

January 2019



## **IPO Standing IP Committee Policy Manual**

**IPO President**

Henry Hadad

**Executive Director**

Mark W. Lauroesch

**Intellectual Property Owners Association (IPO)**

1501 M Street, NW

Suite 1150

Washington, DC 20005

(202) 507-4500

[committees@ipo.org](mailto:committees@ipo.org)

[www.ipo.org/committees](http://www.ipo.org/committees)



## TABLE OF CONTENTS

This manual provides a blueprint for IPO committee operations during the calendar year. It explains how committees are organized and how appointments are made, defines the role of the different types of committee members, highlights the primary responsibilities of committee leadership and outlines the schedule of committee activities and deadlines for the year. For questions about IPO committees, contact the IPO office at (202) 507-4500 or [committees@ipo.org](mailto:committees@ipo.org).

I. Introduction	3
II. Expectations for Committee Leaders and Members	6
III. Standing IP Committee Operations	9
IV. Frequently Asked Questions	12
V. Guide to Developing Board Reports	13
VI. Using IPO Connect for Committee Business	16
VII. Tips for Committee Chairs and Vice Chairs	19



## I. Introduction

### IPO Governance

#### *Directors*

Most members of the Board of Directors (<http://www.ipo.org/index.php/about-ipo/board-of-directors/>) are chief intellectual property counsel for their company. There are 44 sustaining corporate board members. Sustaining corporate members are elected for two-year terms which may be renewed for a second consecutive term. Five members of the Board are regular corporate members of IPO. They are elected for two-year terms, which may not be renewed. There is one inventor member of the Board. This individual is elected for a two-year term which may be renewed. Board members are nominated by the Nominations Committee and elected by the IPO membership at the Annual Meeting.

#### *Officers*

Officers include the IPO President, Vice-President, Treasurer, and Secretary. The President, Vice-President, and Treasurer are elected by the IPO Board of Directors. The Executive Director serves as the Secretary.

#### *Executive Committee*

The IPO Executive Committee (<http://www.ipo.org/index.php/about-ipo/committees/executive-committee/>) is a nine-member committee, which has the authority to act on behalf of the Board in between meetings of the Board. It is comprised of the IPO President, Vice-President, Treasurer, immediate past-President, IPO Education Foundation President, and four members elected to the Executive Committee from among the board members. The four elected members of the committee serve two year terms, which are staggered.

#### *Strategic Plan*

The IPO Board of Directors engages in strategic planning exercises every three years. The plan can be executed by various means including task forces.

#### *Nonprofit Status IRC § 501(c)(6)*

IPO is a 501(c)(6) nonprofit organization. Internal Revenue Code § 501(c)(6) provides for exemption of business leagues, chambers of commerce, real estate boards, boards of trade, and professional football leagues (whether or not administering a pension fund for football players), which are not organized for profit and no part of the net earnings of which inures to the benefit of any private shareholder or individual. The regulations define a business league as an association of persons having a common business interest, whose purpose is to promote the



common business interest and not to engage in a regular business of a kind ordinarily carried on for profit. Its activities are directed to the improvement of business conditions of one or more lines of business rather than the performance of particular services for individual persons. 26 C.F.R. § 1.501(c)(6)-I; see <http://www.irs.gov/pub/irs-tege/eotopick03.pdf>.

### **Board Meetings**

The IPO Board meets five times per year: 1) in January; 2) in conjunction with the IPO Committee Leadership meeting, usually in March; 3) in May or June (Washington, DC); 4) at the IPO Annual Meeting, in September; and 5) in conjunction with the IPO Education Foundation Awards Dinner, in December (Washington, DC).

### **Standing Committees**

IPO Committees report to the IPO Board of Directors, which is the governing and policy-setting body of the organization and operates under a certain vision and principles (<http://www.ipo.org/index.php/about-ipo/>).

