

**Institute of Electrical and Electronics Engineers
Standards Association (IEEE-SA)
Computer Society Standards Activity Board
Learning Technology Standards Committee (LTSC)**

Policies and Procedures for Standards Development

Sponsor

**Learning Technology Standards Committee
of the
IEEE Computer Society**

**Date of Submittal: February 27, 2013
Date of Acceptance: to be filled in by AudCom**

**Institute of Electrical and Electronics Engineers Standards
Association (IEEE-SA)
Computer Society Standards Activity Board
Learning Technology Standards Committee (LTSC)**

Policies and Procedures for Standards Development

1. 0 Introduction

In today's market, standards development plays a critical role in product development and market share. In the IEEE, the responsibility for how a standard originates and evolves is managed by a Sponsor. It is essential in the management of a standard's development to avoid any actions by the Sponsor or the participants that result in a violation of procedures.

Adherence to these Policies and Procedures is an essential asset in determining the applicability of IEEE's indemnification policy.

These Policies and Procedures outline the orderly transaction of standards activities of the IEEE Computer Society – Learning Technology Standards Committee For the development of standards, openness and due process shall be applied, which means that any person with a direct and material interest who meets the requirements of these Policies and Procedures has a right to participate by

- a) Expressing a position and its basis,
- b) Having that position considered, and
- c) Appealing if adversely affected.

Due process allows for equity and fair play. In addition, due process requires openness and balance (i.e., the standards development process should strive to have a balance of interests and not to be dominated by any single interest category). However, for the IEEE Standards Sponsor ballot, there shall be a balance of interests without dominance by any single interest category.

Participants engaged in the development of standards must comply with applicable federal, state, and international laws. In addition, for standards matters, the latest versions of several documents take precedence over this document in the following order:

New York State Not-for-Profit Corporation Law
IEEE Certificate of Incorporation
IEEE Constitution
IEEE Bylaws

IEEE Policies
IEEE Board of Directors Resolutions
IEEE Standards Association Operations Manual
IEEE-SA Board of Governors Resolutions
IEEE-SA Standards Board Bylaws
IEEE-SA Standards Board Operations Manual
IEEE-SA Standards Board Resolutions
Policies and Procedures of the IEEE Learning Technology Standards Committee

Anything the Sponsor creates is hierarchically inferior to the documents and resolutions that are listed above its Policies and Procedures. The Policies and Procedures of the Sponsor are hierarchically superior to other documents of the Sponsor. *Robert's Rules of Order Newly Revised (RONR)* is the recommended guide on questions of parliamentary procedure not addressed in these procedures.

1.1 IEEE Sponsor scope

The LTSC is chartered by the IEEE Computer Society Standards Activity Board to develop accredited technical standards, recommended practices, and guides for learning technology. “Learning technology” includes software components, tools, technologies, and design methods that facilitate development, deployment, maintenance, and interoperation of computer-based education and training components and systems. In this document the term “standard” encompasses recommended practices and guides as well as standards.

The LTSC shall work on standardization projects within its scope that

- a) Are based in existing practice.
- b) Are compatible with other information and communication technology standards.
- c) Have the resources needed to produce a quality standard within a relevant time frame, generally 2 years.

1.2 Organization of the Sponsor

The Sponsor shall consist of officers (see clause 3), and other members.

2.0 Responsibilities of the Sponsor

The Sponsor shall be responsible for at least the following:

- a) Developing proposed IEEE standards and ensuring that they are within the scope of the Sponsor.
- b) Initiating and overseeing ballots of proposed IEEE standards within its scope, including:
 1. Approving PARs from a subgroup or the Sponsor.
 2. Submitting a proposed Project Authorization Request (PAR) to the IEEE Standards Association (IEEE-SA) Standards Board for consideration. Following

approval of the PAR, the Sponsor shall submit necessary requests for extension, modification, or withdrawal of the PAR as required by the IEEE-SA Operations Manual.

3. Submitting draft standards from a subgroup or the Sponsor to the IEEE-SA for Sponsor ballot.
 - c) Maintaining the standards developed by the Sponsor in accordance with the *IEEE-SA Standards Board Operations Manual*.
 - d) Acting on other matters requiring Sponsor effort as provided in these procedures.
 - e) Cooperating with other appropriate standards development organizations.
 - f) Protecting against actions taken in the name of the Sponsor without proper Sponsor authorization.
 - g) Limiting distribution of the membership roster to appropriate parties.
 - h) Reporting annually to the IEEE-SA Standards Board.

