Governance of the NEM Initiative

1. Introduction

This document describes the governance rules which are used in the NEM "Networked and Electronic Media" European Technology Platform (cf. www.nem-initiative.org). The clear ambition of the NEM Governance is to have a lightweight management structure, which allows the effective operation of the Initiative and the majority of the effort to be devoted to the development and promotion of the NEM priorities and especially the NEM Strategic Research Agenda.

The NEM Initiative has set up a support structure capable of working in a consistent manner, characterised by: openness, effectiveness, efficiency, and readiness to respond to the needs of the NEM stakeholders.

Membership of the NEM is open to all by registering via the NEM webpage (cf. URL above).

2. Reminder: main objectives of the NEM Initiative

The main objective of the NEM initiative is to foster the development and introduction of novel audiovisual and multimedia broadband services and applications to the benefit of citizen and enterprises. It aims at having a significant impact on the European economy in the context of the Lisbon objectives, bearing in mind the renewed goals as set up by the Commission Communication "i2010".

The high level goals of the NEM Strategic Research Agenda support the overall target of the European Research Area (ERA) to enable Europe to master and shape the future developments of Information and Communication Technologies (ICT) so that the demands of its society and economy are met. This will be pursued mainly through:

- Strengthening the competitiveness of all NEM industry in Europe
    - i. Master NEM for innovation and growth
- Re-enforcing the competitive position of European NEM sector
    - i. Build industrial and technology leadership
- Supporting EU policies
    - i. Mobilise NEM to meet public and societal demands
- Strengthening the European science & technology base in the NEM fields
    - i. Reinforce leadership and open new NEM areas of work
    - ii. Reinforce areas where Europe has recognised strengths
    - iii. Build capacity to seize new opportunities as they emerge
- Boost innovation from NEM use and new forms of content
    - i. Widen the performance and functionality of technology
- Balance between basic and applied research
    - i. Flow of ideas from theory to practice and from academia to markets.
    - ii. Combination of market or applications-pull and technology and science-push

3. Time plan of the NEM Initiative

The NEM Strategic Research Agenda is a statement of research priorities, including timing and identification of the necessary actions to be taken. For the case of NEM, two key horizons are defined: medium term (2010) and long term (2015 and beyond). Other key aspects for the future of Networked and Electronic Media may be tackled along the lifetime of NEM, such as standardization, regulations, financing, transfer to market, etc. according to the strategic orientations proposed by the NEM Steering Board.

4. The NEM Governance Structure: Basic Elements

The NEM governance is based on the following structure:

- The **NEM General Assembly** assembles all interested stakeholders. Membership is open to all and members will be encouraged to actively participate in NEM events and contribute to NEM activities (e.g. updating the NEM Strategic Research Agenda). General Assembly members elect the NEM Steering Board, endorse the Strategic Research Agenda as well as the policies and content of the initiative. All members are welcome to participate in the GA meetings,.

- The **NEM Steering Board**, involves a representative set of players of all domains of the Networked and Electronic Media. They define the strategic vision and the key orientations of the initiative, aiming at converting the NEM vision into a strategic agenda, and setting the operational goals for achieving this agenda. The Steering Board members, through their participation at this level, are displaying their commitment to significant research investment in the NEM domain over at least the next 5 to 10 years.

  - A **NEM Chairperson** is appointed by the Steering Board as a representative role held by a senior person from the NEM community who is prepared to interact at senior level with other industry players and key representatives from the European and national Public Authorities.

  - The Steering Board may decide to set up **NEM Working Groups** with focused activities open to all members of the NEM General Assembly, with the specific goal of progressing one or more parts of the NEM SRA or other work items. Their terms of reference are defined by the Steering Board and endorsed by the General Assembly.

- The **NEM Executive Group** is a subset of the Steering Board who, together with some support organisations, take the responsibility for the day-to-day management of the activities of the initiative and the handling of all working relationships, events, etc.

  - A **NEM Executive Director** is appointed by the Executive Group, to organise in the most efficient way the work performed by the Executive Group and by the NEM Office.

- The **NEM Office** is a fixed secretariat providing the working infrastructure for the NEM Initiative. This will include managing the communications, document support, meeting support, handling publications, and representing the NEM where appropriate. For the period from October 2005 to September 2007, the activities of the NEM Office are partly funded through the NEMi Specific Support Action project.