IPO has a number of standing IP committees (subject to change on a yearly basis), organized in eight divisions (see <http://www.ipo.org/index.php/about-ipo/committees/standing-ip-committees-listing/> for the current committees and their leadership):

- Antitrust and Competition Law
- Business Issues
- Copyright
- International IP Law and Practice
- Litigation and Dispute Resolution
- Patents
- Trademarks
- Professional

Each standing IP committee is devoted to some aspect of IP law or business of interest to IP owners. All IPO members are eligible to be appointed to a standing IP committee including any employee, partner, or associate in a member company or law firm. Appointments to committees are made by the IPO President.

Committees are made up of chair(s), vice chair(s), a secretary, members, a board liaison, and a staff liaison.

The IPO President appoints chair(s) and vice chair(s) to each standing IP committee along with a board liaison selected from the IPO Board of Directors. Committee chairs are appointed from IPO's corporate members, and vice chairs are typically selected from IPO's law firm members,



but may include corporate members. The committee secretary is selected by the chair(s) and vice chair(s).

Requests to add individuals to a committee must be submitted to the IPO office ([www.ipo.org/committeesignup](http://www.ipo.org/committeesignup)) for official appointment and to ensure that the member is added to the committee roster. Only IPO members can join an IPO committee. Nonmember participation on an IPO committee is prohibited, except when invited as a special guest speaker.

IPO also maintains a number of board-level Management Committees. Appointment to these committees is usually limited to IPO Board of Directors and is made by invitation only.



## **II. Expectations for Committee Leaders and Members**

### **Committee Chairs and Vice Chairs**

Committee chairs and vice chairs are appointed by the IPO President for one-year terms. Chairs and vice chairs are sometimes reappointed for additional terms, but the number of reappointments may be limited to give other members an opportunity to serve as chairs and vice chairs. The current terms end in December. Chairs are selected from corporate members of IPO and vice chairs are generally selected from law firm members, though corporate members may also serve as vice chairs. More than one chair or vice chair may be appointed if the committee has a large membership or significant need due to anticipated project volume.

Chairs and vice chairs should communicate regularly with their board and staff liaisons for guidance regarding existing board resolutions and other positions, past board rejections of certain recommendations, whether changes in circumstance merit revisiting a position, and projects to which the Board is not likely to be receptive. Although the number and scope of projects undertaken by a given committee will vary, chairs and vice chairs should expect to devote an average of two - three hours a month working with their committee. Committee leaders are strongly encouraged to attend IPO meetings held throughout the year, including the March Committee Leadership Meeting and September IPO Annual Meeting. Chairs and vice chairs should update IPO staff with any changes to contact information during their term.

Committee chairs and vice chairs are encouraged to recruit IPO members to join their committee. Chairs and vice chairs are also responsible for helping to identify potential future leaders on committees.

### **Committee Secretaries**

Committees are required to appoint a committee secretary. Committee secretaries are appointed for one-year terms by the chair(s) and vice chair(s). The role of the secretary is to send out reminders and agendas, take roll, produce the minutes of all committee calls, count and summarize committee votes, and assist committee leadership as directed by the chair(s) and vice chair(s). Secretaries can dial-in to committee calls as the host in the event the staff liaison is not able to open the call.

### **Committee Members**

Committee members are appointed for two-year terms. Members typically should expect to devote an average of one - two hours a month to work on a standing IP committee. At the end of each two-year period, IPO will ask the committee members to renew their interest as well as solicit new members. Individuals can apply for reappointment to the same committee or appointment to a different committee.



IPO members can serve as a voting member on one committee. Voting members are expected to participate substantively in discussions, draft letters and resolutions, vote on proposed resolutions and reports, and to dial in to as many calls of the committee as possible. It is the discretion of the chair(s), vice chair(s), and staff liaison to assess if voting members have been actively participating and to reclassify a member as non-voting if active participation is not maintained.

IPO members can serve as a non-voting member on up to three committees. Non-voting members participate in committee calls and receive all communications of the committee, but do not vote on reports and proposed resolutions going to the IPO Board of Directors.