2.1 Sponsorship

The LTSC is responsible for the development and coordination of standards project(s), including their maintenance after the approval of the standard(s) by the IEEE-SA Standards Board. Specifically, the LTSC is responsible for those IEEE-SA Standards Board approved project(s) for which the LTSC has been identified as either the sponsoring organization or where the LTSC has been identified by a project being sponsored by two or more sponsors.

2.1.1 Joint sponsor responsibility/accountability

The LTSC shall complete a joint sponsorship agreement for jointly sponsored projects.

3.0 Officers

There shall be a Chair, a Vice Chair, a Secretary, a Treasurer, and an Information Officer. A person may simultaneously hold the positions of Secretary and Treasurer.

All officers shall be members of the LTSC and the IEEE Computer Society. The Chair and Vice Chair shall be members of the IEEE-SA (IEEE-SASB Bylaw 5.2.1). The officers shall organize the Sponsor; oversee the Sponsor's compliance with these Policies and Procedures; and submit proposed documents approved by the Sponsor (with supporting documentation) for appropriate review and approval by the IEEE-SA Standards Board. Officers shall read the training material available through IEEE Standards Development Online.

3.1 Election or appointment of officers

The officers of the SEC referenced in clause 3 and the Chairs of all Working Groups and Study Groups shall make up the Sponsor Executive Committee (SEC). All officers of the SEC shall be elected by the LTSC. A call for nominations shall be issued by the Secretary or Chair a minimum

of 30 days in advance of an election. Self-nominations are allowed. Candidates may submit a statement of interest, qualifications and, if applicable, employer support for carrying out the duties of office. Nominations shall be open for a minimum of 14 days.

In the event that there are two or more candidates for a position, an election shall be held. If there is only one candidate, that candidate shall become the officer.

In the event that there are no nominations, the LTSC Chair may appoint an officer. Such appointments shall be confirmed by the Sponsor Executive Committee within 30 days.

Elected officers shall serve a term of 2 years starting on January 1 of the year following the year in which they were elected, unless they are filling a vacant position. Officers filling a vacant position shall start their term immediately upon election or, if appointed, upon confirmation and shall finish the term on the second December 31 after the start of their term. Officers may serve up to four consecutive terms in the same position.

3.2 Temporary appointments to vacancies

If an office other than the Chair becomes vacant for any reason, such as resignation, removal, lack of nomination at an election, a temporary appointment shall be made by the Chair for a period of up to 12 months. An appointment or election for the vacated office shall be made in accordance with requirements in clause 3 and subclause 3.1.

3.3 Removal of officers

An officer (other than the chair) may be removed by a two-thirds vote of the members of the Sponsor. Grounds for removal shall be included in any motion to remove an officer. The officer suggested for removal shall be given an opportunity to make a rebuttal prior to the vote on the motion for removal.

3.4 Responsibilities of officers

The officers of the Sponsor shall manage the day-to-day work of the Sponsor. The officers are responsible for implementing the decisions of the Sponsor and managing the activities that result from those decisions.

3.4.1 Chair

The responsibilities of the Chair include

- a) Leading the activity according to all of the relevant policies and procedures.
- b) Forming study groups, as necessary.
- c) Being objective.
- d) Entertaining motions but not making motions.
- e) Not biasing discussions.

- f) Delegating necessary functions.
- g) Ensuring that all parties have the opportunity to express their views.
- h) Setting goals and deadlines and adhering to them.
- i) Being knowledgeable in IEEE standards processes and parliamentary procedures and ensuring that the processes and procedures are followed.
- j) Seeking consensus of the Sponsor as a means of resolving issues.
- k) Prioritizing work to best serve the Sponsor and its goals.
- l) Complying with the Chair's responsibility with respect to the IEEE-SA Intellectual Property Policies, including but not limited to the IEEE-SA Patent Policy (see IEEE-SA Standards Board Operations Manual 6.3.2, <http://standards.ieee.org/board/pat/index.html>) and IEEE-SA Copyright Policy (see IEEE-SA Standards Board Bylaws 7, <http://standards.ieee.org/guides/bylaws/sect6-7.html#7>).
- m) Submitting approved Sponsor policies and procedures to the IEEE-SA Standards Board Audit Committee (AudCom) (see <http://standards.ieee.org/board/aud/index.html>).
- n) Ensuring that each working group has a set of policies and procedures approved by the Sponsor. The Chair will provide the working group policies and procedures to AudCom upon request.
- o) Submitting the Sponsor's annual report to the IEEE-SA Standards Board.