  The **NEMi** Specific Support Action (SSA) has been accepted by the EC under FP6. This SSA will provide the working support for the NEM initiative. NEMi will be considered as part of the NEM working structure and the NEM Executive Group will look to the NEMi to provide many support actions.

5. The NEM Governance Structure: Additional Elements

Steering Board Observers: Additional parties, who will be the nominated representatives of several key organisations, will be invited to participate in the activities of the Steering Board to facilitate the synchronisation of NEM activities with their organisations. Primarily this will be representatives of the EC Framework Programmes and the Eureka CELTIC Cluster.

Mirror Group: national, regional and European levels policy makers, regulators and funding bodies will be engaged in discussion to develop synergies between national programmes and policies and the aims of the NEM. In addition special effort should be made to optimise resources in the implementation of the Strategic Agenda. The main mechanism here is to invite all interested

countries to participate in a common "Mirror group". The current main objective of this Mirror Group, is to achieve some alignment between national research strategies and the NEM Strategic Research Agenda. However, other objectives may be defined as appriopriate.

Events (conferences, workshops, etc.): The NEM Initiative will use a series of events to progress its activities. The exact form of these events will be designed to reflect to particular objectives to be achieved. Events will be published through the NEM website.

6. NEM General Assembly

NEM General Assembly membership is open to every organisation that is willing to assist in the implementation of the NEM Vision, make it happen and contribute to the investment in R+D activities. The only requirement is that the organisation has a research activity in Europe which would meet the EC qualification criteria for participation in the research activities of the framework programmes.

NEM targets an optimal strategy for achieving the seamless integration of the telecommunications, broadcasting and entertainment content together to the ultimate benefit of the general users and the commercial wellbeing of the various industry sectors in the European Research Area. The NEM Vision and the NEM SRA are crucial components to ensure a move towards a powerful and consistent R+D effort in Europe

NEM will be composed of the appropriate members necessary to carry out its mission. They will be drawn from a range of relevant stakeholders including but not necessarily limited to:

- Broadcast organizations
- Network operators (Public, Home, etc., etc.,)
- Content providers
- Equipment suppliers
- Integrators, applications developers
- User Organizations
- Research organisations and Academia

Membership of the NEM General Assembly is currently in the order of 120 organisations but this is expected to grow as NEM activities come to the notice of the different domains.

The NEM initiative must hold at least one General Assembly meeting per year. Two could be considered normal operation. Every NEM member organisation registered in the General Assembly has the right to participate in the meeting and vote on the issues presented. There is one vote per registered member organisation.

The Chairperson of the NEM Steering Board is responsible for calling, convening and chairing the General Assembly meetings. The notice for the NEM General Assembly meetings should go out two months in advance.

Notification of issues for decision must be provided with the meeting notification and all supporting information and the final agenda must be available not later than one month before the meeting.

Extraordinary General assembly meetings may be called at any time by 25% of the NEM General Assembly members or 50% of the NEM Steering Board.
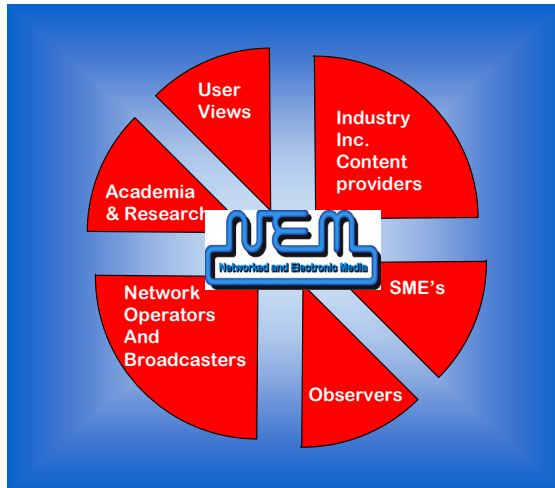
7. NEM Steering Board

The NEM Steering Board may have up to 30 members representing reasonably to all stakeholders groups, the leading players involved in the scope of the NEM vision. The constitution of the Steering Board shall reflect the need for adequate representation of all industry sectors and stakeholders, including SMEs and Academia.

