

Automation Standards Compliance Institute Policies and Procedures

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Governance

Governing Documents

The Automation Standards Compliance Institute is a not for profit 501c(6) corporation whose single shareholder is ISA. It is governed by the ASCI Articles of Incorporation (Appendix A) and Bylaws (Appendix B). These Policies and Procedures serve to elaborate as necessary on the Articles and Bylaws in a manner that is consistent with the governing documents and shall be reviewed annually to ensure continuous improvement and quality assurance in the conformity assessment process.

ASCI Mission

The purpose of the ASCI is specified in the Bylaws, Article I, Section 1.

“The purpose of the Corporation shall be to undertake conformity assessment activities involving automation-related standards conformance of software or hardware products, implementation methods/solutions, and companies and/or individuals and to generally engage in any other lawful enterprise or activity and to do and perform all acts and things that may be deemed expedient for the proper and successful prosecution of the same.

ASCI Vision

The Automation Standards Compliance Institute is designed to be the incubator for industrial automation and controls (IACS) communities of interest pursuing conformance to IACS standards. Conformance programs are expected to form interest groups for exchanging technology, education and ideas that improve industrial automation and control systems and operations. Successful ASCI conformance assessment programs will increase the velocity of idea exchange among members within communities of interest, improving participants’ capacity in the development and application of standards towards standardized industrial automation and control systems design, deployment and, management.

ASCI Board of Directors

The Bylaws specify in Article IV that a Board of Directors manages the property, business, and affairs of ASCI. The ASCI Board of Directors is responsible to:

1. Review and validate that the scope and purpose of proposed new interest area groups are consistent with the mission of ASCI and the defined role for standards development within ISA.
2. Review budgets for Interest Area Groups and advise staff on any issues of concern that should be discussed with the Interest Area Groups.
3. Monitor progress of Interest Area Groups to assure ongoing consistency with stated goals and overall mission of ASCI.
4. Review and approve overall operating policies for ASCI including the membership terms and conditions

5. Provide oversight for all programs and activities not otherwise specific to an individual Interest Area Group.

The Bylaws specify in Article IV the structure, meetings, officers, quorum, voting, and other relevant topics. Bylaws Article V specifies the officers of the ASCI Board and associated duties.

Members of the ASCI Board of Directors shall be governed by the same Participant Behaviors required for ASCI Institute Members described in this document, including Code of Conduct, Confidentiality, Antitrust Issues and, Conflicts of Interest Policy.

ASCI Interest Area Groups (ASCI Institutes)

Bylaw Article VI provides for the formation of distinct groups (Interest Area Groups) focusing on a particular interest, product, or service related to conformity assessment. These Groups are designated as ASCI Institutes within these Policies and Procedures.

ASCI Institutes are established on approval of the ASCI Board of Directors. Proposals are submitted to the Board of Directors for review and approval using a content and format similar to the ISA New Venture Investment Proposal Template.

Membership in the ASCI Institutes is allowed in Bylaw Article VI, Section 2. Recognizing that ASCI Institutes have varying needs to fulfill the requirements of their mission, membership applications and membership terms and conditions may be unique to each ASCI Institute. A sample copy of terms and conditions for ASCI Institute membership is included in Appendix C – ASCI Membership Terms and Conditions as a basis for drafting ASCI Institute Membership Terms and Conditions.

Non-Voting Membership Categories

Under certain circumstances organizations may wish to participate in the activities of an Institute but desire to forego some rights of membership such as voting. ASCI has two categories of membership to support this type of participation. These are:

Associate Member

This membership category allows organizations such as consortiums, quasi-governmental organizations such as NERC, industry groups, academia, and test labs to participate in Institute activities, and/or demonstrate support for an Institute's mission. However, for legal, liability, antitrust, or simply preference by the member organization, voting rights are not granted. Associate members are bound by the ASCI Membership terms and conditions agreement that addresses intellectual property, anti-trust, and other policies.

Rights

1. Associate Members have the right to participate in Institute activities such as technical forums and outreach.
2. Associate Members have the right to publicize their support for the Institute and its mission.

Restrictions

1. Associate members do not have the right to vote.
2. Associate Members do not have the right to participate in Governing Board meetings and may not hold Governing Board officer positions.
3. Individual suppliers, owner/operators (end users), integrators, and Architectural/Engineering firms are excluded from this category. This restriction is intended to prevent organizations from using this category to realize lower dues when they should rightfully be in another membership category.
4. Government organizations are also excluded from the Associate Member category.
5. Associate members do not have rights to Proprietary Board-level Institute information.

Fees for Associate members

1. Each ASCI Institute shall separately establish the membership fee structure for Associate members.
2. In the event that an Associate Member desires to fund an ASCI Institute project or initiative, an agreement similar to US Government Cooperative Research and Development Agreement (CRADA) should be considered to ensure the ASCI Institute's IP rights to any resulting work products.

Government Member

This membership category allows government organizations from any nation (except those excluded by United States of America Federal Government Policies) to participate in Institute activities and/or demonstrate support for the Institute's mission. Government members are defined as a department, agency, etc. As such each department/agency is a separate member. Government members are bound by the ASCI Membership terms and conditions agreement that addresses intellectual property, anti-trust, and other policies.

