

January 2022



**Intellectual[®]
Property
Owners
Association**

IPO Standing IP Committee Policy Manual

IPO President

Karen Cochran

Executive Director

Jessica Landacre

Deputy Executive Director & Chief Policy Counsel

Samantha Aguayo

Intellectual Property Owners Association (IPO)

1501 M Street, NW

Suite 1150

Washington, DC 20005

(202) 507-4500

committees@ipo.org

www.ipo.org/committees



Table of Contents

This manual is a blueprint for IPO committee operations. It explains how committees are organized and how appointments are made, defines the primary responsibilities of committee leaders, and outlines expectations including the schedule of committee activities and deadlines for the year. For questions about IPO committees, contact the IPO office at committees@ipo.org.

I. Introduction	3
II. Expectations of Committee Leaders and Members	6
III. Standing IP Committee Operations	8
IV. Guide to Proposing Resolutions for Adoption by the Board	11
V. Guide to Preparing Letters and Comments	13
VI. Using IPO Connect for Committee Business	14
VII. Tips for Committee Chairs and Vice Chairs	16



I. Introduction

IPO Governance

Directors

The IPO Board of Directors is the governing and policy-setting body of the association. It operates in accordance with IPO's mission and vision statements and strategic framework.

Most members of the board (<https://ipo.org/index.php/board-of-directors/>) are corporate chief intellectual property counsel. There are 44 sustaining corporate board members. Sustaining corporate members are elected for two-year terms that can be renewed consecutively. Five board members are regular corporate members who are elected for two-year terms that may not be renewed consecutively. One inventor member is elected to the board for a two-year term that can be renewed. Board members are nominated by the nominations committee and elected by the IPO membership during the Annual Meeting.

Executive Committee

The nine-member IPO Executive Committee (<http://www.ipo.org/index.php/about-ipo/committees/executive-committee/>) is vested with the authority to act on behalf of the board between meetings. Its nine members include the president, vice-president, treasurer, immediate past-president, IPO Education Foundation president, and four at-large members elected from the board members for staggered two-year terms.

Officers

IPO officers include the 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. The IPO Board delegates authority to the officers to serve as advisors for management and to approve recommendations as needed concerning issues related to operations, non-controversial policy matters, and ad hoc issues requiring a rapid response.

Strategic Plan

The board engages in strategic planning every three years. Strategic planning activities took place virtually during 2020. The strategic plan guides all association activities, including governance, U.S. and international advocacy, committee activities, and association business activities such as membership recruiting and conferences. The mission, vision, and strategic framework adopted by the IPO Board in 2020 are below.



Mission

Promote high quality and enforceable intellectual property rights and predictable legal systems for all industries and technologies.

Vision

The global acceleration of innovation, creativity, and investment necessary to improve lives.

2021-2023 Strategic Framework



Policy on Achieving Board Consensus

A unique value of IPO is that it represents IP owners in all industries and fields of technology. IPO is most effective when it speaks with one voice as a representative of this diverse membership. In order to achieve diverse representation, IPO will recruit members from all industries and fields of technology. The board charges its nominations committee to strike a desirable balance as it nominates new members to the IPO Board of Directors. While the by-laws permit taking positions based on a majority vote (two-thirds for amicus briefs), the goal is to achieve consensus whenever practical. The board charges its leadership with facilitating robust discussion of IP policy, IP legislation, and other matters of IP law, with the objective of achieving consensus on resolutions and other actions. When consensus is not easily achieved, the leadership will seek to identify and understand each position and explore appropriate steps for further consideration.



Policy on the Value of IPO's Diverse Membership

The IPO Board recognizes, values, and seeks to engage the participation, thought leadership, and collaboration of our non-board members. Therefore, we recognize the importance of addressing interests and needs of the broad range of IPO members. This includes:

- Creating professional, networking, and business development opportunities,
- Providing continuing legal education opportunities,
- Guiding the Standing IP Committees via regular and timely feedback,
- Publicizing committee activities,
- Seeking input of non-Board members on IPO positions to be advocated to Congress, the USPTO, and the courts,
- Communicating with members about Board initiatives, and
- Updating members on the developments in IP law via the *IPO Daily News*TM.

