All,

Here are the minutes from the International RFID Institute Board's June 6 conference call. When reviewing these, please refer to Ian's meeting agenda, below my signature block in this e-mail. Also, please note that actions to which individuals agreed are *italicized* in blue.

Many thanks to Ian for his very helpful and timely editing of the draft minutes.

Summary of June 6, 2014 Meeting of International RFID Institute Board

Present:
Ernesto Castagnet
Leslie Downey
Sanjiv Dua
Diana Hage
Mike Liard
Joe Preishuber-Pflugl
Mark Roberti
Ian Robertson

Next Board meeting: June 27, 2014, time TBD

Discussion:

1. **Board Subcommittee Structure**

   Ian reviewed the Powerpoint presentation he had prepared containing proposed structure for the Institute's subcommittes. Board agreed on the proposal—committees, duties, and chairs—with the following changes:

   The Membership Committee, which Mark Roberti has agreed to chair, will be called "**Individual Membership Subcommittee**." The committee will focus on the *administration* of THE INSTITUTE's individual members.

   Marketing & Sponsorship Committee: *Recruitment* of individual and corporate members will fall under this committee, which Mike Liard has agreed to chair. Sanjiv Dua commented that marketing and member recruitment should apply to all the regions of the world, not just North America. **Action:** *Sanjiv will assist Mike in the effort to market outside North America.*

   Exam Delivery Committee, chaired by Sanjiv Dua

   Certification Committee, chaired by Joe Preishuber-Pflugl

2. Expansion of Board of Directors

The Board agreed to delete the reference to an odd number of members and to expand the board to up to 27 people, who can be Founders or Individual Members of THE INSTITUTE. There will be no minimum number of Board members, since that would prevent the Board from functioning if membership fell below the minimum.

The Board was unable to vote on the proposal, since the Institute's bylaws require a minimum of 15 days notice. A vote will be called at the next Board meeting.

3. Nominating Committee

Expanding the Board will require a nominating committee. Board agreed to proposed amendment concerning this committee in Ian's meeting agenda, but could not vote, as explained Ian's June 2 e-mail below. It will be included on the agenda for the next Board meeting.

4. Inactive Director

The Board agreed that Directors and Founders who are inactive on behalf of the Institute should not continue to serve as Directors.

Directors:

Board agreed that *either of* the following conditions would constitute grounds for invoking the procedure to remove a Director:

- Failure to attend three (3) successive Board of Directors meetings without giving prior notice of absence to the Chairman or Vice Chairman
- Failure to attend seven (7) successing Board of Directors meetings, regardless of notice.

Board also agreed that it could decide by majority vote not to invoke this procedure if felt that special circumstances had prevented the Director from attending Board meeting

Founders:

Board agreed that the Bylaws should be amended to enable the Founder status of a Founder to be rescinded if a Founder has acted in a manner that is not in the best interests of the Institute as determined by the Board of Directors. **Action:** *Ian will draft proposed amendments to the Bylaws to effect the changes above.*

The Board could not vote on these changes due to insufficient notice. They will be included in the agenda for vote at the next Board meeting.

5. Director Candidate Qualification

Board discussed and agreed to the proposal to remove the requirement for new Directors to have been members in good standing for at least two years. However, it must be made clear in the amendment that candidates must still be members before they can be elected or appointed to the Board of Directors. **Action:** *Ian will draft proposed amendments to the Bylaws to effect the changes above*. The amendment would ten be voted on at the next Board meeting.

6. **Potential Director Candidates**

Discussion of individual candidates in Ian's Powerpoint presentation was postponed until the Board voted to expand Board membership.

7. **Regular Officer & Board Meetings**

Board agreed that regular Officer and Board meetings should be scheduled with enough advance notice to enable members to plan. Board would have at least four (4) quarterly meetings. **Action:** *Mark Roberti will put out a notice of remaining quarterly meetings for 2014*. However, Board also agreed that, due to the fact that THE INSTITUTE is still in developmental stage, Board will need to meet more frequently than quarterly for the foreseeable future. The next Board meeting, in which Board members will vote on the provisions discussed above, will be on **June 27**, to allow Ian time to redraft some of the proposed amendments.

8. **Exam Revision**

The target date for delivery of the next foundational exam is October 23, at RFID Journal LIVE in London. This exam will be in paper format, like the exam given at RFID Journal LIVE in Orlando.