Rights

1. Government Members have the right to participate in Institute activities such as technical forums and outreach.
2. Government Members have the right to publicize their support for the Institute and its mission.

Restrictions

1. Government Members do not have the right to vote.

2. Government members cannot participate in Governing Board meetings and may not hold Governing Board officer positions.
3. Government members do not have rights to Proprietary Board-level Institute information.
4. Government members shall not share 'classified' information during Institute forums.
5. In particular, Government members are not entitled to redistribute information or ASCI IP to their constituency or the public without specific written permission.

Fees for Government Members

Each Institute separately establishes the membership fee structure for Government members, keeping in mind that some Government organizations cannot become a member of a private entity and/or pay membership dues.

In the event that a Government Member desires to fund an ASCI Institute project or initiative, an agreement such as a Cooperative Research and Development Agreement (CRADA) should be considered to ensure the ASCI Institute's IP rights to any resulting work products.

ASCI Institutes are afforded the flexibility to organize according to the characteristics of the interest area that each represents. An institute that has been established to assess conformance to a highly articulated technical specification in support of an industry standard will have different needs than an institute that has been established to assess conformance to standards describing organizational practices. To this end, ASCI Institutes shall establish and submit to the ASCI Board of Directors for review and approval a set of policies and procedures governing the program of work which is consistent with the ASCI Articles of Incorporation, Bylaws and Policies and Procedures. The objective of this review is to ensure that the policies governing the Institutes' conformity process in its entirety are fair to all applicants and avoids arbitrary or capricious decisions.

While ASCI Institutes are established with administrative independence, ultimate legal responsibility and authority for activities within Institutes are borne by ASCI. When challenges arise within an Institute that cannot be resolved through an Institute's established administrative processes, they may be escalated to ASCI.

ASCI Institutes Governing Board

Operations of ASCI Institutes are established with administrative independence within the framework of the overall ASCI Corporation, establishing marketplace strategies and operational policies and procedures specific to the mission of the Institute. ASCI Institutes are required to establish a Governing Board to provide leadership, guidance for the Institute and, accountability to the ASCI Board of Directors. Institute Governing Boards must be comprised of a balance of organizations reflective of the cross section of the general membership of the Institute and a balance of supplier and user interests.

Responsibilities of ASCI Institute Governing Boards include:

1. Define and approve the scope and purpose for the respective Institute, consistent with the overall ASCI mission.
2. Approve and monitor budgets for the respective Institute.
3. Oversee progress of Institute program of work, consistent with stated goals and overall mission of ASCI.
4. Review and approve operating policies for the respective Institute, consistent with overall ASCI operating policies.

Institutes may establish Governing Board composition based on membership levels defined for the respective Institute. However, the Governing Board must represent a balance of interests for the general membership profile. Most often, this is a balance of supplier organizations and user organizations. Board membership must also account for fair representation of large well-funded organizations versus smaller organizations. The Governing Boards provide one voting seat per member organization. A member organization is defined by ownership and influence. For example, ownership would include a company and any subsidiaries whose ownership is greater than 50%. Influence may be a business partner organization where one is not self-sustainable without the other. When an ASCI Institute is a complementary conformance program to an ISA standard, a voting Board level liaison to the relevant ISA standards committee must be established, as described in a separate section. The Board level liaison is entitled to vote on all motions brought before the Institute's Governing Board. However, the liaison may not hold an officer position on an Institute Governing Board or vote for Governing Board officers.

Every member of the Governing Board is entitled to one vote on motions presented during formal meetings. Rules governing the composition of the Governing Board are designed with the intention to ensure that a participating member organization may have only one vote.

It is recommended that ASCI Institute Governing Boards include one non-voting ex officio member of the ASCI Board of Directors whose role is to focus on conformity assessment policy issues to ensure that ASCI conformity assessment policies and guidelines are applied consistently among ASCI Institutes.

ASCI Institutes Officers

The Governing Board officer positions must include, at a minimum, a Chair, Vice-Chair and, Secretary. The positions of Chair and Vice-Chair are specified in the ASCI Bylaws, Article VI, Section 4. The position of Secretary is non-voting and is represented by the ASCI staff person assigned by the ISA Executive Director to the ASCI Institute to ensure continuity of business operations and administrative visibility for ASCI. A Governing Board where responsibilities are more widely distributed might also include positions of Technical Chair and Marketing Chair.

The maximum term of office for the Chair and Vice Chair is two years as defined by ASCI Bylaws, Article VI, Section 4. Individuals may run for re-election for up to 2

consecutive terms as long as their member organization is in good standing with the Institute. Terms of office for other officers may be established by each Institute.

Terms for ASCI Institute Governing Board officers run on a calendar year basis beginning on January 1 of each year. It is recommended that elections for the upcoming year be completed by end of the October each year, coinciding with the Institutes' annual planning and budgeting cycles and providing transition time with the current officers.

ASCI Institutes officers are elected by majority vote of all of the members of the Governing Board of the ASCI Institute. Nominations for the officer positions shall be submitted by Governing Board members and shall include a biographical history and statement of interest from the nominee. Each nominee shall be given an opportunity to present their qualifications to the Governing Board members. Elections may be held via electronic means so long as all Governing Board members cast a vote. Officer positions elections may be staged in sequence so that candidates not selected for one position may compete for another subsequent position.