IPO Board Meetings

Traditionally, the board has held five in-person meetings during a calendar year: 1) in January; 2) in conjunction with the IPO Committee Leadership Meeting, usually in March; 3) in May or June; 4) immediately before the IPO Annual Meeting in September; and 5) in conjunction with the IPO Education Foundation Awards Dinner in December. In 2020, the board shifted to holding meetings virtually and more frequently. Staff liaisons will share notices and deadlines for upcoming meetings as appropriate.

Standing IP Committees

Standing IP Committees report to the IPO Board of Directors. Currently IPO has 27 Standing IP Committees that fall into the categories of Business & Professional and IP Law & Practice Committees. (See <https://ipo.org/index.php/find-a-committee/> for the current committees and their leadership.)

The number of committees is subject to change annually. Each committee is devoted to a particular aspect of IP law or business that is of interest to IP owners. All IPO members are eligible to join a Standing IP Committee, including any employee, partner, or associate in a member company or law firm. Appointments to committees are approved by IPO staff.

Committees are made up of chairs, vice chairs, a secretary, a board liaison, a staff liaison, and voting and non-voting members. The IPO President appoints chair(s), vice chair(s), and board liaisons. Committee chairs are typically selected from IPO's corporate members. Vice chairs are typically selected from law firm members but may include corporate members. A committee secretary is selected by the committee's chair(s) and vice chair(s).



To be appointed to a Standing IP Committee, an IPO member must submit an application on the IPO website (www.ipo.org/joinacommittee). Only IPO members are permitted to join IPO committees. Nonmember participation is prohibited, except when invited as a guest speaker.

II. Expectations of Committee Leaders and Members

Committee Chairs and Vice Chairs

Committee chairs and vice chairs are appointed by the IPO President for one-year terms that run from January 1 to December 31. Chairs and vice chairs can be reappointed for additional terms, but reappointments are sometimes limited to give other members leadership opportunities. Chairs are typically selected from corporate members of IPO and vice chairs are typically selected from law firm members, although corporate members may also serve as vice chairs. More than one chair or vice chair will be appointed if the committee has a large membership or expected to have a large workload.

Chairs and vice chairs should be in regular communication with their board and staff liaisons for guidance about existing board resolutions and other policy positions, historical information such as 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 committees will vary, chairs and vice chairs should expect to devote an average of two to three hours a month to committee work.

Committee leaders are strongly encouraged to attend IPO meetings including the March Committee Leadership Meeting, the IPO Owners Spring Summit™, and the IPO Annual Meeting in September.

Chairs and vice chairs should update the IPO staff if their contact information changes.

Committee chairs and vice chairs are encouraged to recruit IPO members to their committees, particularly any members who contribute to committee projects but are not members of the committee. Benefits available to those responsible for recruiting IPO members can be found here (<https://ipo.org/index.php/membership-recruiting-challenge/>). Chairs and vice chairs are also asked to help identify potential future leaders.

Committee Secretaries

Every committee must have a secretary appointed by the chair(s) and vice chair(s) for a one-year term. The role of the secretary is to handle administrative tasks such as distributing meeting reminders and agendas, taking roll on committee calls, producing minutes of committee calls, collecting committee votes on proposed resolutions, and



assisting the chair(s) and vice chair(s) as needed. Secretaries should open committee calls in the event their staff liaison is unavailable.

Committee Members

Committee members are appointed for two-year terms. Members should expect to devote an average of one to two hours a month to committee work. At the end of the two-year committee term, IPO will ask committee members to indicate their interest in rejoining and will solicit new members for the committee from the membership at large. At that time committee members can rejoin the same committee or join a different committee.

Voting and Non-Voting Members

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

Non-voting members participate in committee calls and receive all communications of the committee, but do not vote on proposed resolutions.

IPO corporate members are permitted to serve on multiple committees as either voting or non-voting members. All other members, such as law firm and individual members, are permitted to serve on only one committee as a voting member and as a non-voting member on up to three committees.

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

The exception to these policies is that any IPO member can serve as a voting member on any Business and Professional Committee, in addition to any IP Law & Practice Committees memberships.

Board Liaisons

A member of the IPO Board of Directors is assigned annually to each Standing IP Committee as a non-voting member. The board liaison acts as a line of communication between the board and a committee, and as a sponsor and advocate for the committee. Board liaisons should participate in committee calls and stay in communication with



committee leadership. The board liaison should help identify projects for the committee that might be of interest to the board.

