



Sustainable Purchasing Leadership Council Operating Policies & Procedures

April 2014

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Revised on April 28, 2014

I. General Provisions

1. **Scope of Operating Policies and Procedures.** These Policies cover the establishment, scope, and operations of Committees and Working Groups and the process of developing and revising the Sustainable Purchasing Leadership Council's Rating System and other work products, as appropriate (e.g. spend analysis, strategic planning guide, etc.).
2. **Periodic Maintenance.** SPLC has issued these Policies, which it can amend, waive or supplement, in whole or in part, through approval by the Executive Committee.
3. **SPLC Guidelines.** SPLC may adopt guidelines to supplement these Policies. Guidelines shall take the form of Committee or Working Group Charters; any deviation from these policies and procedures must be enumerated in the Charter and is subject to approval by the SPLC's Executive Committee.
 - 1) **References to SPLC.** For the purposes of these Policies and Procedures, the term SPLC refers to the Sustainable Purchasing Leadership Council.
 - 2) **References to Executive Committee.** For the purposes of these Policies and Procedures, Executive Committee refers to the SPLC's Executive Committee of the Board of Directors.
 - 3) **Definitions.** The following terms used in these Policies shall have the meanings below:
 - i. **Abstention.** A ballot vote to participate but choose to neither affirm nor reject proposed rating system requirements. Abstentions should be accompanied by an explanation. There will be no right to appeal for abstained votes and any associated comments will not receive a response.
 - ii. **Accept the comment.** A revision (whether substantive or non-substantive) is made to the rating system draft as a result of a public comment.
 - iii. **Accept comment in part.** A portion of a public comment that prompts a revision (either substantive or non-substantive), while another portion does not result in a change. SPLC will provide justification when a comment is not accepted.
 - iv. **Acknowledge comment.** Acknowledges receipt of a public comment that fully supports a proposed revision.
 - v. **Affirmative Vote.** A ballot vote to affirm proposed rating system requirements.
 - vi. **Affirmative Vote with Comments.** A ballot vote to affirm proposed rating system requirements, with commentary. The vote is considered affirmative regardless of the content of the comments.
 - vii. **Answering the comment.** Provides an answer to a comment that primarily poses a question (as opposed to a stance for or against a requirement).
 - viii. **Appeal.** Any request submitted in writing to SPLC for the adoption, reversal or modification of any procedural action or inaction taken at any time in the documented rating system development processes herein.
 - ix. **Comment.** A position (for or against), opinion, observation, explanation, criticism or recommendation concerning a Proposal, expressed in accordance with the process described in this document. It can also mean a technical justification of a negative vote or an explanation of an abstention or affirmative vote.
 - x. **Consensus.** The judgment arrived at through the development procedures described within these Policies. Consensus calculation is described elsewhere.
 - xi. **Discussion.** Remarks in an SPLC or other Community Platform. Discussions will not receive an official response from SPLC, though SPLC may participate.

- xii. **Editorial Changes.** Changes (e.g. spelling, sentence structure, punctuation, changes to format, updating titles, and replace reference to withdrawn standards) that do not change the standard's meaning, scope, or intent.
- xiii. **Effective Date.** The date at which customers seeking certification must comply with rating system requirements. Effective dates may be included in the rating system but are not subject to consensus standards.
- xiv. **Negative Vote with Reason:** A ballot vote to reject proposed rating system requirements, with justification. In order to receive consideration, all negative votes must be accompanied by an explanation that should clearly explain the technical reasons for objecting to the proposal.
- xv. **Negative Votes without Comments (or comments not related to the draft):** A negative ballot not accompanied by supporting technical justification will be recorded as a "negative vote without comment" and will not receive a response, nor be notified of the right to appeal. This also applies to negative votes with comments unrelated to the proposal under consideration and negative with comments on certification issues. These types of negative votes shall count toward quorum but will not be factored into the numerical requirements for consensus (i.e. will be treated as abstentions in the calculation of consensus).
- xvi. **Out of scope:** The comment is unrelated to a substantive technical proposal in the rating system requirements.
- xvii. **Pilot.** The solicitation of market engagement to test the efficacy of an SPLC program support tool, resource or proposed rating system requirement through the use of a particular program element. Pilots may be initiated at any time during the rating system develop process. Pilots serve as substantive feedback on SPLC's program support tools and resources or proposed rating system.
- xviii. **Proposal.** A suggested revision to the SPLC's rating system requirements.
- xix. **Public Interest Advocate:** A registered representative may participate in the Public Interest Advocate Role if: (a) the member organization is an advocate for the public interest; and (b) the registered representative has significant technical expertise in how institutional purchasing affects those aspects of the public interest for which the Member organization is recognized as an advocate based on its stated mission; and (c) the registered representative does not have sales or marketing responsibilities related to any products and services, including standards or certifications, offered by the organization.
- xx. **Public Review Participant.** A person, whether or not a member of the SPLC, who submits comments through a public comment period.
- xxi. **Purchaser:** A registered representative may participate in the Purchaser Role if: (a) the member organization is a purchaser of goods or services; and (b) the registered representative has significant responsibility for guiding purchasing by the member organization; and (c) the registered representative does not have sales or marketing responsibilities related to the organization's products and services.
- xxii. **Reaffirmation.** Continuation of an existing SPLC rating system version without change except for updated numbering and editorial adjustments.
- xxiii. **Recommendation.** Technical Advisory Committee or Technical Advisory Group action on a Proposal or Comment.