Officers are responsible for these nominal duties

- 1) Chair – Chairs Governing Board meetings and provides overall leadership to the Institute on strategic direction and execution of work plans.
- 2) Vice Chair - Assumes Chair's duties in absence or incapacity of Chair and performs other duties assigned by Chair.
- 3) Technical Chair – Chairs the Institute's Technical Committees and provides overall leadership for the technical activities of the Institute.
- 4) Marketing Chair – Chairs the Institute's Marketing Committee and provides overall leadership for the marketing, branding and community outreach campaigns for the Institute's brand.
- 5) ASCI Institute Managing Director – The ASCI Institute Managing Director, appointed by the ISA Executive Director, provides business management support to ASCI Institutes and visibility into operations of ASCI Institutes for the ASCI Board of Directors. Through participation as non-voting Secretary on ASCI Institute Governing Boards, the Managing Director ensures that overall ASCI policies are being followed and any actions requiring ASCI Board approval are identified and included in ASCI Board agendas.

ASCI Institutes Annual Planning

The Governing Board of each ASCI Institute is required to approve a fiscal year operating plan and associated budget for the upcoming fiscal year. The annual budgets provide the basis for financial performance reporting for each Institute. The budgeting process takes place in the fall of each fiscal year, with the plans and budgets approved by each Institute submitted to the ASCI Governing Board no later than 30 November for approval by the ASCI Governing Board no later than 15 December every calendar year.

Included in this operating budget shall be the plans for project activities for the upcoming fiscal year. A formal process for submission, review, and approval of new projects shall

be followed by the ASCI Institutes. Each Institute may establish its own processes but are encouraged to conform to the extent possible to the process reflected in Appendix D.

The Institutes shall provide summary level annual budget and business plans to the ASCI Board of Directors for review and approval prior to the start of the plan year. Typically, this would be during the 4th quarter each year. ASCI shall provide a uniform chart of accounts and budgeting template to be used as a basis for this requirement.

ASCI Institutes must remain financially self-sufficient, cannot operate with losses, and therefore may not submit budgets showing planned deficit spending.

ASCI Institutes Status Reports

ASCI Institutes shall provide status reports to the ASCI Board of Directors two times per year. The first report coincides with the ISA Leaders Meeting held mid-year and the second report coincides with the fall Automation Week event. The ASCI Institutes status reports are prepared and distributed by the ASCI Managing Director's office on behalf of each ASCI Institute and with the approval of the Governing Board of the ASCI Institute.

Status reports are comprised of:

1. A financial statement
2. Accomplishments towards goals for the reporting timeframe
3. Goals for the upcoming reporting timeframe
4. Issues/challenges requiring ASCI Institute management attention
5. Actions requiring review/approval by the ASCI Board of Directors.

ASCI Institute Participant Behaviors

Code of Conduct

ASCI participants are guided by the following code of conduct:

- a) to avoid real or perceived conflicts of interest whenever possible, and to disclose them to affected parties when they do exist;
- b) to be honest and realistic in stating claims or estimates based on available data;
- c) to reject bribery in all its forms;
- d) to improve the understanding of technology, its appropriate application, and potential consequences;
- e) to maintain and improve our technical competence and to undertake technological tasks for others only if qualified by training or experience, or after full disclosure of pertinent limitations;
- f) to seek, accept, and offer honest criticism of technical work, to acknowledge and correct errors, and to credit properly the contributions of others;
- g) to treat fairly all persons regardless of such factors as race, religion, gender, disability, age, or national origin;
- h) to avoid injuring others, their property, reputation, or employment by false or malicious action;

- i) to assist colleagues and co-workers in their professional development and to support them in following this code of ethics.

Confidentiality

Members agree to rigorous obligations of confidentiality with respect to information received through participation in ASCI and ASCI Institutes as detailed in the ASCI membership agreement (Appendix C – ASCI Membership Terms and Conditions).

Antitrust Issues

The antitrust laws generally prohibit firms from colluding in areas of competitive significance, such as pricing, dealings with suppliers or customers, and business plans. Agreements may be implied, and evidence of an agreement can be circumstantial. Anytime individuals employed by competing organizations meet, therefore, in order to avoid misunderstandings and not create even an appearance of impropriety, it is advisable that certain topics not be discussed. These include any discussions of ASCI member pricing policies, marketing strategies, or similar topics such as:

- Past, current or future prices of products or services
- What constitutes a “fair” profit margin
- Increases, decreases, standardization, or stabilization of prices
- Pricing procedures
- Cash discounts and credit terms
- Control of sales territories
- Allocation of markets
- Refusals to deal with a particular company because of its pricing or distribution practices
- Whether or not the pricing practices of an industry are unethical or involve unfair or deceptive trade practices
- Status of litigation against competitors

The penalties for violating the antitrust laws can be severe. In addition to awards of triple damages and attorneys’ fees, some violations can result in criminal fines and even jail terms.