Steering Board composition:

The NEM Steering Board must always have a balanced composition from the industrial sectors as well as appropriate observers from the EU, CELTIC and other as deemed appropriate by the

Steering Board. To support this there will be nominal quotas for the different stakeholders groups on the Steering Board.

Steering Board members should be key actors in the European NEM sector with a wide range of activities complementary to NEM´s membership. In their Steering Board role they will primarily represent a field of activity or industry sector interests in the NEM context.

The ideal balance of the NEM Steering Board is to have adequate representation from all relevant sectors, including:

- Industry (including content providers)

- Academia and Research Centres

- User Views

- Network Operators and Broadcasters

- SMEs

- Observers from related initiatives and the EU Commission

This balance is subject to review by the Steering Board prior to every Steering Board election. The Steering Board has the right to introduce new categories and to delete existing ones if they are no longer appropriate.

Companies being proposed for the Steering Board must select for themselves which category they wish to represent and demonstrate suitable competence and activities to justify their ability to represent this sector.

Additional observer positions may be identified to complement NEM activities. The number of observer positions cannot exceed 15% of the total number of NEM members.

Election to the Steering Board

The NEM Steering Board is to be elected by the NEM General Assembly. Elections for available posts must be notified to the General Assembly at least 40 days in advance of the meeting. The elections at the meeting will be by simple majority of the votes from registered members present. Votes are on the basis of one per member company.

Eligibility for Steering Board membership

Steering Board membership is held by organisations, but it is required that the organisation nominates a specific person to participate in the Steering Board on a regular basis.

Any registered NEM member may propose his organisation as a candidate for a Steering Board post if the post available is in line with the competence of his organisation. The current Executive Group, in the person of the Executive Director, is responsible for advising candidates if they are not deemed appropriate for the post to which they have nominated themselves.

No member company may nominate another member company without the written agreement for the nominee organisation.

Term of Office for Steering Board Members

Steering Board members elected at a General Assembly are elected for a two-year term. The term begins at the General Assembly where they are elected and ends at the corresponding General Assembly two years later. At the end of the term the post comes vacant and the members must be re-elected by the General Assembly if they wish to continue on the Steering Board.

Chairperson, Vice-Chairperson of the Steering Board

The members of the Steering Board will select a Chairperson and if appropriate a Vice-Chairperson from their number. They will serve for a 1-year period of office. They may be re-appointed for

several terms. If more than 50% of the Steering Board has been elected at a General Assembly a new election could be held if deemed appropriate.

Responsibilities of the Steering Board

The Steering Board has the ultimate responsibility for the development and dissemination for the NEM Strategic Research Agenda.

The Steering Board is also responsible for ensuring that the NEM initiative is operated in an open and effective manner where participation from all is welcomed and the working structures are minimal but effective.

Voting on any issue is on a one vote per Steering Board member basis and all decisions except budgets require a simple majority. Budget decisions (and any decision with a financial liability implication) require a 75% majority.

The organizations involved in the NEM Office, at this stage Eurescom and Rose, are honorary members of the Steering Board. They are full participants of the meetings but do not have formal votes. Observer roles are also non-voting. Participants in the NEMi project who are not members of the Steering Board may be invited to attend the meetings. They have no formal vote.

The NEM Steering Board will meet as required. Two or three times per year is seen today as the appropriate periodicity.

The Steering Board oversees the creation and operation of the Executive Group, and may also change the participation in the Group if it is appropriate for the effective working of the NEM Initiative

Leaving the Steering Board

Any Steering Board member may resign from the Steering Board at any time but their liability will end at the end of their official term of office.

Steering Board members who do not attend two consecutive meetings will be deemed to have resigned from the Steering Board and, subject to a confirming decision of the Steering Board, their post will be made available for election at the next GA.

The appointed representative of each Steering Board member is expected to serve in a personal capacity on the NEM Steering Board. The appointment of a substitute is possible but two consequent absences of the appointed representative will be noted as one non-participation. In exceptional circumstances, e.g. change of organization, a Steering Board member may propose a new representative.

Official term of the 1st NEM Steering Board

The current NEM Steering Board was approved by the NEM General Assembly in Brussels in Spring 2005. This is then considered as the election dates for the current members and therefore they will complete their terms in spring 2007. If a Steering Board member leaves before the term, then the General Assembly will be requested to elect a new member from the same category.

