



North American Energy Standards Board

1301 Fannin, Suite 2350, Houston, Texas 77002
Phone: (713) 356-0060, Fax: (713) 356-0067, E-mail: naesb@naesb.org
Home Page: www.naesb.org

Resolution Establishing the NAESB Board of Directors Managing Committee Passed August 30, 2002

WHEREAS, pursuant to Article 7.8(a) of the Bylaws, the Board by majority vote may create certain committees and specify their functions, and

WHEREAS, due to the increasing size of the Board as a result of Quadrant formation, it would be helpful to the Chairman & CEO to provide him and the Executive Director assistance in managing and administering the affairs of the corporation between Board meetings, and making the meetings of the Board as efficient and effective as may be practicable, and

WHEREAS, it would also be helpful to have certain managerial functions addressed by a representative group from within the Board,

NOW, THEREFORE, the Board of Directors of the North American Energy Standards Board hereby establishes a Managing Committee, consisting of the Chair, the Past Chairs (who are currently members of the Board), the Board Vice Chairs of each of the Quadrants, and the Executive Director (who shall be secretary of the committee and shall have a voice in the committee's business but no vote), and

FURTHER, assigns to the said Managing Committee the following responsibilities:

- 1) Assisting the Chair and the Executive Director in establishing the agenda of the meetings of the Board,
- 2) Assisting the Chair and the Executive Director in preparing and monitoring financial matters of the corporation, including budgets, audit reports and the like, and reviewing reports of such matters prior to their submittal to the Board,
- 3) Assisting in the creation and review of the Quadrant Annual Plans, prior to their submittal for Board approval,
- 4) Acting as a compensation & benefits committee, including reviewing and establishing staff benefits and setting the compensation of the Executive Director,
- 5) Acting as an editorial review committee to approve formal communications of an external nature, including written communications with regulatory agencies and the media,
- 6) Acting to review legal and personnel matters of a confidential nature, and
- 7) Acting in any other matter which would require Board approval, except for those matters specifically reserved to the full Board by the Bylaws, and for those matters which require more than a simple majority vote of the Board. In the case of actions taken under this provision, they shall be reported to the Board at its next meeting, and may be discussed under "new business" at the request of any member.

AND FURTHER resolves that the Managing Committee may establish sub-committees, consisting of members of the Managing Committee and other Board members. A member of the Managing Committee shall chair any sub-committees.



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**Resolution Concerning the
NAESB Board of Directors Managing Committee
Passed September 23, 2002**

WHEREAS, on August 30, 2002, the Board adopted a resolution creating a Board Managing Committee and vesting it with certain responsibilities and authority, including the right specified in paragraph 7 to take action in limited circumstances subject to subsequent Board review, and

WHEREAS, on September 16, 2002, the Board adopted a resolution concerning the creation of sub-committees and task forces by the EC and the Quadrant ECs, and

WHEREAS, it would be helpful to clarify the intent of the resolutions with respect to the nature of subsequent Board review of certain actions of the Managing Committee or the Parliamentary Committee, as the case may be,

NOW, THEREFORE, BE IT:

RESOLVED that any action taken by the Managing Committee pursuant to the authority previously delegated to it in paragraph 7 of the said Resolution to act on the Board's behalf between meetings with respect only to those matters upon which the Board might act by simple majority vote, shall continue to be reported to the Board at its next meeting as also provided in paragraph 7 of the said resolution, and shall be deemed to continue in effect beyond such next meeting only if ratified by a simple majority vote of the Board upon motion of any Board member at such meeting, and

FURTHER RESOLVED, that the Board hereby authorizes the creation of an EC Annual Plan Subcommittee, which shall develop and present recommendations for the Annual Plan for each Quadrant's activities, with a view that the EC shall present its re commendations as to the Annual Plan to the Managing Committee for preliminary review in time for formal Board action on the Annual Plan at its last meeting of the year (generally December) preceding the year covered by the Annual Plan; and

FURTHER RESOLVED, that any action of the Managing Committee or of the Parliamentary Committee with respect to the approval or disapproval of the formation of a sub-committee or task force of the EC or of the Quadrant ECs, shall be reported to the Board at its next meeting, and may be modified by a subsequent resolution pursuant to a simple majority vote of the Board upon motion of any Board member at such meeting.