Board liaisons help committees create agendas that are in line with board views by making sure they are aware of resolutions and other policies and positions the board has adopted and encouraging committees to explore changing positions based on a change in circumstance that merits revisiting a position. Board liaisons also help committees avoid spending time on projects with respect to which the board is not likely to be receptive. Board liaisons are encouraged to highlight significant committee milestones or activities during board meetings and to occasionally brief and seek direction from the IPO Executive Committee on committee projects as needed.

Staff Liaisons

An IPO staff member is assigned to each Standing IP Committee as a non-voting member. The staff liaison participates on committee calls; advises the committee on the history concerning issues the committee might consider pursuing, including regarding resolutions adopted and rejections of previous recommendations; contributes substantively on legal, legislative, and management issues; answers questions regarding IPO policy and procedure, the 3-year strategic plan, and the organization's mission, vision, and existing policies and positions; and provides assistance to committee leadership as needed. Staff liaisons work with board liaisons to guide committees in selecting projects and setting the agenda to be generally in line with Board positions while also giving committees leeway to explore topics of interest to their members. Chairs and vice chairs should communicate with their staff liaison frequently on committee matters.

When necessary, staff liaisons and the IPO Executive Committee might decide to bypass the committee structure to propose resolutions to the IPO Board. In those instances, the staff liaison will try to seek the committee's view, including that the staff liaison may ask the committee to vote on the resolution.

III. Standing IP Committee Operations

Committee Leader Appointments and First Meetings (January through March)

The IPO President appoints committee chairs and vice chairs at the beginning of each calendar year. (Note: In the event of a delay in appointments, committee leaders from the previous calendar year will continue to lead their committees until new leaders are announced.) The expectation is that committee leaders will work together to coordinate committee activities and facilitate committee discussion on a regular and consistent schedule. Throughout the year, committee leaders work closely with their board and staff liaisons to develop issues to present to the IPO Board of Directors.



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

Communicating with Committee Members

Chairs and vice chairs should hold recurring conference calls with their members to facilitate sharing information about issues within the committee's jurisdiction and collaborate on committee projects. Committees typically meet at least monthly. IPO Connect is the tool for communicating with committee members and contains the up-to-date membership roster. Instructions for using IPO Connect are included in Section VI.

Identifying Committee Projects

Committee projects can be initiated in various ways. The IPO Board of Directors might ask a committee to investigate an issue or develop a recommendation for board action. (Refer to Section V for instructions on developing board resolutions and supporting reports and the [template](#).)

The chair(s) and vice chair(s) of a committee are also encouraged to propose projects to their members that are within the committee charter and are consistent with IPO's mission and vision. In addition to recommending positions on legislation and proposed regulations, committees can undertake legal or business research, prepare informational papers to educate IPO members or the board of directors about an issue, organize educational sessions to be held during the IPO Annual Meeting or other conferences on request, or work with IPO to develop programs for IPO's IP Chat Channel™.

Often, IPO staff liaisons ask committees to recommend IPO positions in response to new developments in IP law. All committee leaders should monitor and share information about developments relevant to the committee's charter. The *IPO Daily News* reports on many late-breaking developments; committees are strongly encouraged to identify and prepare brief news items in their field that will be of interest to the general membership.

Spring Committee Leadership Meeting and Developing an Annual Action Plan

Each spring IPO hosts a Committee Leadership Meeting that brings together all committee leaders and the full IPO Board of Directors.

In advance of this meeting, committees will be asked to develop an annual action plan. This document should identify the committee's planned activities for the year, which should include 2-3 "deliverables" such as proposing resolutions to the IPO Board, creating white papers to educate the IPO membership about current issues, developing proposals for IP Chat Channel webinars, or holding meetings with government officials



such as the USPTO. In the annual plan, committees should indicate whether they are proposing changes to the committee charter. Any proposed modifications should be indicated in redline and explained for consideration and potential approval by the IPO President.

Each committee's annual plan will be distributed to all meeting attendees, and each committee will have an opportunity to make a brief presentation about its work to date and plans for the remainder of the year during the meeting. Time is reserved during the meeting for networking with other committee leaders, which occurs during an opening night reception when the meeting is held in person.

IPO Annual Meeting Committee-Organized CLE Sessions

Committees host CLE sessions during the IPO Annual Meeting. A request for proposals will be sent by the IPO staff in the spring. Several of the proposals will be selected for the annual meeting program. Committees whose proposals are accepted will be prompted for additional information, such as proposed speakers, by the IPO staff. Speakers for committee sessions should be selected from the committee members and must be approved by IPO leadership before they are invited to speak.

