (e.g. to prolong it, to add a new work item, etc.)

Before any modifications are made, the Chair must determine whether the change is appropriate for the group (e.g. whether the group is the appropriate forum for a new work item) and reach consensus in the group about the change.

The Standards Committee must approve all proposed modifications to a charter.

## **1.7 Working Group Participation**

### **Eligibility - voting versus non voting members**

Someone is considered to be a voting member of a Working Group if the individual was approved by the chair and the voting members of the working group and is in good standing. Non voting

participants can either be invited experts or participants that join the working group for informational purposes, but do not actively participate in the discussions.

The Chair may ask an invited expert to participate in a Working Group on a one-time basis. They may not participate in Working Group votes. One-time participation implies no commitment from the participant nor does it imply future participation or invitation to Working Group meetings.

To allow rapid progress, Working Groups are intended to be small (typically less than 25 people) and composed of experts in the area defined by the charter.

## Good Standing

Participation as a voting member on an ongoing basis implies a *serious* commitment to the Working Group charter, including:

- attending most meetings of the Working Group,
- providing deliverables or drafts of deliverables in a timely fashion,
- being familiar with the relevant documents of the Working Group, including minutes of past meetings.

Voting members in good standing will be listed on the working group charter, published on the FpML website and in the published specifications. ISDA will review this list on a frequent basis, based on the attendance records from the working group meetings.

A Chair may decide that a participant has lost good standing if either:

- the person has missed more than one of every three remote meetings or more than two of every three face-to-face meetings, or
- the person has not provided deliverables in a timely fashion twice in succession.

Chairs may relax these criteria if doing so will not set back the Working Group. For example, the Chair may relax the attendance requirement for expensive face-to-face meetings (travel and accommodation cost considerations) for participants who do not have adequate financial support. The Chair is expected to apply standards for good standing consistently.

When a participant risks losing good standing, the Chair must discuss the matter with the participant and the participant's Standards Committee representative (if applicable) before declaring the participant in bad standing.

The Chair declares the participant in bad standing by informing the participant's Standards Committee representative (if applicable) and the participant of the decision. The Chair's decision is final.

A participant regains good standing by meeting the participation requirements for two consecutive meetings. The Chair must inform the Standards Committee representative (if applicable) of any change in standing.

If a participant fails to regain good standing then they will no longer be considered a voting member of the Working Group. They will not be acknowledged as being a contributor on any future group deliverables.

Good standing is required to be able to vote. An alternate cannot vote in place of a voting group member if the voting member is in bad standing.

### **Non voting members**

Participants can sign up to the working group distribution lists through the FpML website. Non voting members can receive working group e-mails including invites to meetings and minutes of the meetings. Non voting members are encouraged to provide feedback on the materials and the working group discussions. Non voting members can not vote nor will they be recognized as a voting member of the working group. Non voting members should not claim to be “active participants”. Non voting members should contact the working group chair to apply for voting status.

### **Voluntarily Leaving the Working Group**

If a group member feels that he/she is unable to continue participating in the Working Group, they should first notify the Chair and their Standards Committee representative (if applicable).

### **Maintaining Adequate Working Group Participation**

The Chair is responsible for ensuring that the group has an adequate level of participation to meet the goals and milestones documented in the group charter. Where a member leaves the group voluntarily or by being in bad standing the Chair must decide whether the member needs to be replaced. The Chair may consider:

- replacing the member with their alternate, if the alternate is both able to participate fully and also brings the required level of expertise to the group,
- approaching the leaving member’s Standards Committee representative (if applicable) to solicit a nomination for a replacement,
- approaching a candidate member who responded to the initial Working Group call for participation but who was not admitted to the group initially, perhaps for reasons of limiting the group size,
- notifying the Standards Committee that an additional call for participation is required since no candidate members can be identified by any of the means described above,
- not replacing the member if it will not set back the Working Group, e.g. if the group is close to completing their deliverables, assimilating a new member may not be sensible.