- xxiv. **Reject the comment.** A comment is inconsistent with the technical direction of the Council, or there is simply disagreement with the proposed comment or approach. SPLC will provide justification when a comment is not accepted.
- xxv. **Role-based proportional voting (example):** Suppose that a 7-person committee has two (2) Purchaser Representatives, four (4) Supplier Representatives, and one (1) Public Interest Representative. If one representative from each of the roles votes 'yes' (3 representatives) and the rest (4 representatives) votes 'no', then there are more individual representatives voting 'no' than 'yes.' But the role-based proportional results, assuming one proportional vote per role, would be: Purchaser Representatives: 0.5 yes, 0.5 no; Supplier Representatives 0.25 yes, 0.75 no; Public Interest Representative: 1.0 yes; 0.0 no, for a total of: 1.75 yes, 1.25 no, and an overall result of 'yes.'
- xxvi. **Shall.** An action or the prohibition of an action is mandatory.
- xxvii. **Should.** An action is expected and is appropriate in most instances. Any deviation from an action that "should" be taken must be noted in a Committee or Working Group Charter and must be approved by the Executive Committee.
- xxviii. **Substantive Changes.** A change that directly and materially affects the use of the standard. Examples of substantive changes include:
1. Modification of "shall" to "should" or "should" to "shall."
 2. Addition, deletion or revision of requirements.
 3. Addition or deletion of mandatory compliance with a referenced standard.
 4. Revision of date of referenced code or standard.
 5. Modification that changes the intent, scope, or meaning of a rating system requirement or has an impact (positive or negative) on those affected by the rating system requirement.
- xxix. **Supplier:** A registered representative may participate in the Supplier Role if: (a) the member organization is a supplier of goods or services; and (b) the registered representative has sales or marketing responsibilities related to the organization's products and services, such as product design, marketing, sales and service delivery.

II. Committee Establishment

1. Technical Advisory Committee

- 1) **Establishment.** SPLC is responsible for establishing and dissolving the Technical Advisory Committee (TAC).
- 2) **Membership.** SPLC determines the size and membership of the TAC. Members shall be enlisted through an Expression of Interest Period, submitted electronically to SPLC.
- 3) **Structure.** The Technical Advisory Committee shall have a Chair and a Project Manager.
- 4) **Member Appointment and Tenure.** The Executive Committee appoints the Chair, Project Manager and selected members.
- 5) **Attendance.** Members must attend at least two-thirds of meetings, assessed quarterly. Failure to maintain the attendance minimum will result in loss of voting privileges and will not count toward quorum until compliance is demonstrated.
- 6) **Change of Status.** Changing employment, organization represented, or funding source; the individual's continued membership is contingent on submitting a new application for membership to the Project Manager for consideration by the Committee Chair.
- 7) **Appointment of Chair.** The Executive Committee shall appoint the Committee Chair. The responsibilities of the Chair are as follows:
 - i. Provide leadership to the Committee and ensure that the process is conducted in an efficient, effective, and timely manner.
 - ii. Schedule meetings as needed.
 - iii. Preside over meetings and ensure that due process is followed, order is maintained and all members have the opportunity to participate.
 - iv. Review member applications and determine whether applications will be accepted. The Chair also makes decisions regarding changes in membership category and the possible termination of an existing member.
 - v. Maintain knowledge and expertise on SPLC's Bylaws, Member Policies, and these Operating Policies and Procedures.
 - vi. Review public comment and ballot content.
- 8) **Appointment of Project Manager.** The Executive Committee appoints the Project Manager. The responsibilities of the Project Manager are as follows:
 - i. Support the Chair by performing specific tasks related to Chair responsibilities.
 - ii. Assist the Committee with workflow, act as a central starting point for all incoming questions and need for assistance.
 - iii. Prepare proposal documents.
 - iv. Issue proposal documents to Committee (and public, when appropriate).
 - v. Coordinate committee applications and maintain membership roster.
 - vi. Communicate with the Chair on changes in committee membership, availability of meeting dates and places, and the like.
 - vii. Maintain voting records and other relevant document or records.
 - viii. Develop agendas for and reports of committee meetings.
 - ix. Coordinate meeting details.
 - x. Maintain knowledge and expertise on SPLC's Bylaws, Member Policies, and these Operating Policies and Procedures.
- 9) **Technical Advisory Committee Membership**
 - i. **Types.** Membership shall be limited to voting and non-voting types.