The Chair may render decisions on the day-to-day operating requirements of the business of the LTSC outside of meetings. All such decisions shall be subject to the concurrence of the SEC at its next regularly scheduled meeting.

3.4.2 Vice Chair

The Vice Chair shall carry out the Chair's duties if the Chair is temporarily unable to do so or chooses to recuse him- or herself (e.g., to speak for or against a motion).

3.4.3 Secretary

The responsibilities of the Secretary include

- a) Scheduling meetings in coordination with the Chair and distributing a meeting notice at least 30 calendar days before the meeting.
- b) Distributing the agenda at least 14 calendar days before the meeting – notification of the potential for action shall be included on any distributed agendas for meetings.
- c) Recording minutes of each meeting and publishing them within 60 calendar days of the end of the meeting.
- d) Creating and maintaining the participant roster and submitting it to the IEEE-SA annually.
- e) Being responsible for the management and distribution of Sponsor documentation.

- f) Maintaining lists of unresolved issues, action items, and assignments.
- g) Recording attendance of all attendees.
- h) Maintaining a current list of the names of the members and distributing it to the members upon request.
- i) Forwarding all changes to the roster of members to the Chair.

3.4.4 Treasurer

The responsibilities of the Treasurer include

- a) Maintain a budget.
- b) Control all funds, including any into and out of the LTSC's bank account.
- c) Follow IEEE policies concerning standards meetings and finances.
- d) Adhere to the *IEEE Finance Operations Manual* (see <http://www.ieee.org/documents/finopsmanual.pdf>).

3.4.5 Information Officer

The responsibilities of the Information Officer include

- a) Assist the Chair in preparing press releases and other official communications.
- b) Plan and help implement a suitable program for publicly disseminating information about the LTSC and its work.
- c) Manage the LTSC Web site and collaborative technologies, including the assignment and management of access privileges.
- d) Manage the LTSC e-mail reflectors.
- e) Maintain lists of members on e-mail reflectors and of participants on the LTSC Web site, and make those lists available to the Secretary and SEC.

4.0 Membership

4.1 Voting membership

All LTSC members are voting members. All members shall have access to all general LTSC documents, working group (WG) documents, and study group (SG) documents. All members shall be able to post to the LTSC general email reflector and to any WG or SG e-mail reflector to which they subscribe.

Members shall participate in LTSC committees consistent with their individual expert opinions. As a minimum, members shall actively participate in the SEC or at least one WG or SG. Active participation is expected to entail two to four hours per week.

4.1.1 Application

A request for membership shall be addressed to the Chair, indicating the applicant's direct and material interest in the Committee's work, qualifications and willingness to participate actively.

4.2 Review of membership

The Chair shall review the membership list at least annually. Members are expected to fulfill the obligations of active participation as defined in subclause 4.1. When a member is found in habitual default of these obligations, the Chair shall consider the matter for appropriate action, which may include termination of membership.

4.3 Membership roster

A current and accurate Sponsor roster shall be maintained. Due to privacy concerns, the roster shall not be distributed except to the IEEE-SA Board of Governors, IEEE-SA Standards Board, and IEEE-SA staff unless all Sponsor members have submitted their written approval for such distribution. All changes to the roster shall be forwarded to the Chair immediately.

The roster shall include the following:

- a) Title of the Sponsor and its designation.
- b) Scope of the Sponsor.
- c) Officers: Chair, Vice Chair, Secretary, Treasurer, and Information Officer.
- d) Members: Name, e-mail address, and affiliation.
- e) WGs and SGs: Title, Chair, and names, e-mail addresses, and affiliations of all members.

4.4 Membership list

A current and accurate membership list shall be maintained. The membership list may be posted on the Sponsor web site and may be publically distributed. The membership list shall be limited to the following:

- a) Title of the Committee and its designation.
- b) Scope of the Committee.
- c) Officers: Chair, Vice Chair, Secretary (Treasurer).
- d) Members: for all, name, [affiliation].