No more than three members of an IPO member company or firm can serve as a voting member on a given committee. In making committee appointments, consideration is given to achieving balance in the number of corporate, law firm, and other member classes on a given committee, as well as achieving industry diversity.

### **Board Liaisons**

Board liaisons are members of the IPO Board of Directors who are assigned annually to each standing IP committee as non-voting members. The board liaison acts as a line of communication between the Board and a committee, acting a sponsor and advocate for the committee. Board liaisons should regularly participate in committee calls and communicate with committee leadership. The board liaison should help identify projects for the committee that might be of interest to the Board.

Board liaisons are expected to help committees set their agendas to be generally in line with Board views, by keeping committees aware of existing Board resolutions and other positions, and encouraging committees to only explore changes in position where a change in circumstance merits revisiting the position. Board liaisons also help committees avoid devoting time to projects to which the Board is not likely to be receptive. Board liaisons are encouraged to highlight significant committee milestones or activities at IPO Board meetings. Upon request by IPO staff, the board liaison will brief the IPO Executive Committee on the status of standing IP committee work and projects on calls to occur on an ad hoc basis.

### **Staff Liaisons**

Members of the IPO staff are assigned to each of the standing IP committees as non-voting members. The staff liaison participates on committee calls; advises the committee on IPO history on issues the committee might consider pursuing, including prior resolutions or rejections of certain recommendations; contributes substantively on legal, legislative, and management issues; answers questions regarding IPO policy and procedure, strategic plan, vision, principles, and existing positions; and provides assistance to committee leadership as needed. Staff liaisons are expected to work with board liaisons to guide the committee in



selecting projects and setting the agenda to be generally in line with the Board view while also providing leeway to explore topics of interest to the committee's members. Staff liaisons will attempt to arrange for a substitute from the IPO staff to join committee calls when the staff liaison is not available. Chairs and vice chairs should communicate with their staff liaison frequently on committee matters.

When necessary staff liaisons and Executive Committee may bypass the committee structure to develop board resolutions. In those instances, the staff liaison will try to seek the committee's view on the staff resolution if time permits, and if possible will ask for a committee vote.





### **III. Standing IP Committee Operations**

#### **Committee Leader Appointments and First Meetings (January through March)**

At the beginning of each calendar year, the IPO President appoints committee chairs and vice chairs. In the event of a delay in appointments, committee leaders from the previous calendar year should continue to lead their committee until new leaders are announced. As in previous years, the expectation for committee leaders is to work together to coordinate committee activities and facilitate committee discussion on a regular and consistent schedule. Throughout the year, committee leaders work closely with the IPO staff liaisons to develop issues to present to the IPO Board of Directors.

In the first few weeks of committee operations, committee chairs and vice chairs should identify committee secretaries and inform their staff liaison of their selection.

In advance of the annual Committee Leadership Meeting, chairs and vice chairs should contact their committee members to determine whether to propose changes to the committee charter and to develop a list of planned activities for the year. Leaders should inform IPO staff of any proposed edits to the charter and submit them to the Executive Director for consideration.

#### **Communicating with Committee Members**

Chairs and vice chairs should schedule regular conference calls with their members and share information about issues within the committee's jurisdiction with members. IPO Connect should be used to regularly communicate with committee members because it contains the most accurate, up-to-date roster (and is also the easiest way for members to communicate with each other). Instructions for using this software can be found in Section VI.

#### **Identifying Committee Projects**

Committee projects are initiated in several ways. The IPO Board of Directors or Officers might ask a committee to investigate issues or develop recommendations for Board action. Refer to Section V for instructions on developing board reports and [http://www.ipo.org/wp-content/uploads/2016/03/Template for Board Reports.docx](http://www.ipo.org/wp-content/uploads/2016/03/Template%20for%20Board%20Reports.docx) for the template for these reports.