The current Steering Board composition is shown in Annex 1.

8. NEM Executive Group

The NEM Executive Group is a subset of the NEM Steering Board which, along with the NEM Office, take responsibility for the day-to-day organisation, communication and logistics of the NEM initiative. Participation in the NEM Executive Group is open to those Steering Board member organisations who have capacity to play a more active role in the NEM development.

In this group the orchestration of NEM events, participation in other events and presentation of NEM wherever appropriate is organised. The Executive Group is in charge of preparing suggestions and recommendations for discussion and approval by the Steering Board, and it is then in charge of performing and monitoring the progress of the work along with the NEM Office.

The Executive Group should have a core of no more than 10 organizations in order to guarantee its efficiency. Other key contributors may take leadership and/or active participation in one of the Working Groups that will be created along NEM lifetime..

The Executive group elects an Executive Director. This Director, along with the whole Executive group, is answerable to the Steering Board and to the NEM Chairperson at all times. The Executive Director will serve for a 1-year period of office, and may be re-appointed for several terms.

9. NEM Office

The NEM Office provides a secretariat function to NEM. The legal and organisational structure of the Office lies from October 2005 to September 2007 with the NEMi SSA project.

Operational decisions will be made on the basis of Executive Group recommendations and Steering Board decisions.

The NEM Office will have an appointed representative from the contractors in the NEMi project to oversee its functions.

The budget and liabilities of the Office are the responsibility of the members of the NEMi project. For exceptional items outside the budget of the NEMi project, prior agreement of the Steering Board and confirmation of their willingness to support the expenditure must be obtained.

Eurescom GmbH and Rose Vision will provide the majority of the office services from October 2005 to September 2007, as foreseen in the NEMi project.

The Office reports to the Executive Director.

10. NEM Mirror Group

The NEM Mirror group will comprise of the national representatives across the European Research Area who are interested in progressing the NEM objectives. The group will meet in principle twice per year and discuss the NEM strategy, activities, national support and relations to other initiatives.

11. Working practice

NEM will develop the Vision and the Strategic Research Agenda together with position papers, opinions, recommendations and reports as necessary. These documents will be communicated to the Member States, the European Institutions, the relevant non-governmental organisations and all stakeholders. Copies of these documents will be made available to the public (e.g. by web site) upon request. An annual executive summary will be sent to the ITRE committee of the European Parliament.

In performing the functions of its mission, NEM may be supported by ad-hoc Groups .

NEM will establish process and the necessary resources to carry out supporting work for the Steering Board, Working Groups and the community activities in general, mainly through the NEMi project.

NEM will endeavour to consult with established advisory bodies and high level groups on relevant issues of networked and electronic media research.

On NEM advice and request, the Steering Board may set up Working Groups of limited duration to deal with particular issues of special concern to its mission.

NEM will instigate and maintain an awareness programme to improve the profile and perception of the NEM initiative worldwide.

12. Preparation and Maintenance of the NEM SRA

The SRA will reflect the key challenges to achieve the Vision and in doing so, will identify the main research areas to be addressed;

NEM will establish the process of preparation of the Strategic Research Agenda. In this context, it will determine the extent to which the existing plans and programmes of the stakeholders can be used. NEM will also establish links seeking coherence with existing European initiatives;

NEM will determine the scope and content of the Strategic Research Agenda in accordance with the Vision. The content of the Strategic Research Agenda will be presented in an agreed format. The Strategic Research Agenda will not be a detailed research work programme; the formulation of such work programmes is the responsibility of competent organisations in the public or private sectors;

NEM will determine specific priorities in the Strategic Research Agenda. The selection of priorities carried out on the basis of objective criteria established by NEM will take into account relevant policies (e.g. competition, trade, information society, industry/IPR's, environment, safety, employment, education, etc);

The Strategic Research Agenda will be a statement of research priorities, including timing and identification of the necessary actions to be taken.

13. Dissemination and promotion of the NEM SRA

The NEM SRA will be shared with the responsible officers in the EU to assist in the preparation of the 7th framework and the content of specific calls under this programme. In addition, NEM will establish proper contacts with other European and national R&D programmes in order to strengthen European leadership in the NEM domain, and make sure that appropriate projects are launched to meet the objectives.