5.0 Sponsor Executive Committee, Study Groups, Working Groups, and other subcommittees created by the Sponsor

The LTSC shall form an SEC, WGs, SGs and other subcommittees to carry out and expedite its business. All such subgroups and subcommittees shall follow the policies and procedures set forth in this document and in the documents listed by precedence in clause 1. The policies and procedures of a subgroup or subcommittee shall have the lowest precedence in case of conflict.

5.1 Administrative subgroups – the Sponsor Executive Committee

The SEC shall consist of the LTSC officers and the Chairs of all WGs and SGs. The LTSC Chair shall be the Chair of the SEC. All members of the SEC are voting members of the SEC. WG and SG Chairs may appoint representatives to act and vote on their behalf at an SEC meeting. The SEC shall hold regular meetings, a minimum of once every 2 months. Meetings may be via teleconference. Anyone with an interest may attend SEC meetings and subscribe to the SEC e-mail reflector.

The LTSC delegates the following responsibilities to a Sponsor Executive Committee:

- a) Act on behalf of the LTSC, perform all sponsor duties, and represent the LTSC to other organizations and higher level committees.
- b) Perform day-to-day management and administrative tasks required to ensure that the LTSC remains a viable organization.
- c) Oversee the activities of WGs, SGs and subcommittees.
- d) Approve all Project Authorization Requests (PARs) and amendments to PARs prior to submission to the IEEE New Standards Committee (NesCom).

5.2 Working Groups – individual method

Standards WGs are responsible for the definitive content of one or more documents and for responding to views and objections thereon. Such WGs shall maintain a membership roster and shall comply with the provisions for preparing standards. The SEC shall appoint the WG Chair.

The Sponsor shall ensure that all working groups adopt procedures consistent with the baseline *Operating Procedures for Standards Working Groups – Individual Method* and review amendments to these procedures to ensure that they are not in conflict with the IEEE-SA Standards Board Operations Manual.

5.3 Working Groups – Entity Method

If a WG being formed has entity-based membership, the Sponsor shall ensure that the entity standards working group has procedures consistent with the *IEEE-SA Baseline Policies and Procedures – IEEE Standard WGs – Entity Working Groups* and reviews amendments to the Operating Procedures for Corporate Standards Working Groups to ensure that they are not in conflict with IEEE policies and procedures and New York State Not-for-Profit Corporation Law.

5.4 Standards Study Groups

When a Sponsor is presented with a proposal concerning a standards development project, the Sponsor may form a Standards SG to examine the proposal to determine if there is a need for a standard to be developed. The life of an SG is limited to 6 months. If the proposal merits formation of a project, the SG will draft a PAR for consideration by the Sponsor and eventual submission to the IEEE-SA Standards Board.

SGs should refer to the approved Study Group guidelines on how a Standards Study Group should conduct business and the criteria it should apply to consideration of a proposal (see: <http://standards.ieee.org/board/pro/study-group.doc>).

An SG is disbanded upon approval of the PAR by the IEEE-SA Standards Board.

5.5 Other subgroups

The formation and disbandment of subgroups other than administrative subgroups (e.g., technical subcommittees, and writing groups) require approval by a majority vote of the Sponsor. The Chair of a subgroup shall be appointed by the Chair of the Sponsor or decided by nomination and election. The scope and duties delegated to the subgroup shall be approved at the time it is formed, and subsequent changes in scope or duties shall also require approval by a majority vote of the Sponsor. The scope, duties, and membership of all subgroups shall be reviewed by the Sponsor annually. The charge to the subgroup shall clearly state which of the following complementary activities is appropriate:

- a) The subgroup is responsible for the definitive content of one or more documents and for responding to views and objections thereon. Such subgroups shall maintain a membership roster and shall comply with the provisions for preparing standard(s).
- b) The subgroup is responsible for assisting the Sponsor (for example, drafting all or a portion of a document, drafting responses to comments, drafting public statements on standards, or other purely advisory functions).

6.0 Meetings

“Meetings” refers to face-to-face meetings, meetings held via teleconference, and meetings held using other collaborative technology.