- ii. **Voting Members.** Voting members of the TAC shall consist of the following interest categories as defined in SPLC's Membership Policies and Procedures.
 - 1. Purchaser
 - 2. Supplier
 - 3. Public Interest Advocate

If there is a discrepancy between an applicant's self-declared Member Category and SPLC's definition, the TAC Chair determines the classification.

- iii. **Non-Voting Members.**
 - 1. Technical Advisory Group (TAG) Liaison: a representative from an active TAG who coordinates between committees, providing TAG discussions and recommendations in TAC meetings.
 - 2. Correspondent: A person, whether or not an SPLC Member, who is appointed if the Chair determines a useful purpose is served.
- iv. **Qualifications for Membership.** Qualification for Membership is based on all the information available to the SPLC Staff, including the information provided in the application. Membership is on an individual basis rather than company-based.
- v. **Applications for Membership.** Each candidate for membership shall submit an application online providing at least the following information:
 - 1. Evidence of knowledge and competence in the work of the TAC.
 - 2. Assurance of the ability to participate actively.
 - 3. The organization, company, institution, etc. that the applicant represents.
 - 4. Funding source for participation
 - 5. Agreement to notify SPLC of a change in employment, organization represented, or funding source.
- vi. **Action on Applications for Membership.** Appointment shall be based on:
 - 1. Qualifications of the applicant.
 - 2. Limiting the size of the committee to a manageable number.
 - 3. Maintaining a balance of interests.
- vii. **Balance of Interests.** Balance is considered achieved if no SPLC Member Role constitutes more than half of the TAC and at least one representative from each member role is appointed. However, if balance cannot be achieved despite reasonable attempts to rectify, then the TAC Project Manager must document efforts and the TAC can proceed to function as outlined, while recruitment efforts continue. If an interest category exceeds one-half of the total membership, the SPLC may deny additional membership within that category. Operationally, balance is achieved through role-based proportional voting.

- 2. **Working Groups.** Working Groups are established to address specific, time-bound objectives. The Executive Committee appoints and discharges Working Groups. Balance in working group constituents will be sought where possible and appropriate. The Working Group Chair shall be selected by the TAC Chair and determines when Working Group consensus is achieved. The TAC considers Working Group recommendations. There are three types of working groups:
 - 1) **Technical Advisory Groups.** Provide proposals and recommendations on the SPLC's work products - including, but not limited to - SPLC's rating system (e.g. spend analysis, strategic planning guide, etc.).
 - 2) **Communities of Practice.** Provide an opportunity for peer communication and collaboration among professionals in specific practice areas.
 - 3) **Ad Hoc.** Any group convened to address an objective not described elsewhere.