The chair(s) and vice chair(s) of a committee are also encouraged to propose projects of interest to their members and within their committee charter. Such projects should be consistent with IPO principles and vision. In addition to recommending positions regarding legislation and administrative rulemaking, committees might, for example, undertake legal or business research, prepare informational reports for distribution to the Board of Directors or the IPO membership, organize educational programs to be held during the IPO Annual Meeting or during committee-organized conferences, or propose topics for IPO's IP Chat Channel.

Frequently, IPO staff liaisons ask a committee to react to new developments in IP law. The IPO staff liaison might forward information it receives to committee leadership. Chairs and vice chairs should also monitor developments in the field of the committee’s charter. The *IPO Daily News™* often reports on many late-breaking developments.

IPO staff liaisons and board liaisons track and report to the Board the status of committee projects.

The process for drafting IPO comments and letters is depicted below.



### **Committee Leadership Meetings**

In the spring each year, IPO hosts its annual Committee Leadership Meeting. At this meeting committee chairs and vice chairs will meet with the Board of Directors. Committee reports will be distributed to all meeting attendees. Committee chairs or vice chairs will discuss their committee’s work to date and plans for the remainder of the year.

### **Committee-Organized CLE Programs**

Committees have the opportunity to propose and host CLE programs at the IPO Annual Meeting. A call for proposals will be sent out from the IPO office to all committees in the spring. Speakers for these programs are generally selected from the committee members.



### **Committee Annual Reports**

In November, chair(s) and vice chair(s) are responsible for preparing an Annual Report detailing committee activities. Annual reports should summarize committee activities, suggest future activities to aid incoming members/leadership, and provide general information regarding any developments on IP issues falling within the committee's jurisdiction. These reports are important to highlight which issues IPO should (or should not) continue to focus on within the committee structure and to highlight new issues that might deserve the attention of the Board and the IPO membership. Reports should be submitted to the IPO office by 8 November.

### **Outstanding Committee of the Year Award**

This award is presented during the IPO Annual Meeting. The Committee of the Year Award is given in recognition of outstanding service in promoting reliable, effective, and up-to-date intellectual property systems. Winners of the Committee of the Year Award receive the following:

- Recognition by the IPO President at the Annual Meeting.
- A plaque for the chair(s), vice chair(s), secretary, and board liaison – each leader receives a plaque;
- Recognition on the IPO website and mention in the *IPO Daily News™*; and
- 25% off annual meeting registrations for the committee members and leaders.



## IV. Frequently Asked Questions

**Q: I was contacted by an IPO member who would like to serve on a committee. What do they do to sign up?**

A: Direct that member to sign up online at <https://www.ipo.org/index.php/about-ipo/committees/standing-committees-landing-page/>. Applications are generally processed weekly. Applicants receive confirmation of appointment in about a week.

**Q: Someone applied for my committee, but they aren't showing up in IPO Connect. What do I do?**

A: It can take up to 10 business days for a member's application for a committee to be approved. If it has been longer than that or they received a confirmation email but are not receiving committee emails, please contact the IPO office at (202) 507-4500 or [committees@ipo.org](mailto:committees@ipo.org).

**Q: Where can I find my committee's charter and the names of members on my committee?**

A: A link to the list of IPO's Standing IP Committees, including membership listings and charters can be found at [www.ipo.org/committeelist](http://www.ipo.org/committeelist). A list of committee members is also accessible in IPO Connect on your committee's page.

**Q: What do I do if I change companies/firms?**

A: Please email [committees@ipo.org](mailto:committees@ipo.org) explaining your change including your new information. It will be determined if your new company/firm is an IPO member. If it is, we will update our records. If it is not, you will be referred to IPO's membership department.

**Q: When does my committee need to submit a document for approval prior to its deadline?**

A: Generally two weeks prior to the deadline for submission of letters and comments and three weeks for final board reports concerning proposed resolutions. For more on board reports, see Section V.

## V. Guide to Developing Board Reports

IPO Board of Directors meetings are scheduled approximately five times per year (see [www.ipo.org/committees](http://www.ipo.org/committees) for the schedule). If a committee develops a recommendation for the Board of Directors to consider, that committee must prepare a written report in advance of the board meeting and conduct a vote of its members. Estimated timeline for developing board reports (subject to change):

**Eight or more weeks before the board meeting:** The issue should be identified, your staff liaison should be notified, and work on the report should begin.