Sponsor meetings shall be held, as decided by the Sponsor Chair, or by petition of five or more members, to conduct business, such as making assignments, receiving reports of work, progressing draft standards, resolving differences among subgroups, and considering views and objections from any source. A 30–calendar day meeting notice and 14–day agenda notice shall be distributed to all members. Meetings of a subgroup may be held as decided upon by the members or Chair of the subgroup. Notification of the potential for action shall be included on any distributed agendas for meetings.

Please note that all IEEE Standards development meetings are open to anyone who has a material interest and wishes to attend. However, some meetings may occur in Executive Session (see subclause 6.3).

Meetings that do not include a face-to-face component require 7 calendar days’ notice. However, if a subgroup or subcommittee schedules regular recurring meetings, e.g. weekly meetings on Tuesdays or monthly meetings on the first Monday of each month, then 7 days’ advance notice is not required other than for the first of a series of regularly scheduled meetings.

E-mail notification of the details, including an agenda, of each regularly scheduled meeting should be sent via e-mail a minimum of 24 hours in advance of the meeting.

All face-to-face meetings shall establish a means for participation via teleconference and shall endeavor to have a minimum of one broad-band Internet connection available for use by the meeting Chair or presenter.

6.1 Quorum

A quorum must be identified before the initiation of Sponsor business at a meeting, but if a quorum is not present, actions may be taken subject to confirmation by letter or electronic ballot, as detailed in subclause 7.4. For Sponsors with less than 50 members, a quorum shall be defined as a majority of the current total membership. For Sponsors with 50 or more members, a quorum shall be defined as 10% of the current total membership or 26, whichever is greater. Members who recuse themselves shall not be counted in the equation to determine whether a quorum exists.

6.2 Conduct

Meeting attendees shall demonstrate respect and courtesy toward each other and shall allow each participant a fair and equal opportunity to contribute to the meeting, in accordance with the *IEEE Code of Ethics* (see <http://www.ieee.org/about/corporate/governance/p7-8.html>).

All WG and SG participants shall act in accordance with all IEEE Standards policies and procedures.

6.3 Executive session

Meetings to discuss personnel or sensitive business matters (e.g., the negotiation of contracts), or for other appropriate non-public matters (e.g., the receipt of legal advice), may be conducted in Executive Session.

6.4 Meeting fees

The Sponsor may charge a meeting fee to cover the expenses of the Sponsor. The fee shall not be used to restrict participation by any interested parties. The Sponsor Officers shall set the meeting fees in consultation with those planning a particular meeting.

Everyone who attends a meeting shall pay the meeting fee, except for those specifically excluded due to hardship. In the event that a member of the Sponsor has a financial difficulty and is unable to pay the meeting fee, the member may apply to the Sponsor Chair for a partial or complete waiver of the meeting fee. The Chair shall make the decision to grant such relief. These discussions shall remain private.

6.5 Minutes

The minutes shall record the essentials, including the following:

1. Name of group.
2. Date and location of meeting.
3. Officer presiding, including the name of the secretary who wrote the minutes.
4. Attendance, including affiliation.
5. Call to order, Chair's remarks.
6. Approval of minutes of previous meeting.
7. Approval of agenda.
8. Technical topics
 - a) Brief summary of discussion, pros and cons, and conclusions.
 - b) Motions and actions items with name and due date.
 - c) Copies of handouts.
 - d) Do not include names, except for movers and seconders of motions and those who request that their negative/abstain vote is recorded, unless a roll-call vote is ordered.
9. Subcommittee reports.
10. Items reported out of executive session.
11. Next meeting date and location.

7.0 Voting

7.1 Approval of an action

Approval of an action requires approval by a majority (or two-thirds) vote as specified below in 7.1.1 and 7.1.2. A majority (or two-thirds) vote is defined as either

- a) At a meeting (including a teleconference) where a quorum has been established, a vote carried by majority (or two-thirds) approval of the votes cast (i.e., Approve or Do Not Approve votes, excluding abstentions) by the members in attendance.
- b) By electronic means (including email), a vote carried by majority (or two-thirds) of the votes cast (i.e., Approve or Do Not Approve votes, excluding abstentions), provided a majority of all the members of the Sponsor responded.

7.1.1 Actions requiring approval by a majority vote

The following actions require approval by a majority vote:

- a) Formation or modification of a subgroup, including its procedures, scope, and duties.
- b) Disbandment of subgroups.

- c) Approval of minutes.
- d) [Delegation to a sub-group for] Authorization of a Sponsor ballot.
- e) Approval to jointly sponsor a project (PAR). See Clause 2.1.2.

