



Gas Industry Standards Board

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VIA FACSIMILE

October 6, 1997

TO: Jim Templeton (Chair), Steve Bergstrom, Stan Horton, Judd Miller, Mary Jane McCartney
Mike Bray, Tom Ehinger, Bill Boswell, Keith Sappenfield, Kristine Mespelli

FROM: Randy Couch

RE: Governance Joint Board/Executive Committee Task Force

You have been invited by the GISB Board of Directors to participate on a joint task force to address improved GISB governance by the Board of Directors. The Board desires to improve its governance of GISB activities working with the Executive Committee through the use of the Annual Plan process consistent with GISB's Certificate of Incorporation and Bylaws. Four areas are to be addressed by the task force and are described below. A report should be prepared in final form to be forwarded to the GISB Board of Directors no later than November 17, 1997.

While the task force meetings, as with any GISB meetings, are open to the public, and all observers are welcome, the ten task force members named are the discussion, drafting and deciding group for the report. Observers are welcome, but are not considered participants, nor will observers have speaking roles during the meetings. There will be no substitutions for the task force members. The first meeting will be held on October 8 from 4:00 p.m. to 6:00 p.m. The meeting will be by teleconference and the phone number to participate can be requested from the GISB office, with the pass code of GISB, and the conference contact as Rae McQuade¹.

The report from the task force should address the following four areas:

1. Focus and prioritization of GISB activities

The annual plan should provide a clear focus on specific activities with a prioritization defined. The activities defined should have high expectation of implementation.

2. Resource application to GISB efforts

The annual plan should recognize that the member company resources to work on GISB efforts are limited. The efforts defined for activity by GISB should not exceed those limits by spreading the resources so thin that the assurance of success is affected.

3. Alignment of efforts to assure coordination of intent

The intent of the Board of Directors and Executive Committee as the two GISB governing bodies should coincide, and the GISB work should be directed so that those intents are aligned and realized.

4. Timetable for efforts

The work of GISB should be defined with a specific timetable during which consensus can be reached. If consensus is not reached within that timetable, avenues other than GISB could be pursued.

The report from the task force will be made available to the Executive Committee for comment, and will be forwarded to the Board of Directors. The report will be used as the basis for the development of the 1998 Annual Plan. The 1998 Annual Plan will be prepared by the Executive Committee and provided to the Board of Directors for approval in December.

cc: Dennis Holbrook, Rae McQuade

¹ The GISB office sets up the teleconference, and the pass code and conference contact must be known when calling in.