Accordingly, all meetings shall have a set, written agenda circulated in advance. Deviations from those agendas should be discouraged and any discussions involving pricing or marketing or products shall be ended immediately. Minutes of the meeting shall accurately reflect what transpired.

The ASCI Membership Terms and Conditions in Appendix C provide further specific language binding members to ASCI Antitrust Guidance.

Conflicts of Interest Policy

Background and Purpose

ASCI Institute leadership positions provide members with an opportunity to serve the interests of the public, the profession, and ASCI by determining the policies affecting

ASCI activities and services. When Institute volunteers agree to serve as leaders, they assume a position of trust within the Institute. When acting on behalf of ASCI Institutes, Institute leaders are legally required to use their independent judgment in determining what is best for the Institute. ASCI Institute leaders have the responsibility to act with care, and loyalty.

Most ASCI volunteer leaders also have individual, professional interests, including financial interests, derived from employment in the field. As a result, ASCI Institute volunteers may have multiple interests affected by decisions made on behalf of ASCI. Having such multiple interests is a normal consequence of volunteer service in an industry consortium. Ordinarily, the interests of ASCI Institutes will coincide or co-exist with the professional interests of the volunteer. However, a volunteer leader may face situations at times where his or her judgment of what is best for the Institute is significantly affected by his or her own personal interests. When the volunteer's personal interests have the potential of adversely affecting the volunteer's judgment on what is in the best interest of ASCI Institutes, a conflict of interest develops.

Having a conflict of interest is not unethical or illegal. It is simply a circumstance that needs to be recognized and properly handled. Ethical and legal problems may arise, however, if the volunteer acts improperly when faced with a conflict of interest. If a volunteer's personal interests conflict with ASCI's interests such that the leader is unable to fulfill that legal obligation, then the volunteer needs to recognize the conflict, withdraw from acting on that issue, and allow others to make the decision.

This policy and procedure is intended to guide ASCI Institute leaders in identifying situations with potential conflicts of interests and how to handle the conflict to minimize the chances of having his or her decision questioned ethically or legally.

Policy

ASCI will not enter into any transaction or arrangement with an ASCI Institute Leader (i.e., ASCI director, officer, or committee officer) or any person or entity with whom or with which an ASCI Institute Leader may have a personal or financial interest unless the transaction is demonstrably fair and reasonable. Disinterested ASCI Institute Leaders on the governing body overseeing the transaction must consider the fairness of any transaction in which an ASCI Institute Leader has a conflict of interest before it is executed.

An ASCI Institute Leader may not use ASCI business confidential information for his or her own personal benefit or disclose ASCI information to third parties unless the information is already public. Likewise, an ASCI Institute Leader will use any other ASCI resources, including property, facilities, or financial resources, only for approved ASCI activities.

ASCI Institute leaders and others advocating a decision by an ASCI body or a transaction with ASCI who have actual or possible conflicts of interest, have a duty to disclose the

existence and nature of the conflict of interest to the ASCI body considering the proposed transaction.

This policy is intended to supplement and not replace any applicable conflict of interest laws. Violation of the policy shall be grounds for removal from ASCI Institute office.

Financial interests may be affected not only if the ASCI Institute Leader will be directly paid under the transaction, but also if he or she is compensated by an entity with which ASCI transacts business or with which ASCI may compete. In addition, there is a financial interest if he or she has an ownership or investment interest in, or a potential ownership or investment interest in an entity, unless such investment interest is limited to less than .05% of the shares of a publicly traded company.

A personal interest is any interest that may substantially affect a decision, or may reasonably be perceived as substantially affecting, of an ASCI officer, director, or committee member. A personal interest may extend to family and personal relationships and may or may not be financial.

Procedures

An ASCI Institute Leader has an obligation to be alert to any actual or potential conflicts of interest. If a transaction is or may be subject to review by an ASCI governing body, an interested ASCI Institute leader will promptly disclose any actual or potential conflict of interest to, and abstain from any participation in the discussion or decision of, the respective governing body with respect to that transaction. After disclosure of the actual or potential conflict of interest, the interested ASCI Institute Leader shall leave the meeting and the remaining members shall determine if a conflict of interest actually exists. The disclosure shall be communicated by the interested ASCI Institute leader in a neutral context; that is, the interested ASCI Institute leader will not state any position or advocate the adoption of any position on the transaction in his or her initial disclosure concerning the actual or potential conflict of interest. Thereafter, if an actual conflict of interest is determined to exist, the interested ASCI Institute leader will refrain from initiating any discussions, publicly and privately, regarding the transaction with other members of the governing body that will make any decision concerning the transaction. The governing body will give the interested ASCI Institute leader a fair and appropriate opportunity to submit a written position statement regarding the transaction to the governing body before consideration of the transaction is concluded, but the interested ASCI Institute leader shall initiate no other discussions or participation in the decision making process. The governing body shall have complete authority to ascribe whatever weight it deems appropriate to the interested ASCI Institute leader's written statement in light of the disclosed conflict of interest.

ASCI Institute leaders should seek the advice of the managing director, ASCI counsel, or the Chairman of the ASCI Board of Directors on appropriate disclosures to the respective governing body before making the disclosure to the entire body.