The Chair should inform the Standards Committee of changes to the group membership as part of their monthly status report.

## **1.8 Working Group Consensus and Voting**

The following sections describe the processes by which Working Groups and threads reach consensus, record minority views, and vote when appropriate. Typically, thread decisions are proposals subject to approval from the whole Working Group.

When resolving issues and making decisions; the goal of a Working Group should always be to

achieve unanimity of opinion.

Where unanimity is not possible, the group must reach consensus by considering the ideas and viewpoints of all participants (including invited experts) who are in good standing. The Chair/Thread Leader must be aware of which participants work for the same organization (or related organization) and weigh their input accordingly.

In establishing consensus, the Working Group must address the legitimate concerns of the minority. When a solution is available that addresses everyone's concerns, it should be preferred to a solution that carries approval of a majority (even a large one) but that causes severe problems to some members of the community. In general, it is desirable that a large majority of the group favors a decision and that the minority accepts the majority decision. However, at times it may be necessary (e.g. for timely delivery of a specification) to proceed with a large majority in favor and a small minority convinced in their hearts that the majority is making a mistake (possibly minor, possibly grave).

In order to ensure the Chair/Thread Leader can judge whether minority viewpoints can be accommodated, dissenting opinions must be accompanied by an indication of the technical reasons for the dissent and of what changes in the proposal, if any, would suffice to change the opinion to one assenting to the majority proposal. Dissents not explained in this manner need not be considered when the Chair/Thread Leader decides whether consensus has been reached.

In cases of deadlock, the Group or Chair/Thread Leader may decide that it is necessary to proceed by way of a 75% majority vote. When majority voting is used to break deadlock on a major issue when consensus cannot be reached, then the Chair/Thread Leader must archive:

- the decision to proceed by majority vote rather than by consensus,
- the outcome of the vote,
- the minority views.

### **The Chair/Thread Leader Decides when Consensus has been Reached**

The Chair/Thread Leader is responsible for ensuring that minority views are accommodated if possible. To that end, the Chair/Thread Leader may occasionally ask members sharing the minority view questions of the general form "Can you live with this decision?"

If holders of the minority view say they can live with a given decision, this will normally be taken as an indication that the group can move to the next topic, but the inverse is not necessarily true: the minority cannot stop a Group's work simply by saying that they cannot live with the decision. When the Chair/Thread Leader believes that the legitimate concerns of the minority have in fact been addressed as far as is possible and reasonable, then dissenting views will be recorded and the group will move on.

Decisions may be made during meetings (face-to-face or teleconference) as well as through email (possibly leveraging polls tool). All decisions must be archived.

### **The Chair/Thread Leader may Reopen a Decision when Presented with New Information**

The Chair/Thread Leader may reopen a decision when presented with new information. New information may include:

- additional technical information,
- comments by email from participants who were unable to attend a scheduled meeting,
- comments by email from meeting attendees who chose not to speak out during a meeting (e.g., so they could confer later with colleagues, for cultural reasons, etc.).

The Chair/Thread Leader should archive any decisions that are reconsidered.

### **Minority Views must be Archived and Noted in Deliverables where Appropriate**

Minority views must be archived. When requested, the Chair/Thread Leader must include archived minority views with other deliverables (e.g. in requests to the Standards Committee for advancement of technical documents from one stage to the next in the approval process).

### **Majority Votes**

At times, the Working Group may settle an issue by a majority vote rather than by trying to establish consensus. In such cases, a majority of 75% will be needed for the issue to be deemed to be resolved. The Chair/Thread Leader will decide when majority voting is appropriate.

Working Groups should not use majority votes to resolve issues that have a technical or process impact, but only when the outcome is “arbitrary”. For example, it would be inappropriate to vote on a substantive technical decision affecting the Working Group’s deliverables.

When majority votes are used to decide minor issues, members of the minority are not required to state the reasons for their dissent, and the votes of the individuals need not be recorded.

An issue resolved by a majority vote may be reopened by the Chair/Thread Leader, as described above.