**Five weeks before the board meeting:** Committee reports with resolutions should be completed and circulated to the committee for a recorded vote.

**Three weeks before the board meeting:** Final committee reports, including the record of the committee vote, must be submitted to the IPO office.

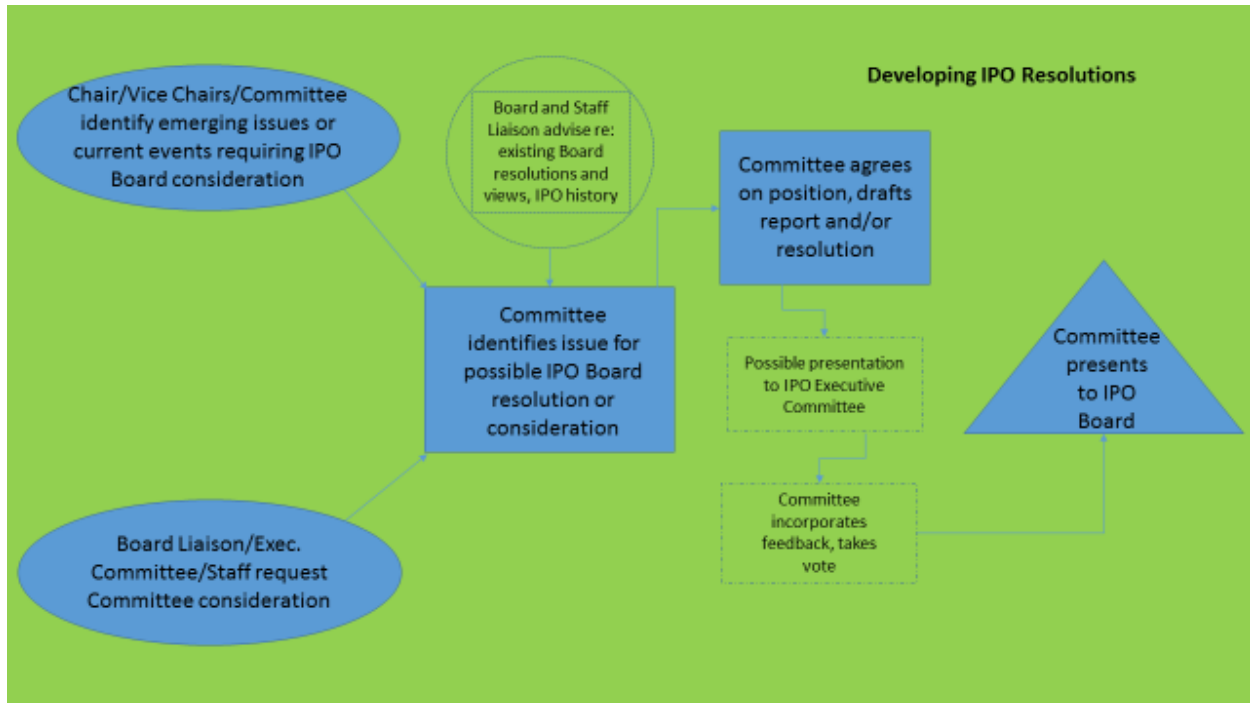
Committee reports with resolutions to be presented to the Board should be circulated to committee members in advance of submission to the IPO office and should include the votes (for, abstain, against) of a majority of the committee members.

Such reports should be concise (usually no more than three - four pages) and include the following sections:

- **Issue**
- **Resolution(s)**
- **Past Actions**
- **Background & Proposal**
- **Committee Votes For and Against**

In some instances, before a committee recommendation is placed on the board agenda, the board liaison or chair of the committee might be invited to give an oral presentation on a call with the Executive Committee of the IPO Board. The chair or vice chair is also often invited to give an oral presentation of their report at a board meeting. Occasionally the IPO Board may consider resolutions that have not originated in an IPO committee. See [http://www.ipo.org/wp-content/uploads/2016/03/Template\\_for\\_Board\\_Reports.docx](http://www.ipo.org/wp-content/uploads/2016/03/Template_for_Board_Reports.docx) for the Board Report Template.