IPO Chat Channel™ Webinars

Committees are encouraged to develop proposed webinars for the IPO Chat Channel™, which in most cases will be moderated by IPO's Deputy Executive Director and Chief Policy Counsel. Proposals for one-hour webinars can be submitted directly to Samantha Aguayo at samantha@ipo.org and should include basic information such as a proposed title or topic, a brief description of the issues to be covered, recommended speakers, and potential sponsors (if known). Upon approval, the committee will be asked to assist in producing marketing materials and other help in planning the webinar. These webinars may include proposed speakers from outside of the committee membership.

Annual Reports

In November, chair(s) and vice chair(s) are responsible for preparing a one-page annual report that summarizes committee activities, suggests future activities to aid incoming committee members/leadership, and provides general information about developments on IP issues relevant to the committee's charter. These reports might also recommend issues IPO should (or should not) continue to address within the committee structure and new issues that might deserve attention. The IPO staff will send a message in the fall concerning the requirements and deadline for this report.



Outstanding Committee of the Year Award

The Outstanding Committee of the Year Award is presented to one or more committees during the IPO Annual Meeting to recognize outstanding service in promoting reliable, effective, and up-to-date intellectual property systems. Winners receive:

- Recognition by the IPO President during the annual meeting;
- Plaques for committee chair(s), vice chair(s), secretary, and board liaison;
- Recognition on the IPO website and mention in the *IPO Daily News*.

IV. Guide to Proposing Resolutions for Adoption by the Board

Typically, the IPO Board of Directors meets in person five times per year, but might choose to meet more frequently in a virtual environment (see <https://ipo.org/index.php/committee-resources/> for the schedule). To propose a resolution for adoption by the board, a committee must draft the proposed resolution and a brief memo explaining the recommended position and conduct a vote of its members (unless a different manner of proceeding has been approved by IPO). The general timeline for developing proposed resolutions (subject to change) is below:

Eight or more weeks before board meeting: Identify issue, notify staff liaison, and begin drafting resolution and supporting memo.

Five weeks before board meeting: Complete resolution and supporting memo and circulate to committee for recorded vote.

Three weeks before board meeting: Submit final memo, including record of committee vote, to staff liaison.

Votes on proposed resolutions require a quorum, meaning votes (for, abstain, or against) by a majority of the committee members **who have voting member status**. Given the importance of achieving a quorum, chairs and vice chairs are responsible for encouraging eligible committee members to vote.

The memo supporting a proposed resolution should be brief (generally three to four pages) and include the following sections:

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



When considering whether to include a proposed resolution on the agenda for an upcoming board meeting, the IPO Executive Committee might ask the committee to have one or two of its members discuss the recommendation with the Executive Committee virtually. If the proposed resolution is selected for a board meeting agenda, one or two members of the committee will be asked to present the proposal to the board during a board meeting. Typically chair(s) or vice chairs(s) attend on the committee's behalf; occasionally another committee member who contributed extensively to drafting the proposal might be asked to participate. ([Click here for a template.](#))

Tips on Presenting Resolutions to the IPO Board

- The IPO staff will notify you when, where, and how to report or to dial in if participating by phone. When you join a board meeting, you will be introduced and board members will be referred to the page in their materials where your memo begins. You will be invited to present the proposed resolution, followed by questions from board members.
- Be concise: Your presentation should be less than five minutes in most instances. The board receives proposed resolutions two weeks in advance of the meeting, so a high-level overview generally suffices.
- Know your audience: The board is made up of leaders from large companies that likely have views on the topics you will address. Some may have advocated to Congress or other governmental bodies concerning their company's position. There might be differences in views among board members and potentially among your committee's members. When possible, it is helpful to identify common ground to help build consensus. Do not emphasize divisive areas that are not material to the recommendation. On the other hand, where there are two strong points of view on an issue, it is useful to provide a point/counterpoint to present the different perspectives.
- Be prepared: During the question period, you might be asked about process and your sense of the committee's views on alternative approaches to the resolution. Possible modifications may be proposed for your reaction. Being prepared for these possibilities will assist the board in its deliberations.
- Common concerns/questions raised by the board:
 - Questions about the choice of specific terms and whether the committee considered alternative wording or approaches. The language of the resolution should be as clear as possible because it will be published, but the supporting memo will not be public.
 - Timing considerations such as expected Congressional action on legislation or agency action on rulemaking and any other considerations relevant to the need to adopt a resolution immediately or await potential future events.
- Presentation to the board should include:



- Context: Explain why the committee is proposing the resolution, including precipitating events and relevant prior activities.
- Background: Discuss the important issues raised and addressed by the committee. Explain the process followed at the committee level, including any negotiations on wording. This part of the presentation should be concise.
- Discuss the resolution: Highlight specific, critical language in the resolution, especially if there was disagreement about how to handle any issues.
- Committee voting: Discuss the results of the committee vote, including the level of participation (particularly by corporate members) and the reasons expressed by any member who opposed the resolution.
- A resolution should be a policy statement that enjoys the broadest possible consensus within the IPO Board. Be aware that proposed resolutions are often amended by the board before adoption for this reason and are sometimes sent back to a committee to consider the Board's feedback.

V. Guide to Preparing Letters and Comments

Committees are expected to study requests for comments on proposed U.S. and international regulations and to draft responses for approval by the IPO leadership. In the U.S., requests are typically published in the *Federal Register* and outline proposed rules or other issues to be addressed by public comments. Other countries have similar mechanisms for requesting public comments on proposed governmental actions.

Committees may also recommend that IPO submit letters to legislative or administrative agencies outside the context of a direct request – for example, to comment on legislation or to offer input on an issue that is not currently the subject of proposed rulemaking.

Committees generally identify a small group of members to prepare an initial draft for feedback by the full committee during a committee meeting or by email. Comments and letters are expected to fairly reflect a consensus on an issue but do not require a committee vote before submission to the staff liaison for obtaining approval by IPO leadership. The staff liaison will provide a template for comments and letters. The committee leaders should provide the staff liaison with a copy of (or link to) any regulations being commented on or, if applicable, an English translation of the regulations.

Comments and letters are typically signed by IPO's president or executive director and are submitted to the relevant government body by the IPO staff. Committees who participate in preparing comments or letters typically receive recognition in the IPO Daily News; committee leaders should identify for their staff liaisons those members who actively participated.



VI. Using IPO Connect for Committee Business

IPO Standing IP Committee members should 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 "Sign-in"
3. Login using the same username and password you use for IPO.org
4. If you cannot remember your password, request a new one at <http://www.ipo.org/password> (If you are still experiencing problems logging in, please email committees@ipo.org to have 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 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

The committee secretary can download a roster of committee members (by visiting the “Members” section on IPO Connect and using the “Export” function to download an Excel file) and send the Outlook reminder directly to that list. Keep in mind that the committee roster is continuously updated as new members join the committee or when members leave their companies and firms. The secretary should download a new roster and update the recipient list on at least a monthly basis to ensure all current committee members receive the invite.

Create a Subcommittee

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

To Create a Subcommittee:

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 subcommittee you are requesting
 - c. Which members of your committee should be on the subcommittee.
3. The IPO staff will enter the data and respond when the subcommittee is created.



VII. Tips for Committee Chairs and Vice Chairs

Establish Regular Communication

- Set a schedule for monthly conference calls for the full committee and send a reminder message and meeting agenda before each call.
- Make sure all committee members are on the official IPO roster.
- Direct individuals who inquire about signing up for your committee to www.ipo.org/joinacommittee.
- Publish a schedule and attach a calendar invitation to your message. This helps to increase participation.
- 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 with each other outside of full committee calls as needed. Many committee leaders have monthly calls to plan the agenda for each call of the full committee.
- 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 on the committee's projects. Refer to the "Using IPO Connect for Committee Business" section in this manual for more information about using IPO Connect.

Be Aware of IPO Deadlines

As explained above, committees are asked to submit reports two times during the year (one for the Committee Leadership Meeting and an Annual Report). Please make sure you are aware of these deadlines so that you can meet them in a timely fashion. Reports to the IPO Board must be submitted three weeks before a board meeting (see Section IV). Comments and letters should be submitted to the staff liaison two weeks before the due date for submissions (see Section V).

Organize Subcommittees

Organize subcommittees to work on specific projects and report back to the full committee. This is particularly useful for very large committees because it allows the committee to pursue multiple projects and provides active committee members a greater opportunity to get involved. Chairs should check in regularly with each subcommittee 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 subcommittees.