If a conflict of interest is determined to exist, the ASCI governing body overseeing the decision will investigate alternatives to the proposed arrangement that do not involve any conflicts of interest. The ASCI governing body must determine, by majority vote of disinterested members, the alternative that is in ASCI's best interest and that is fair and reasonable.

The minutes of any meeting at which a conflict of interest is disclosed shall state the material aspects of the conflict, including:

- the name(s) of the financially interested person(s);
- the nature of the interest;
- the names of those who were present during any discussions or votes on the transaction;
- the content of the discussion; and
- the decision reached by the disinterested members and the vote.

This conflicts of interest policy will be provided to all members of the ASCI Institute Boards, elects, and other members of ASCI governing bodies. Each member of the ASCI Institute Boards and elects shall sign a statement upon assuming office that affirms that he or she has received a copy of this policy on conflicts of interest; has read and understands the policy; and agrees to comply with the policy.

Conformity Assessment Programs

Guiding Philosophy and Principles

At the core of efforts to promulgate the understanding and implementation of standards is a conformance program that certifies that products or systems comply with the strictures of the standards.

This general philosophy and principles governing ASCI Institute conformance assessment programs entails:

1. Applying and maintaining suitable conformance assessment methodologies
2. Managing the conformance testing program(s) and associated license program(s), including partnering with other organizations to deliver conformance testing as appropriate
3. Marketing the value of ASCI Institute compliant solutions and brands
4. Acting as a clearinghouse for information about ASCI compliant products.

Certification provides formal recognition of a product's conformance to an industry standard specification with advantages to suppliers and buyers:

1. Suppliers are able to make and substantiate clear claims of conformance to a standard
2. Buyers are able to specify and successfully procure conforming products that interoperate

A certification program is tailored to fit the needs of individual ASCI Institutes, and depending on the definition of the program, could include but is not limited to some or all of the following options:

1. Certification of conformant products by validating the indicators of conformance, which may or may not include test suites, along with a supplier's warranty of conformance
2. Certification of test suites developed by third parties, which may then be used as tools or as indicators of conformance for suppliers when certifying conformant products
3. Certification of test agency authorities, who may do the testing for applicants and validate the results for submission to the certification authority as an indicator of conformance when certifying products.

Conformance Program Structure

To ensure national and international recognition and understanding of ASCI conformance assessment programs, ASCI subscribes to the principles and practices reflected in *ISO/IEC Guide 65 General Requirements for Bodies Operating Product Certification Systems*. While accreditation by IEC or ISO shall be at the discretion of each ASCI Institute based on the specific marketplace needs, the conformance assessment practices employed shall nonetheless be consistent with relevant IEC and ISO standards. *ISO/IEC Guide 65* provides references to complementary ISO/IEC standards and guidelines which establish the basis for policies and procedures governing ASCI Institutes' conformance practices.

ISO/IEC Standards and Guides and Other References

Key ISO/IEC certification program guidance documents referenced by ASCI Conformance Programs include but are not limited to:

1. *ISO/IEC Guide 23:1982 Methods of indicating conformity with standards for third-party certification systems*
2. *ISO/IEC Guide 25:1990 General requirements for the competence of calibration and testing laboratories*
3. *ISO/IEC 17025: International Standard-General Requirements for the competence of testing and calibration laboratories*
4. *ISO/IEC Guide 28:2004 Conformity assessment-Guidance on a third party certification system for products*
5. *ISO/IEC 17011: International Standard-Conformity assessment-General requirements for accreditation bodies accrediting conformity assessment bodies.*
6. *ISO/IEC Guide 67: Conformity assessment-Fundamentals of product certification*
7. *IECEE CB-Scheme OD-CB2031-Operation of recognized manufacturers' testing (RMT) laboratories*

The scheme for testing and the granting of conformance certificates is the most critical role for the ASCI Institutes and requires careful consideration of market needs and technical realities. The program(s) need careful continuing oversight from Institute

members to assure that it serves the collective needs of the community and is a credible reference for suppliers and end users alike.

Operational Responsibility and Accountability

The ASCI conformance programs are established and operated by individual ASCI Institutes based on policies and practices described in *ISO/IEC Guide 28:2004*, *ISO/IEC 17011* and *ISO/IEC 17025*. Each ASCI Institute has final certification decision making authority. However, an Institute may delegate certification authority to a testing company or laboratory through an accreditation process as defined in the “*ASCI Institute Chartered Laboratories*” section of this document.

Conformance Test Specifications

Each conformance program entails an initial step of verifying that conformance metrics exist for all critical parameters for the standard and defining the test methodology. Many standards are being developed by SDO’s with the recognition that conformance testing is desired and it is likely that the standards will be fully suitable for testing. However, if any required quantitative metrics are not suitably specified within the standard, then ASCI Institute Technical Steering Committees facilitate rapid consensus development of the needed supplemental test parameters.

For highly technical test specifications, an automated test tool may be required and referenced as part of the test specification. Where test tools are required, the specification will identify acceptable test platforms and any necessary calibration requirements. In some instances, an ASCI Institute may find it necessary to develop and certify unique test tools to meet conformance test requirements. In these instances, ASCI Institutes use practices based upon *International Standard ISO/IEC 17025* for certifying test tools and test laboratories’ use of the tools.