The NEM SRA will be used for initiating a discussion between the industry sectors and the regulatory authorities to prepare for the evolution of the regulation context for the new era of NEM services.

The NEM SRA will be shared with the national authorities in the ERA e.g. to encourage alignment between national programmes and European research initiatives whenever appropriate.

The NEM SRA will be disseminated and discussed with the standards authorities and other for a so that the new interfaces and performance standards that will enable the NEM era, can be scheduled and developed in time for the market introduction of NEM products.

The NEM policies will be actively promoted through the encouragement of NEM supported projects and initiatives across national, European and global research programmes.

14. NEM Intellectual Property and Confidentiality Policy

The NEM working groups will be continually collecting inputs and editing them into the text and content of the NEM SRA. As such, material submitted for the SRA must be free of any IPR or copyright restrictions and may be included in NEM documentation without restriction. This is inherent in NEM working group participation and if any company or individual is not in agreement with this they should not participate in the NEM discussions.

The NEM public documents are the property of the NEM initiative and will be copyrighted as such. Anyone seeking to use all or part of the NEM documentation in any form must seek permission from the NEM Office.

The documents and discussions of the NEM executive functions (Steering Board, Executive group, etc.,) are confidential to the participants in those groups and may not be distributed outside of those groups without the respective permission. In exceptional cases the NEM Chairperson or the NEM Executive Director has the authority to decide to share some information externally if he believes it is in the interest of the NEM initiative.

Membership of the NEM initiative includes agreement to and the promise to adhere to these IPR rules.

The confidentiality rules apply for three years from receipt of any information and they remain in force even if any individual or company leaves the NEM initiative.

15. Leaving the NEM Initiative

Members may resign at any time by sending a letter to the NEM Office. The resignation becomes effective at the end of the calendar year following receipt of the letter. Letters received after the 30th November in any year will take effect from the end of the following year.

This applies also for members of the Steering Board or the Executive Group with the additional requirement that they step down from whichever role once they have announced their resignation.

16.   NEM Discipline Procedures

If a member of the NEM initiative is considered to be acting against the interests of the NEM the first action will be for the Chairperson to contact the member and ask for an explanation and a complete stop of the offending behaviour.

If there is a continuation of the problem the Chairperson has the right to suspend the offending member until the next Steering Board where the issue must be discussed.

The offending member has the right to be invited to part of the Steering Board meeting to present their side of the issue.

If the Steering Board decides that the member should not be allowed to continue in the NEM initiative they must present a recommendation to the next General Assembly to withdraw membership form the offending member. The offending member will remain suspended during this time.

The Steering Board and the member must present their views in less than 10 mins each at the next General Assembly and the forum must decide if the member will be removed from the initiative. A two-thirds majority of members present at the General Assembly is necessary for such a decision to be passed.

An excluded member must wait at least 18 months before re-applying for membership.

17.   Validity of these rules for the NEM Initiative

These rules enter into force on adoption by the Steering Board and approval by the general assembly.

They will remain in force until the decision is taken by the Steering Board or the General Assembly to end the NEM Initiative.

Discussions on amendments to these rules may be started at any time on request of more than two Steering Board members.

The adoption of amendments to these rules requires a two-thirds majority of the Steering Board.

Annex 1: Composition of the NEM Steering Board, January 2006

Thomson France **Chair of the NEM Initiative**	
Alcatel France	
Barco Belgium	
BBC UK	
BT UK	
Catalan Broadcasting Corporation Spain	
European Broadcasting Union Switzerland	
Endemol The Netherlands	
France Télécom France	
Fraunhofer IMK Germany	
INRIA France	
Intel	

IRT Germany	
Lucent	
Micronas Germany	
Nokia Finland	
Philips The Netherlands	
Portugal Telecom Inovacao Portugal	Inovação
Siemens Germany & Portugal	
Telecom Italia Italy	
Telefónica Spain	
TeliaSonera Sweden	
Universidad Politécnica de Madrid (UPM) Spain	
CELTIC Germany Observer	

The NEM Initiative is supported by:

Eurescom Germany	
Rose Spain	