The process for developing an IPO resolution for consideration by the board is depicted below.



## Tips on Presenting Resolutions to the IPO Board

- Summary of Process at the Meeting: After you join the meeting, you will be introduced and the board members will be referred to the page in their board materials where your proposed resolution is located. You will be asked to present the proposed resolution on behalf of your committee followed by questions from board members.
- Be concise: The Board covers many topics during its meeting, so getting to the point and being concise is important. Your presentation should be less than five minutes in most instances.
- Audience: The Board comprises leaders from large companies that often have views on the topics you plan to address. Some board members have been part of delegations addressing the issue in Congress. There can be differences in views among the board members and potentially among members of your committee. It can be important to try to identify middle ground to help build consensus. Don't emphasize the divisive areas if they are not material.
- Be Prepared: During the question period, you might be asked about process and your sense of the committee's views on alternatives not in the resolution. Amendments may be offered. It is important to be well prepared on the process and potential alternatives so that you can assist the Board in its deliberations.
- Some common topics raised by the Board: Board members might have specific concerns or ask if the committee considered certain alternative wording or approaches. The language of the resolution should be as clear as possible because it might be utilized separate from the report. Timing of the proposal relative to other Board or



governmental actions might be raised, testing the need to adopt the resolution immediately or await potential future events.

- Some typical content of a presentation includes:
  - Context: It is often helpful to provide overall context for the proposed resolution including precipitating events and relevant prior activities.
  - Background: It is often helpful to explain a little about the important issues raised and addressed by the committee. Explain the process followed at the committee level, including back-and-forth negotiations. This part of the presentation should be concise.
  - Resolution: Highlight specific, critical language in the resolution, especially if there was debate about how to handle certain issues.
  - Committee voting: Discuss the results of the committee's vote, including the level of participation.
- Objective of the presentation: The objective of a resolution is to make a policy statement that can garner broad consensus from the IPO Board. The resolution might change at the Board level, so flexibility can be important in your presentation. Have fun!



## VI. Using IPO Connect for Committee Business

IPO Standing IP Committee members can easily communicate with their entire committee using this area of the IPO Website.

### **How To Login to IPO Connect:**

1. Open a web browser and go to <http://connect.ipo.org>
2. Click on “Login to view members only content”
3. Login using the same User and Password you would use for IPO.org
4. If you cannot remember your password, you can request a new one at <http://www.ipo.org/password> (If you are still experiencing problems logging in, please email [webmaster@ipo.org](mailto:webmaster@ipo.org) to get your password reset)

### **What Can I Do on IPO Connect?**

#### *Check your Committee Roster*

IPO Connect is regularly synced with the IPO database. It should be your first stop if you need to see who is currently on your committee.

#### To check your roster:

1. Sign in to IPO Connect
2. Click the “Committees” link in the top navigation area
3. Click on the committee name to view recent activity
4. To view the full roster, click on the “Members” tab

#### *Send a Message to the Committee*

Messages sent through IPO Connect are delivered in real time to the email address we have on file for each committee member.

#### To send a message:

1. Sign in to IPO Connect
2. Click the “Committees” navigation item
3. Click on your committee name



4. Click on the “Discussions” tab, and then “+Post New Message” on the right-hand side of the page
5. Give the message a subject
6. After writing your message using the text editor, click “Send” to send immediately or “Attach” if you would like to attach a document (a document can also be an Outlook calendar invitation)
7. When uploading an attachment, be sure to complete steps 1 and 2 on the form
8. When you have your document uploaded, click “Finish” at the bottom of the form to finalize the attachment

### *Share or Archive a Document*

Occasionally, you might want to upload a document to share later with your committee or save it for archival purposes.