Certification Program Definition

ASCI Institute members under the direction of their Technical Steering Committee establish certification program definitions by consensus agreement for standards addressed in their respective Institutes. The Certification Programs are intended to be consistent from Institute to Institute using ISO/IEC standards and guidance documents identified in the *Conformance Program Structure* section of this document. The combination of the Conformance Program Structure in addition to Test Specifications specific to each ASCI Institute creates the whole of each Certification Program.

Independent Test Labs

Conformance programs are based on a supplier’s claim of conformance which is validated via independent testing done by ASCI accredited test laboratories on behalf of the ASCI Institute using an ASCI Institute approved test specification. Independent ASCI test laboratories are expected to operate using *ISO/IEC 17025* and *ISO/IEC 17011* guidance on operations.

Non-Independent Test Labs

As an alternative to independent testing by ASCI certified test laboratories, suppliers may include ASCI certified test suites in their internal development and/or QA processes to establish confidence that their product conforms. To achieve product certification, the supplier must provide a warranty of conformance, indicating that their product is conformant based on self-testing. Further, the supplier's internal testing laboratory must be certified to *ISO/IEC 17025* by an ASCI testing laboratory accreditation entity. In addition, the supplier's testing laboratory operation must conform to the *IECEE CB-Scheme OD-CB2031-Operation of recognized manufacturers' testing (RMT) laboratories*.

Warranties of conformance assure that:

1. Products conform to an industry standard specification
2. Products remain conformant throughout the life of the product
3. If there is a non-conformance, the product will be fixed in a timely manner.

The ASCI indicator for product conformance is communicated via an ASCI trademark in connection with certified products. The terms under which the ASCI trademark is licensed include a strong legal representation by the supplier that the product registered in the program fully conforms to the relevant specification(s). The warranty is made by suppliers, not the owner of the specification, owner of the trademark, or the certification authority.

Conformance Test Process

ASCI testing processes for ASCI Certification Programs are defined and managed within each ASCI Institute. *ISO/IEC Guide 28* and *ISO/IEC Guide 67* provide guidance for structuring ASCI conformance test processes. At a minimum, test processes for every institute must include a description of:

1. The Certification Process
2. The Indicators of Conformance (test specification)
3. The Obligations and Rights of Certification Customers
4. The Problem Reporting and Interpretation Process
5. The Renewal and Appeals processes
6. The Confidentiality Policy
7. The Certification Requirements for Modifications of a Certified Product or Procedure
8. Proper usage of the Institute's logo and trademark (registered with the US PTO) to be used in conjunction with the certification program.

Indicators of Conformance

The conformance requirements for a technical standard or profile certification are specified in a Conformance Requirements Document (Test Specification).

Conformance Test Request

A Conformance Test Request is the product supplier's documented set of claims describing precisely the way in which the product meets the Conformance Requirements,

including which optional requirements are implemented. It provides a precise description of the products characteristics under evaluation.

Supplemental Certification Policy

A supplemental policy will only be necessary if any of the general policy requirements need to be altered to accommodate the specific standard/profile that is being developed.

Appeals Process

ASCI Institutes are empowered to establish operating policies and procedures based on *ISO/IEC Guide 28* recommendations to meet the unique requirements of their respective Institutes. However, ASCI guidance on the Institutes' appeals resolution process requires Institutes to include the following four escalation steps in their appeals procedures:

1. Supplier may report claims directly to the test manager for resolution in response to test results
2. Escalate the claim to the Institute's test site Director for resolution
3. Escalate the claim to the Institute's Technical Steering Committee (TSC)
4. Escalate the claim to the Institute's Governing Board

The Institute's TSC shall appoint a person, or group of persons, for a two year term to serve on the Institute's Appeals Board to investigate appeals escalating above the site Director level. The investigator(s) shall be competent and independent of the subject of the appeal and decide on the validity of the appeal and advise the Technical Steering Committee of the final decision(s) of the investigation.

In the event that an appeal cannot be resolved satisfactorily by the Institute's Governing Board, an applicant may escalate the appeal to the ASCI Board of Directors. The ASCI Board of Directors shall have the authority to select the legal counsel for appeals.

ASCI Institute Chartered Laboratories

As part of the overall operating approach for ASCI conformance programs, ASCI Institutes do not plan to construct testing laboratories. Accordingly, a process for evaluating and chartering test agencies to perform conformance testing on behalf of ASCI Institutes is necessary and will be operated according to international standards in *ISO/IEC 17011 and ISO/IEC 17025*. ASCI Institutes may, optionally, retain the services of an ISO/IEC Accreditation body such as CALA or L-A-B to assess the competence of the test laboratory on our behalf.

External Business Arrangements

ASCI Institutes may provide products or services that are directly related to ASCI Institute missions, or how that mission is accomplished, and that are believed to be beneficial to ASCI Institutes, ASCI members, ASCI customers, or the automation field, with due consideration to risk and the impact on ASCI Institute resources.

