

# **Agreement & Notice of Process For Selection & Election Of Initial Board Of Directors For Open Grid Forum**

## **Requirements**

This agreement will govern the initial selection, appointment, election and seating of the Open Grid Forum Board of Directors.

As per the Open Grid Forum proposed Bylaws the maximum authorized number of Directors shall be fifteen (15) and must maintain a two-thirds to one-third ratio of Organizational to At-Large Board positions. The Open Grid Forum proposed Bylaws also require that each Director shall serve a two (2) year term unless sooner deceased, resigned or removed and that in those instances replacement Directors shall serve the remainder of the term of the Director (or Alternate) they are replacing. The Open Grid Forum proposed Bylaws also provide for annual election to be held to replace Directors whose term is expiring. It is the intent of these Bylaws that approximately one half of the members of Board of Directors may be replaced in any given annual election to insure the both vitality and representative nature of the Board. Therefore some initially appointed or elected Directors must serve a shorter 1-year term to initiate this staggered replacement intent.

To that end this agreement stipulates a process that will seat a Board of Directors that is consistent with the Open Grid Forum proposed Bylaws, that respects the contributions of the present leadership of the GGF and EGA organizations and that is fair and equitable to all.

## **Existing Premier Members**

As of the date of this Agreement both of the merging organizations, GGF and EGA, presently have leadership membership classes requiring dues in excess of twenty-five thousand U.S. dollars (\$25,000) (called Charter or Platinum Members in GGF and Sponsor Member in EGA) and organizational members of those classes presently in good standing as described by their respective bylaws and who have paid all applicable dues and fees as required for membership in that membership class as follows:

1. AIST
2. IBM
3. Intel
4. Hewlett Packard
5. EMC
6. Fujitsu Siemens
7. Microsoft
8. Oracle
9. NASA
10. NetApp
11. Silicon Graphics
12. Sun Microsystems
13. UK eScience

Immediately upon the effective date of this agreement all of these members will be given notice of their option via electronic mail of their "first right of refusal" to appointment to the Open Grid

Forum Board of Directors as Organizational Board Members. A document package including this Agreement will accompany that e-mail. As there are thirteen (13) possible respondents and only ten (10) authorized Organizational positions available on the Open Grid Forum Board, representatives of all of these organizations cannot be appointed to the Open Grid Forum Board of Directors.

Organizations that wish to accept this offer must indicate their acceptance in writing or by electronic mail to the GGF Executive Director within 10 working days of the e-mail notification. Additionally that e-mail will detail the specific dues, assessments, and fees that each member will be required to pay to join Open Grid Forum as a Tier-1 Organizational member. Any membership dues paid to either GGF or EGA for the current membership year will be prorated as of July 1<sup>st</sup> and any residual amount will be credited in such calculations. Following that all organizations that elect to accept this offer must complete the Open Grid Forum Membership process specified by the Bylaws including making arrangements to pay all applicable dues, assessments and fees required for Tier-1 Membership in Open Grid Forum and signing a new Membership Agreement.

In the event that more than 10 of the listed organizations respond affirmatively to this notice, those that complete the Membership process (pay all applicable dues, fees and assessments and sign a new Membership agreement) with Open Grid Forum first, will be appointed.

### **Remaining Vacancies**

After 30 days or once all the members of the existing organizations listed above that elect to do so are appointed to the New Board of Directors all remaining Organizational positions and all At-Large positions on the Open Grid Forum Board of Directors will be considered vacant for the purpose of additional appointments.

### **Nominations for Vacant Board of Directors Positions**

In the event that not all 10 Organizational Board positions are appointed as per the preceding section any other organization that wishes to become a Tier-1 Member of Open Grid Forum, that meets any other eligibility requirements, and that pays the dues, fees and assessments required by the Bylaws of Open Grid Forum for that level of Organizational membership may self nominate as prescribed by the proposed Open Grid Forum Bylaws.

Additionally during the 30 day period following the announcement of the merger any member of either of the existing organizations (GGF or EGA) that is in good standing may nominate candidates to fill any of the At-Large vacancies on the Open Grid Forum Board of Directors. Nominees for At-Large positions may include Individual members or any representative of a non-Tier-1 Organizational member in good standing of either existing organization. Each such Member may nominate at most two (2) candidates for each vacant At-Large Board of Director position.

### **Election of Remaining Board Members**

Forty-Five (45) days after the announcement of the merger, under the terms of this agreement, without any action of the leaderships or Board of Directors of either existing organization (GGF and EGA) or of Open Grid Forum, a "Special Election" will be held using the procedures and methods specified in the proposed Open Grid Forum Bylaws to fill the remaining vacancies. As specified in the proposed Bylaws of Open Grid Forum Tier-1 and Tier-2 Members of Open Grid Forum shall be eligible to vote in this Special Election.

### **Seating the Open Grid Forum Board of Directors and Determining Terms of Office**

Within 15 days after the results of the special election are announced the newly elected Board of Directors will be seated at a Special Meeting for the express purpose of adopting the Bylaws and other Corporate Documents and to determine the term of office of each of the seated Board members. Terms of the both the Organizational and At-Large members will be determined by random lots. Four (4) of the seated Organizational Directors will be selected by random lot to serve a 1 year term, and the remaining Organizational Directors will serve 2 year terms. Similarly, two (2) of the seated At-Large Directors will be selected by random lot to serve a 1 year term, and the remaining At-Large Directors will serve 2 year terms.

Once the terms of service of all Directors has been established by the above procedure the newly seated Board of Directors may take up other business at this Special Meeting including but not limited to election of a Chair man and Vice-Chairman of the Board.