III. Committee Operations

1. **Charter.** The TAC, TAGs and ad hoc working groups, as appropriate, shall have a Charter, approved by the SPLC Executive Committee that, at minimum, specifies:
 - 1) Purpose and expected outcome.
 - 2) Relevance to SPLC's mission.
 - 3) Activities and timeline.
 - 4) Appointment timeline.
 - 5) Committee size.
 - 6) Chair and Project Manager.
 - 7) Exceptions to these policies.
2. **Terms.** TAC and TAG member terms shall be one year, with the ability to serve up to three consecutive terms. After three consecutive one-year terms, a member must take a two-year hiatus before being considered for service on the same committee. Terms for Board of Directors and associated Board Committees are described in the SPLC Bylaws.
3. **Representation.** No more than one representative from a Member Company may serve on the same Committee or Working Group at any given time.
4. **Quorum.** A quorum shall be present for the TAC and TAGs to conduct official business. Quorum requires a simple majority and at least one participant from each Member Role.
5. **Committee Voting.** Voting may take place in person, via telephone, videoconference, U.S. Mail, or electronically. All votes taken outside of an official Committee or Working Group meeting shall be recorded in the subsequent meeting minutes.
6. **Role-based Proportional Voting.** Regardless of the number of representatives of each Member Role participating, equal weight is given to the total votes from each Member Role. In cases where not all of the representatives of a Member Role cast the same vote, the total vote for that Member Role will be divided proportionally among the votes cast. For a motion to pass, a simple majority affirmative vote is required.
7. **Proxy Voting.** Proxy voting is not allowed.
8. **Vacancies.** The Executive Committee fills vacancies through appointment.
9. **Guests.** Guests may join a committee meeting if their expertise is relevant to a particular discussion, at the discretion of the Committee Chair. Guests shall not vote and do not count toward quorum.
10. **Member Discharge.** The Board of Directors, Executive Committee or TAC Chair may discharge a member from any committee as a result of, but not limited to:
 - 1) Violation of any SPLC policy;
 - 2) Missing more than one-third of meetings over the course of a term;
 - 3) Misconduct; or
 - 4) No longer being employed by an SPLC member company.

IV. Rating System Development Process

1. **Periodic Maintenance.** SPLC's rating system uses a periodic maintenance process, whereby proposals for revisions may be submitted at any time by anyone, within the constraints of any established revision cycle. The TAC Chair determines the commencement of a revision cycle, which may begin upon approval from the SPLC Board of Directors.
2. **Public Notice.** Notice that the rating system requirements are open for proposals shall be publicly communicated by SPLC and include the submission timeline (typically 30 calendar days).
3. **Proposal Initiation.** Any stakeholder (i.e. SPLC members, non-members, Committee or Working Group members, or SPLC staff) may submit a proposal via the SPLC's electronic submission form. To be considered, all mandatory information noted in the form must be provided.
 - 1) The SPLC reserves the right to not develop a new standard or rating system component if, in the exercise of its judgment, the publication of the proposed requirements (or exclusion of a requirement) would pose an overriding safety or legal risk for SPLC, or there is not sufficient justification of the need for (or removal of) such a requirement.
 - 2) Written response will be provided to the proposal submitter.
 - 3) Such a decision is not appealable to SPLC.
4. **Proposal Development.** All proposals submitted in accordance with *Proposal Initiation* shall be reviewed by the TAC Chair and prioritized for discussion by the TAC or TAGs, as appropriate.
5. **Internal Review.** The TAC reviews all recommendations, prioritized by the TAC Chair, from TAGs and determines which proposals will continue to public comment.
6. **Public Review.** Comments will be collected from any stakeholder during an external review period lasting no fewer than 30 calendar days. Notice of the comment period shall be advertised publicly. Only comments on proposed substantive changes will be considered.
7. **Consideration of Comments.** The TAC Chair will review all comments and distribute them to the appropriate Committee or Working Group for further consideration. Each comment will be categorized as follows:
 - 1) Support proposal;
 - 2) Support proposal in part;
 - 3) Reject proposal, with comment;
 - 4) Question posed; or
 - 5) Out of scope of review.

Each public review participant shall receive an electronic communication indicating what action will be taken on the commenter's concerns. If a comment is rejected, a reason shall be given.
8. **Action on Comments.** TAGs will recommend to the TAC that one of the following actions be taken on each comment:
 - 1) Accept the comment;
 - 2) Reject the comment;
 - 3) Accept the comment in part;
 - 4) Acknowledge the comment; or
 - 5) Answer the comment.

The action on comments "accept the comment in part" or "reject the comment" shall include a justification for the action. Any substantive change made as a result of the comment period, once approved by the TAC, shall again be circulated for external review (repeat steps 6 and 7). If no substantive revisions are made, the TAC may determine when the draft will proceed to balloting.

