

WI-FI ALLIANCE

BOARD POLICY NO. 0500

TITLE: Participation of Alternate Members of the Board of Directors

Revision History:

Submitted by: Dennis Eaton
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Approval Date: August 21, 2003

For the purposes of this policy the following definitions will be used. A Primary Board Member (Primary) is defined as the individual selected by a sponsor member company to sit as a Director on the Board of Directors and to serve as its primary interface to the Wi-Fi Alliance Board of Directors and with whom the Board voting rights reside. An Alternate Board Member (Alternate) is defined an individual who has been chosen by the same sponsor member company to serve as the in the stead of the Primary, subject to the constraints defined below, in the event that the Primary is not available to attend a particular Board meeting. Under the Wi-Fi Alliance Bylaws, the Primary and Alternate also act as the primary and alternate member representatives for the sponsor member unless the sponsor member specifies otherwise in writing.

Although sponsor member companies are strongly encouraged to have a single designated individual to represent their company in all matters pertaining to the activities of the Wi-Fi Alliance Board of Directors (the Board), it is the recognition of the Board that normal business conflicts will occur from time to time that will affect the availability of a Primary to attend all meetings of the Board. For this purpose, the Alternate may attend Board meetings, subject to the following restrictions.

Each sponsor member company can have one designated primary member and should have only one designated alternate member. Both are expected to hold these positions on an ongoing and permanent basis and the alternate member should not be swapped in and out of service for convenience. This stability is necessary in order for the Primary and the Alternate to participate effectively in board meetings and to allow the Board to operate effectively. This stability also allows the Primary and the Alternate to meet their legal duty of care as board members. For that reason, it is the policy of the Wi-Fi Alliance that no secondary Alternates will be used in the event the Alternate is unavailable or is serving in the stead of the Primary.

The designated Alternate must be identified writing to the Board of Directors.

To provide for continuity in ongoing Board business in the event that the Primary is unavailable, the Alternate is strongly encouraged to attend all Board teleconferences and meetings of the Board. Additionally, the Alternate will be placed on all Board email reflectors and is strongly encouraged to read all email correspondence to further stay apprised of ongoing Board business. It should be noted that this is both good practice and a legal requirement. A director,

regardless of whether he/she is the Primary or the Alternate, has a duty of care that he/she must exercise in his/her actions relating to the management of the organization. This duty includes an obligation to monitor the conduct of the organization, the duty to inquire about matters of significance, and the duty to actively participate in board judgments after a reasonable decision-making process.

It is Board policy that an Alternate may not be appointed to act as an officer unless no Primary (excluding Primaries who are holding a separate officer position at the time of the selection) has volunteered to fill that position. It is Board policy that a single company will at no time hold more than one officer position. The Board also recognizes that individuals, not companies, are elected to the officer positions and as such, an alternate does not automatically serve in an officer position held by the primary in the event that the primary is not present at a particular meeting.

The ability to maintain a presence on the Board even when the Primary is unavailable is a privilege that should not be abused. If the Board determines that a sponsor member or the Primary and Alternate are using this privilege in a manner that interferes with or disrupts Board operations, the Board may impose such sanctions as are legally permitted and as the Board determines are just under the circumstances. Such sanctions may include, without limitation, a censure of the Primary and/or the Alternate, lodging a complaint directly with the sponsor member, or removal of the Primary and/or Alternate as Directors.

The Board recognizes that the foregoing statements represent policy preferences and reserves the right to disregard these policy statements in appropriate circumstance, subject in all events to the requirements of the Corporations Code and the Articles and Bylaws as then in effect.

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