The exam will need to be revised before it can be administered again. Not enough people passed. In terms of raw scoring, of the 41 people who took it, only two passed (obtaining 70% score or higher). Therefore, it was agreed to grade on the curve. Ultimately, 15 of 41 (with an average score of 49.20%) passed. Attendees attributed the low scores to two things: some of the questions were too advanced and not "foundational"; and the exam-takers did not have the benefit of a prep course.

Action: *Joe will be responsible for revising the existing exam before it is given in October.* Questions considered too advanced for a foundational exam will be replaced. Joe suggested retaining these for use in future, advanced exams.

Joe said there are about 200 questions in the question bank. Some of the questions not currently in use can be "swapped in" for questions being retired. However, there is a shortage in the question bank of questions in certain knowledge areas. Mark Roberti suggested that someone define the areas needing more questions and communicate this to existing and future SME's.

Diana, who took the exam, said that a lot of the questions are fine content-wise, but need to be expressed with greater clarity. **Action:** *Diana offered to review and edit*

the questions; her offer was accepted by attendees. Mark Roberti also offered the services of his two editors, who would be asked to sign NDA's. Attendees agreed that this may be appropriate in the future.

Existing questions in question bank will need to be supplemented with new ones to have greater selection. **Action:** *Joe will ask existing SME's to submit more questions and will recruit new SME's to submit questions.*

Action: *Ian has the last version of the exam. He will provide it to Joe, given the persons reviewing the exam deciding the areas needing the most attention, as well as to Diana for review and editing the questions.*

What body of knowledge might serve as the basis for questions in the Foundational exam? Mike Liard proposed to the first three chapters of Klaus Finkenzeller's *RFID Handbook*.

9. Exam Delivery

Sanjiv, who chairs this committee, and Leslie have spoken with Pearson Vue and Prometric about providing global proctoring services. Pearson Vue responded with prices which were passed to the Board. Board agreed that these prices involved too much risk for THE INSTITUTE. Prometric had not yet responded with prices, despite having agreed to do so. However, Prometric would probably not offer prices that were markedly different from Perason Vue's.

Leslie mentioned that Yardstick, the Canadian company interviewed earlier, provided on its "Yardstick Measure" platform both exam development and delivery, and had a relationship with a proctoring network in North America. Yardstick's prices for all of these services were far lower than prices from Pearson for exam delivery and proctoring. Problem was that there are other areas of the world where people want to be tested. There are virtual proctoring services like "ProctorU", but it would be better to have a physical network of exam centers in these countries.

Action: *Sanjiv committed to approach some lesser-known proctoring services as a next step.*

10. Institute Web Site

There was a brief discussion about the Institute's web site and the setup of a documents archive. Ian explained that we were currently very limited as to what could be done as we only had access to the WordPress area of the site and not the Control Panel. This meant that we could not set up items such as email, FTP etc. or manage domains, renewals etc.

Action: *Ian will contact Sylvanus to get an Administrator log in to the Control Panel so that the web site can be fully managed.*

11. Institute Bank Account

Leslie raised the issue of her membership having been automatically renewed (her

business credit card was charged) without her knowing that such a renewal had been set up. She asked if the money had gone into the Institute's bank account.

Ian explained that the Institute had two bank accounts, the original Bank of America account that Sylvanus had set up and the Wells Fargo account that the Board had asked him to set up since the Board did not have control over the Bank of America account. He added that any PayPal payments were being directed into the Bank of America account and that the Board had no control over the PayPal account either. As Treasurer, Ian had sent numerous requests to Sylvanus to forward to him all outstanding banking and other documents, but to date he has not received anything.

The Board were most concerned with this situation and asked that it be rectified as quickly as possible.

Action: *As President, Mike Liard will to Sylvanus asking that:*

    (1) *The documents for all PayPal and Bank of America transactions be handed over to the Treasurer*

    (2) *A cashier's check for the balance in the Bank of America account made out to the International RFID Institute be sent to the Treasurer*

    (3) *Login details for the Institute's PayPal account be sent to the Treasurer*

Sincerely,

Leslie

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RFID Revolution (WOSB) ▪ **www.rfidrevolution.com** ▪ **RFID Essentials e-learning: Learn RFID. Put it to work.**

From: Ian Robertson [mailto:ian.robertson@s-c-r-c.com]
Sent: Monday, June 02, 2014 9:59 AM
To: Aneline Brown; Anthony Palermo; diana@rfidgs.com; 'Ernesto Castagnet'; 'Josef Preishuber-Pflugl'; Leslie K. Downey; Mark Brown; Mark Roberti; Michael Liard; 'Sanjiv Dua'; Sylvanus Bent
Subject: Board call 6/6/14 Agenda

Dear Board Members,

There will be a Board of Directors meeting by telephone this Friday, 6th June 2014 at 4 pm Eastern Daylight Time USA. Mark R will send out call in details.