When evaluating the products and services ASCI Institutes offer, the questions are not only can ASCI Institutes provide the service, but also should ASCI Institutes provide the service? And if so, how? Every proposed ASCI Institute product or service should be tested against three basic questions:

1. Does it fit the mission of the ASCI Institute?
2. Can it be offered, or should it be offered, by a tax-exempt, automation controls industry consortium?
3. Is there a need for the product or service by ASCI Institute members, customers (individual or corporate), or the field of automation?

If any of these questions is answered with a “no,” then the product or service is not likely appropriate for ASCI Institutes to offer. If all questions are answered “yes,” then further evaluation of the use of resources and the methods of offering the service should be undertaken. Part of that evaluation will include whether the product or service should be offered by ASCI Institute staff or through an arrangement with another organization.

ASCI Institutes may offer a product or service that satisfies this policy through its staff or through an arrangement with another organization that can include any of the following actions by ASCI Institutes: development, delivery or distribution, referral, resale, or marketing. ASCI Institutes will be impartial in making arrangements with other organizations. Accordingly, other organizations may be used only if one of the following conditions is met:

- The arrangement is non-exclusive such that any qualified organization offering the product or service may participate in an arrangement with ASCI Institutes on substantially the same terms (which will be specified and available to the competing organizations); or
- The arrangement is exclusive or limited to a definite number of providers, for a limited period not to exceed five years and based upon an evaluation of competitive proposals.
- The arrangement is exclusive to an organization(s) with qualifications uniquely suited to the product or services being offered and selected via a formal process based upon objective criteria.

ASCI is the legal entity through which all contractual arrangements are established. The ASCI Managing Director is responsible for administering contracts on behalf of the ASCI Institutes in accordance with approved plans.

ASCI Relationship to Standards Development Organizations

Role of ASCI Institutes

ASCI was incorporated as a 501(c)(6) corporation to fulfill a conformance mission to the industrial automation controls industry. ASCI Institutes are not ANSI accredited standards development organizations (SDO) and do not include standards development as part of their mission. As such, ASCI Institutes are prohibited from seeking SDO accreditation.

ASCI Institutes provide conformance programs for existing standards and create the linkages between published standards and the successful implementation of those standards. For topics that are not fully addressed by published standards, ASCI Institutes will fill the gaps with consensus based specifications from Institute members and, where appropriate, donate the knowledge to SDO's as input for possible inclusion in the standard. Further, where standards are ambiguous, the ASCI Institutes provide a forum for gaining consensus on methods for implementing the standard. These implementation guides will be shared with the SDO's for as input for possible inclusion in the standard or to be added as 'notes' to the standards document.

The ASCI Institutes provide support to member organizations for determining the best approaches for implementing standards and through this process, gain immediate feedback from industry for the standards. ASCI Institutes provide feedback to SDO's via a formal liaison function.

Liaisons with ISA Standards Committees

ASCI Institute Governing Boards shall establish a Board level voting position to fulfill liaison requirements where significant interdependence between an Institute and an ISA standards development committee exists. The SDO liaison role must be filled by a user member from the relevant ISA standards committee and serves a term of one year. The liaison representative is independently selected by the relevant ISA standards committee following a process that allows nomination of candidates by the standards committee chair and ratification by the committee leadership team.

Where appropriate and necessary, an Institute may also establish a liaison role between an ISA standards committee and the Technical Steering Committee of the Institute. This role will be filled for one calendar year commencing in the month of selection and re-evaluated annually.

Other SDO Liaisons

The scope of ASCI provides the latitude to establish conformance assessment programs for non-ISA standards development organizations, potentially creating liaison requirements to those organizations. In support of this need, other liaisons may be established by ASCI Institutes on an as-needed basis to ensure open collaboration with non-ISA standards development organizations.

Standards Interpretations

In no instance shall an ASCI Institute undertake to issue official interpretations of standards for which it is conducting conformance assessment programs. Official interpretations of standards are within the purview of the governing SDO. For example, with ISA standards, a process for the issuing interpretations is prescribed in the ISA Standards and Practices Department Procedures.

Intellectual Property

Trademarks, Copyrights and Patent Policies

ASCI Institutes develop conformance test requirements, specifications and, where needed test platforms comprised of hardware, software and test scripts. These work products are the basis of ASCI conformance programs and are protected intellectual property (IP). Trademarks signifying successful conformance to ASCI conformance requirements are also protected intellectual property. Maintaining ownership and control over ASCI conformance specifications and conformance logos is essential for protecting the value and integrity of ASCI conformance programs and brand.

As a 501(c)(6) corporation, ASCI may hold property including patents, copyrights and, other intellectual property (IP). ASCI Institute members agree to abide by ASCI Institute Membership Terms and Conditions for their respective Institute, including ASCI IP policies contained therein. For example, as new IP is proposed and developed by ASCI Institutes, the Institute's members must complete the Copyrights, Patent Disclosure and Licensing Rules (Appendix E-ASCI Copyright Policies and Disclosure) as a procedural complement to the ASCI Institutes' IP Policy to protect the assets of both the ASCI Institute and member organizations.