7.1.2 Actions requiring approval by a two-thirds vote

The following actions require approval by a two-thirds vote:

- a) Adoption of new or revised Sponsor procedures, interest categories, or revisions thereof.
- b) Approval of public statements.
- c) Approval of change of the Sponsor scope*.
- d) Approval of termination of the Sponsor.
- e) Removal of an officer except the Chair.

*Following Sponsor approval, items c and d require notice to the IEEE-SA Standards Board.

7.2 Approval of moving a draft standard to Sponsor ballot

Approval for moving a draft standard to Sponsor ballot, or approval of any substantive change in the scope of a standard proposed by a subgroup, shall be referred to the Sponsor for approval. The Sponsor may delegate approval authority and form a subgroup for this purpose. Approval to move a standard to Sponsor ballot from a subgroup requires a majority vote. This vote shall be limited to procedural issues and PAR alignment only.

Each Sponsor member shall vote one of the following positions:

- a) Approve.
- b) Do Not Approve (the reasons for a negative vote should be given).
- c) Abstain.

7.3 Proxy voting

Not Applicable.

7.4 Voting between meetings

At the discretion of the Chair, the Sponsor shall be allowed to conduct voting between meetings by the use of a letter or electronic ballot. If such actions are to be taken, they shall follow the rules of IEEE Bylaw I-300.4(4) (see http://www.ieee.org/documents/constitution_bylaws_policies.pdf).

8.0 Communications

All correspondence on behalf of the Sponsor shall contain identification of the Sponsor as the source of the correspondence.

8.1 Formal internal communication

If correspondence between subcommittees or between WGs of different subcommittees involves issues or decisions (that is, non-routine matters) affecting other subcommittees, copies shall be sent to all affected subcommittee Chairs and the Sponsor officers.

8.2 External communication

Inquiries relating to the Sponsor shall be directed to the Chair, and members shall so inform individuals who raise such questions. All replies to inquiries shall be made through the Chair.

8.3 Public statements for standards

All Sponsor public communications shall comply with the policies of the *IEEE-SA Standards Board Operations Manual*.

Individuals making public statements that have not been approved by the Sponsor shall state that they are speaking as individuals.

8.3.1 Sponsor and subgroup public statements

Sponsor public statements shall not be released without prior approval as per subclause 7.1.2 of these policies and procedures.

8.3.2 Subgroup public statements

Subgroup public statements shall not be released without prior approval of the subgroup. Such public statements also require approval of the Sponsor.

Subgroup public statements shall be identified in the first paragraph of the public statement as being specifically the position of the subgroup. These statements shall be issued by the subgroup Chair and shall include the Sponsor Chair in the distribution. Such statements shall not bear the IEEE, the IEEE-SA, or the Sponsor logos.

8.3.3 Public statements to be issued by other entities

If the Sponsor wishes to go to another IEEE entity (as defined in Section 15 of the *IEEE Policy and Procedures*) to have that entity offer a public statement on a standards matter, they shall do so after agreement from the IEEE-SA Standards Board and after informing the IEEE-SA Board of Governors. Upon Sponsor approval, proposed public statements that need to be issued by other IEEE entities shall be forwarded to the IEEE-SA Standards Board Secretary for further action.

8.4 Informal communications

Informal communications shall not imply that they are a formal position of the IEEE, the IEEE-SA, or the Sponsor.

8.5 Standards publicity

The Sponsor is encouraged to prepare press releases and other forms of publicity to promote their activities. See subclause 5.1.4 of the *IEEE-SA Standards Board Operations Manual* for further instructions.

9.0. Appeals

The Sponsor recognizes the right of appeal on procedural grounds. Technical appeals are referred back to the subcommittee or working group. Every effort should be made to ensure that impartial handling of complaints regarding any action or inaction on the part of the Sponsor is performed in an identifiable manner and in accordance with subclause 5.4 of the *IEEE-SA Standards Board Bylaws* and with subclause 5.8 of the *IEEE-SA Standards Board Operations Manual*.

10.0 Amendments and revisions

LTSC policies and procedures shall be adopted, revised, and amended by the SEC. All proposed revisions and amendments shall be circulated by e-mail and subsequently discussed at an SEC meeting a minimum of 2 weeks prior to being put to a vote.