Please find below the agenda for this call.

We have quite a few important things to discuss during this call which will enable us to set up the teams/committees to continue the work of setting up the institute's examinations questions bank and infrastructure, as well as expanding the Board to help share the workload, so please make every attempt to attend.

Many thanks…. Ian (on behalf of Mark R)

Board Subcommittees

The proposal has been amended to include a Membership subcommittee as agreed in our last Board call on the 20th of May 2014.

Please find attached a short presentation on the subcommittee structure that was agreed at the 20th of May 2014 Board meeting (call). The presentation makes suggestions as to who might chair each subcommittee but we need a volunteer chair for each committee and to go through the formal process of having the Board appoint them. There is no requirement for a vote for this in our Bylaws, only that the Board make the appointment, which it can do as part of normal business at a formal Board meeting.

Please could you seriously consider which committee you would like to chair and/or participate in. It's vital for the success of the institute that we maintain momentum in moving forward towards our goals but this cannot be done thru the efforts of just a few Board members.

Once you have decided, please could you let the Secretary know of your choices (you are not restricted to just one committee) – it would help if you could do this by the 10th of June so that the committees can be formed and get started on their tasks.

Expansion of the Board of Directors

The composition of the Board is defined by Article VI Section A paragraph 4 of the Bylaws:

4. **RFIDI™ Board Composition**. The RFIDI™ Board of Directors shall be comprised of an odd number of nine (9) to twenty-seven (27), RFIDI™ Founder and/or Individual Members. The President of RFIDI™ shall automatically become one of the above numbered members of the RFIDI™ Board of Directors upon his/her appointment. Three (3) of these voting RFIDI™ Board Directors shall be elected and serve as Officers of the Board consistent with the requirements of Article VII, below. At least five seats of the above number shall be filed by Founder members elected by Founders at the Annual Membership Meeting, provided at least five Founders are capable and desire to be represented on the Board – otherwise, if less than five, the remaining capable Founders are to be seated on the Board if they so desire. The actual number of Board Members for the following year may be changed by a two-thirds (2/3rds) vote of the current Board of Directors at the Annual Membership meeting or

with due notice at a special meeting called explicitly for this matter.

So we can expand the Board without any special action and remain within the Bylaws. What may be an issue later is the requirement to always have an odd number. This is usually done to ensure that votes do not end up in a stalemate, but in practice that only comes into play if every board member is participating in the vote. We recommend this is removed and propose amending this paragraph text to (text in red strikethrough would be deleted):

4. **RFIDI™ Board Composition**. The RFIDI™ Board of Directors shall be comprised of ~~an odd number of~~ nine (9) to twenty-seven (27), RFIDI™ Founder and/or Individual Members. The President of RFIDI™ shall automatically become one of the above numbered members of the RFIDI™ Board of Directors upon his/her appointment. Three (3) of these voting RFIDI™ Board Directors shall be elected and serve as Officers of the Board consistent with the requirements of Article VII, below. At least five seats of the above number shall be filed by Founder members elected by Founders at the Annual Membership Meeting, provided at least five Founders are capable and desire to be represented on the Board – otherwise, if less than five, the remaining capable Founders are to be seated on the Board if they so desire. The actual number of Board Members for the following year may be changed by a two-thirds (2/3rds) vote of the current Board of Directors at the Annual Membership meeting or with due notice at a special meeting called explicitly for this matter.

Note that we cannot vote on this amendment during the Board call on 6/6/14 as this notice is only 3 elapsed days before the meeting and our Bylaws require a minimum of 15 (Article XVI Section A paragraph 1). But we can discuss the amendment and then arrange for a full Board vote via email (permitted by Article V Section F paragraph 4) on June 18th 2014.

Nominating Committee

We have not yet established a Nominating Committee but would need to do so to consider Board candidates (Article VI Section C paragraph 1).

1. **Establishment and Purpose.** A Nominating Committee shall be established to oversee and supervise the nominating process for Directors of the Board, and shall ensure appropriate procedures are in place for the selection and presentation of qualified candidates to the membership.