Member organizations participating in ASCI Institutes are legally members of ASCI. As such, ASCI is the legal owner of IP developed or acquired by ASCI Institutes. However an ASCI Institute's assets are segregated from all other ASCI Institutes. Member organization entitlements and access to an ASCI Institute's IP are limited to IP of the Institute to which they are members (via a signed membership agreement) unless arranged in a formal agreement between ASCI Institutes.

In instances where the ASCI Governing Policies and Procedures do not fully articulate necessary coverage regarding IP policy for a given Institute, the ASCI Institute shall publish necessary IP policies and include them in the Institute's terms and condition of membership agreement.

Licensing Rights in Intellectual Property

From time to time, it is beneficial to license the use of ASCI's intellectual property to others. As examples, ASCI may license a group to use ASCI Institute conformance test kits to perform certification testing on behalf of the Institute, ASCI may license a group to use training course materials developed for an ASCI Institute, or ASCI may allow others to distribute ASCI Institute publications or conformance testing technology.

Unless otherwise agreed upon by an ASCI Institute's Governing Board, development costs for IP created by an ASCI Institute is borne by the ASCI Institute and included in the Institute's financial statements. Likewise, unless otherwise agreed upon by the Institute's Governing Board, revenues for licensing of IP developed by an ASCI Institute will be accrued to the ASCI Institute and is included in the Institute's financial statements.

ASCI Institutes' intellectual property is for the benefit of the Institute organization as a whole; not different groups within ASCI Institutes or any individuals. Use of ASCI Institute intellectual property by member organizations and affiliates must not conflict with use by the ASCI Institute as a whole. All uses must either conform to existing ASCI Institute guidelines or policy or be approved in advance by the ASCI Institute Board after a showing of lack of conflict of use by other groups.

The ASCI Institute Board shall retain final authority over licensing the use of the ASCI Institute name, logo, other trademarks, copyrights, or any intellectual property. The ASCI Managing director is delegated the authority to approve licenses that arise in the normal or ordinary course of business and are not in conflict with established policy. All requests for licenses shall be in writing directed to the Managing director. Licenses granted will be in writing.

Licenses may be granted either to ASCI Institute member organizations and affiliates, or entities unaffiliated with ASCI. Such licensure is permitted by ASCI under these policies.

Member organizations or affiliates of ASCI Institutes are granted a limited license of the right to use the ASCI Institute name, logo, acronym, slogans, and other general identifying trademarks of ASCI Institutes to promote the member organization's or affiliate's activities without royalty as long as such use conforms to ASCI Institute policies. ASCI Institute member organizations and affiliates may not sublicense such rights to others unless permitted by this policy or as expressly approved in advance by the ASCI Institute Board.

The use of all other ASCI intellectual property by an ASCI Institute member organization or affiliate requires the advance approval by the ASCI Institute Board. Neither the ASCI Institute Board nor the ASCI Staff will unreasonably withhold from any ASCI member organization or affiliate the privilege to use ASCI Institutes' intellectual property for its own use or to advance its mission or ASCI Institutes' mission, as long as such use clearly does not conflict with established ASCI Institute objectives or use by other member organization. Ordinarily, approval will be given only pursuant to a business plan providing for the appropriate use of the property along with payment of a royalty to ASCI Institutes at the usual and customary rate for the use of the same property by unaffiliated groups.

ASCI Institute member organizations and affiliates may not license the use of ASCI Institute intellectual property to others without the prior authorization of the ASCI Institute Board. If authorized, such licenses must follow the policies required of licenses with unaffiliated entities. If authorized, only the designated representative authorized by the ASCI Institute Board may execute agreements on behalf of ASCI.

Licenses for use of ASCI's intellectual property will be granted to unaffiliated parties only if such use enhances or promotes the distribution of ASCI's programs or services and is related to the purposes and mission of ASCI.

Licenses for use of the any ASCI Institute name, logo, or any other ASCI Institute intellectual property with any unaffiliated parties will be granted only by written agreements, executed by an authorized ASCI Institute representative, reviewed by legal counsel, containing limitations on the license granted and the use of the property, and ordinarily requiring payment of a royalty.

Unless expressly and specifically waived by the ASCI Institute Board, the ASCI Institute shall receive compensation for use of the ASCI Institute's intellectual property comparable to the current market for uses of similar property of others, in the form of royalties or other appropriate compensation. Incidental use of ASCI Institute intellectual property related to a license of other ASCI Institute intellectual property does not need separate or additional compensation above that charged for the primary focus of the agreement.

Copyright permissions, permission to others to republish minor parts of a copyrighted work, for ASCI Institute works may be granted on a royalty-free basis within the custom and practices of the publishing industry. Such permissions should be limited in scope.

Unless expressly and specifically authorized by the ASCI Institute Board, the only authorized ASCI Institute representative for executing licenses for use of the ASCI Institute name, logo, or other intellectual property is the Managing director or staff designee.

Appendix A – ASCI Articles of Incorporation



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Articles of Incorporat

Appendix B – ASCI Bylaws



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Bylaws.DOC

Appendix C – ASCI Membership Terms and Conditions



ASCI Membership
Agreement.doc ...

Appendix D – ASCI New Project Approval Process



J:\ASCI\BOD - ASCI
Policies and Procedures

Appendix E – ASCI Patent Policies & Disclosure



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and Procedures\Patent