#### To Upload a Document:

1. Sign in to IPO Connect
2. Click the “Committees” navigation item
3. Click on your committee name
4. Click on “Add Document” under “Latest Shared Files” in the bottom left-hand corner of the page
5. Fill out a Title and Description for the document
6. Select your committee from the “Library” list
7. After you upload your document in step 2, be sure to click “Next” at the bottom of the form to add your document

### *Send an Outlook Invitation*

To ensure high attendance at your monthly calls, we encourage you to send an Outlook iCalendar attachment to your call announcement messages.

#### To Create the Invitation:

1. Create an outlook calendar item for your committee’s call as you normally would within Outlook, but instead of saving it to your calendar or inviting attendees, click on “Save As” and save it in iCalendar format to your computer desktop



To Send the Outlook Invitation:

2. Sign in to IPO Connect
3. Click the “Committees” navigation item
4. Click on your committee name
5. Click on the “Discussions” tab, and then “+Post New Message” on the right-hand side of the page
6. Give the message a subject
7. After writing your message using the text editor, click “Attach” to attach the iCalendar file just as you would any other type of file
8. When uploading an attachment, be sure to complete steps 1 and 2 on the form
9. When you have your document uploaded, click “Finish” at the bottom of the form to finalize the attachment
10. Click “Send”
11. When committee members open the attachment, it will save to their personal outlook calendar

*Create a Sub-Committee*

On occasion, it can be helpful to create a sub-committee to work on a specific project. Once created, a sub-committee will have all the functionalities of the parent committee.

To Create a Sub-Committee:

1. Send an email to your IPO staff liaison.
2. In the email, please include:
  - a. The name of your committee
  - b. The name of the sub-committee you are requesting
  - c. Which members of your committee should be on the sub-committee.
3. The IPO staff will enter the data and respond when the sub-committee is in place.

## VII. Tips for Committee Chairs and Vice Chairs

### **Establish Regular Communication**

Set a schedule for monthly conference calls of your full committee and send reminder messages with a meeting agenda shortly before the calls.

- Make sure all committee members are on the official IPO roster. Direct individuals who inquire about signing up for your committee to <https://www.ipo.org/index.php/about-ipo/committees/standing-committees-landing-page/>.
- Publish a schedule and attach a calendar invitation to your message. This helps to increase participation. Instructions for sending a calendar invitation via IPO Connect are found in the section “Using IPO Connect for Committee Business.”
- Send out messages with items of interest to committee members somewhat regularly to keep members engaged outside of regular committee calls
- Committee leaders should communicate outside of full committee calls as needed
- Hold an in-person committee business meeting during the IPO Annual Meeting

### **Adding Committee Members to Committee Email List**

IPO’s professional networking site, IPO Connect, includes a discussion group for every committee.

Encourage new committee members to login to IPO Connect to view previous messages and get up to speed with the work of the committee. Refer to the “Using IPO Connect for Committee Business” section in this manual for more information about using IPO Connect.

### **Be Aware of IPO Report Deadlines**

Committees are asked to submit reports two times during the year (for the Committee Leadership Meeting and an Annual Report). Please make sure you are aware of these deadlines so you can timely meet them. Reports to the IPO Board must be submitted three weeks before a board meeting. See Section V.

### **Organize Subcommittees**

Organize sub-committees to work on particular projects and report back to the full committee. This is particularly useful for very large committees and can allow the committee to complete multiple projects and provides active committee members a greater opportunity to get involved in IPO. Chairs should check-in regularly with each sub-committee to ensure that they



are on track and working toward the committee's goals. Contact your staff liaison to request that IPO Connect groups be created for your sub-committees.

**Keep in Touch with Your Staff and Board Liaisons**

Each committee has a liaison to the IPO Board of Directors to aid the committee in preparing reports and recommendations to the Board and highlight significant milestones in the committee's work. Each committee will also have a staff liaison. Staff liaisons serve as a resource and chairs should endeavor to keep them up-to-date on all committee activities.