The Bylaws currently bar the Chair of the Nominating Committee from being an existing Director (Article VI Section C paragraph 2 "……but not a current Director of RFIDI™…….). The purpose of this restriction is not clear and since the Nominating Committee is a subcommittee of the Board of Directors, it's difficult to see how a person who is not a member of the Board can chair a committee that is. We recommend this is removed and propose amending this paragraph text to (text in red strikethrough would be deleted):

2. **Appointments**. Subject to RFIDI™ Board approval, the RFIDI™ Chair shall nominate and appoint a Nominating Committee Chair, who shall be a certified Individual member, but not a current Director of RFIDI™, at least 120 elapsed days prior to the upcoming Annual Membership Meeting of RFIDI™ to serve until the Annual Membership Meeting is concluded. Subject to RFIDI™ Board approval, the Nominating Committee Chair shall nominate and appoint two (2) or four (4) certified Individual members to serve on the Nominating Committee.

Note that we cannot vote on this amendment during the Board call on 6/6/14 as this notice is only 3 elapsed days before the meeting and our Bylaws require a minimum of 15 (Article XVI Section A paragraph 1). But we can discuss the amendment and then arrange for a full Board vote via email (permitted by Article V Section F paragraph 4) on June 18th 2014.

Inactive Director

It was agreed at the Board meeting of the 20th of May that Directors who were inactive, as determined by having missed three Board meetings in sequence without giving prior notice of the reason for their absence, would be removed from the Board of Directors by vote of the Board. The simplest way to do this is to test for this condition and then remove the Director's good standing with THE INSTITUTE for the purpose of being a Director, even though they may remain in good standing as an ordinary member of THE INSTITUTE.

This could be achieved by inserting a new paragraph between Article VI Section B paragraph 7 and paragraph 8. Paragraph 7 deals with Resignation and paragraph 8 deals with the Removal of a Director. We propose a new paragraph 8 which would read as follows (all subsequent paragraphs in the Section would then be renumbered upwards by 1):

8. **Inactive Director.** A Director who, having received due notice as specified in Article VIII, has not attended three (3) successive Board of Directors meeting without giving prior notice of absence and reason to the Chairman or Vice Chairman, shall cease to be a member in good standing for the purposes of Article VI.

Directors shall then be removed as set out in Article VI Section B Paragraph 9, except that Founders shall be removed as set out in Article VI Section B Paragraph 12.

This effectively disqualifies the Director from continuing as a Director by virtue of Article VI Section B Paragraph 1, Paragraph 8 and Paragraph 11. Note that the Paragraph numbers in the text above have been incremented by 1 to reflect what their new number would be. Using the existing processes in this way retains consistency while at the same time being as fair as possible to the impacted Director.

Note that we cannot vote on this amendment during the Board call on 6/6/14 as this notice is only 3 elapsed days before the meeting and our Bylaws require a minimum of 15 (Article XVI Section A paragraph 1). But we can discuss the amendment and then arrange for a full Board vote via email

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Director Candidate Qualification

Article Vi Section B Paragraph 1 of the Bylaws currently require Director candidates to be THE INSTITUTE members for at least two years. We recommend an amendment to the Bylaws giving the Nominating Committee and the Board of Directors authority to waive this requirement by vote where they feel doing so is in the best interests of the institute. We recommend amending this paragraph to (text in red would be added):

Section B. Board of Directors

1. **Director Qualifications**. With the exception of the initial formation of the Board of Directors, all Directors of the Board shall be eligible members in good standing for the past two (2) consecutive years. The RFIDI™ Board of Directors may, in its discretion, determine additional qualifications for Directors consistent with these Bylaws. The RFIDI™ Board of Directors may, in its discretion, waive the requirement for the candidate to be an eligible member in good standing for the past two years if it considers that doing so is in the best interests of the RFIDI™.

Again, this does not change how the Board would make such a waiver – the process would be the same as for all other Board activities & votes. It simply gives them the power to grant the waiver.

Note that we cannot vote on this amendment during the Board call on 6/6/14 as this notice is only 3 elapsed days before the meeting and our Bylaws require a minimum of 15 (Article XVI Section A paragraph 1). But we can discuss the amendment and then arrange for a full Board vote via email (permitted by Article V Section F paragraph 4) on June 18th 2014.

Potential Director Candidates

The candidates submitted to date are included in the Board Proposal presentation, which also includes much of the above – attached.

Regular Officer & Board Meetings

In order to encourage meeting attendance and forward planning, we would like to schedule regular Officer and Board meetings for the future. We have already discussed and agreed to need to do this but now need to set the schedules.

Ian Robertson

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