9. **Voting Body Formation.** Notice will be provided to SPLC members that a consensus body is being formed. Employees of SPLC member organizations in good standing will be allowed to sign up to become part of the voting body for a period of 30 days preceding the ballot period. SPLC members who have multiple Member Roles may vote within for each role, but their total vote across roles will be limited to one.
10. **Voting Body Balance.** The voting body will be reviewed to ensure it is balanced; no Member Role shall make up a majority of the voting body. If necessary, the TAC Chair may appoint SPLC members that have not already elected to join the voting body so as to achieve balance.
11. **Ballot Vote.** The proposed draft will be submitted to the voting body for an online vote, open for 30 days. The ballot shall utilize role-based proportional voting; each SPLC member will count for a proportional vote within the Member Role it belongs. Each SPLC member organization is allowed one vote, also calculated proportionally based on the number of registrants from an organization (and, if applicable, split across member roles). Participants may cast one of the following votes:
 - 1) Affirmative;
 - 2) Affirmative, with comment;
 - 3) Negative, with reason; or
 - 4) Abstention.All abstentions and negative votes without reason (or reasons not related to the draft) will count toward quorum but not consensus. A motion passes ballot if, using role-based proportional voting, the following conditions are met:
 - 1) **Quorum.** At least 50 percent of the voting body casts a ballot (including abstentions and negative votes without reason).
 - 2) **Consensus.** At least 66 percent of the voting body votes in the affirmative (excluding abstentions and negative votes without reason).
12. **Comment Review.** The TAC Chair will review all ballot comments and reasons for rejection.
13. **Communication.** The ballot results, including the number of affirmative, negative, and abstaining votes will be reported to SPLC membership. If the draft passes, the approved version will be published. If the item fails, it may be resubmitted for ballot at a later date.
14. **Termination.** The SPLC Board of Directors may terminate an active rating system development process at any time.
15. **Pilot.** The establishment of a Pilot may begin and conclude at any time throughout the rating system development process.

V. Appeals Process

1. **Filing.** Anyone with a direct and material interest, who may be adversely affected by actions or inactions inconsistent with these Policies regarding the development, approval, revision, reaffirmation, or withdrawal of an SPLC rating system, may file an appeal. Appellants must pay a filing fee of \$1,000 (this fee may be waived or reduced upon sufficient evidence of hardship). All appeals must be submitted within 14 calendar days of the action or at any time with respect to inaction alleged to be inconsistent with these procedures. Appeals must be in writing and shall state the nature of the objection(s) with supporting evidence and proposed remedial actions.
2. **Initial Response.** The TAC Chair will assign someone to develop a response to the appeal. The TAC Chair will send all materials to the Appeals Panel.
3. **Extension.** Upon request, the appellant and/or the person(s) preparing the response can be granted a two-week extension.
4. **Appeals Panel.** An Appeals Panel, commissioned by the Executive Committee, consisting of five SPLC members representing a variety of interests will hear all appeals, with a majority in attendance required to hear an appeal. The appellant will be given the opportunity to claim a conflict of interest for any Appeals Panel member, to be reviewed and decided upon by the Appeals Panel Chair. An SPLC staff member will serve as secretariat to the Appeals Panel.
5. **Types of Appeals.** Only appeals of a procedural nature shall be considered. Such appeals shall not be based on the merits of substantive comments regarding the technical content of the rating system. The appellant has the burden of proof of showing that procedures were not followed.
6. **Options.** The Appeals Panel Chair may:
 - 1) Dismiss an appeal without a hearing if the request is not based on a procedural violation.
 - 2) Send the request to the whole Appeals Panel to decide if a hearing is warranted.
 - 3) Grant an appeals hearing.
7. **Hearing Procedure.** Hearings shall be conducted via teleconference within 90 days of the decision to grant such hearing. Each side will be given 30 minutes (including rebuttal time) to present its case. Each side may have up to three speakers. Following the presentations, the Appeals Panel is free to ask questions of both parties. Both parties shall limit their replies to just answering the questions.
8. **Decision.** The Appeals Panel will go into executive session; a majority vote of the Panel is required to accept the procedural appeal. The Appeals Panel will inform both parties of a decision in writing within 30 calendar days. At minimum, the Appeals Panel Chair, the SPLC Director of Programs and Legal Counsel will review the decision before it is sent to all involved parties. The Appeals Panel decision is binding and there are no further levels of appeal.