

Work Group Operating Procedures

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Work Group Operating Procedures

Introduction

These Operating Procedures govern the formation, operation, and maintenance of Work Groups within the U.S. Faster Payments Council ("FPC"). They aim to enhance collaboration, decision-making, and overall effectiveness while providing flexibility for diverse work group needs. While extensive, these procedures may not cover every detail. The FPC Board of Directors or Operations Committee retains discretion on matters not explicitly addressed.

Scope

These procedures apply to all FPC Work Groups. By participating, individuals agree to adhere to these procedures and any subsequent changes. The current version is available to FPC Members through FPC Member Services.

1. Work Group Formation and Operations

1.1 Establishing a Work Group

- A. **Proposal Submission.** Any three FPC members, representing at least two membership segments, can submit a work group proposal to the Operations Committee. The proposal should include a detailed Charter outlining the following:
- **Mission and Scope.** Defines the overarching purpose and specific boundaries of the work group, as well as its intended impact on the faster payments landscape. Provide a brief explanation of how the proposed mission and scope align with the broader strategic objectives and priorities of the FPC.
 - **Objectives and Goals.** Outlines the desired outcomes or aims of the work group, including specific issues to address, questions to answer, or deliverables to produce.
 - **Deliverables and Timelines.** Details the tangible outputs the work group will produce and the proposed schedule for their completion (e.g., key milestones, expected outcomes, and a proposed timeline). Clearly list and describe each deliverable, reflecting its format, intended audience, and anticipated value to the broader faster payments landscape.
 - **Membership Criteria.** The FPC prioritizes members with direct faster payments experience and the ability to actively contribute valuable insights. However, individuals with a strong interest in faster payments and a desire to learn are also encouraged to join, as the FPC fosters inclusivity while maintaining high standards for thought leadership and industry expertise.

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B. Review and Approval.

- The Operations Committee reviews the proposal, assessing alignment with the FPC's mission and strategy, as well as the availability of necessary resources. They recommend approval or disapproval to the Board of Directors.
- The Board of Directors makes the final decision on work group formation and Charter approval.
- **Upon approval (new work group)**
 - The FPC will take the following steps:
 1. Open a call for participation in the new work group.
 2. Publish the approved charter.
 3. Open a call for nominations for Chair and Vice Chair of the work group.
- **Chair and Vice Chair Appointment (new or existing work group):**
 - All FPC members in good standing who meet the membership criteria of the work group are eligible to nominate themselves or a colleague.
 - Nominations will be submitted to the Operations Committee to evaluate candidates based on their:
 1. Leadership experience (within or outside the FPC)
 2. Faster payments knowledge
 3. Demonstrated effectiveness as a leader
 - The Operations Committee will vote on the appointment of the Chair and Vice Chair.
 - The appointed Chair and Vice Chair will be notified and provided with necessary onboarding materials by the FPC.

1.2 Charter Revisions

- A. The work group Chair, in collaboration with the Vice Chair and work group members, can propose changes to the charter of an existing work group.
- B. The Operations Committee will decide whether Board approval is required for such changes.
 - If only the deliverable section is revised, it requires only Operations Committee approval, with the Board being made aware of at their next meeting via written update. The update will summarize the changes made to the deliverables.
 - If any section, in addition to the deliverable section, is changed, it requires both Operations Committee and Board approval.

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- A material change is defined as any change that significantly alters the work group's objectives, deliverables, or resource requirements (e.g., change in overall goal of the work group or a major shift in expected outcomes, significant increase in budget or personnel needed)
- C. The review and approval of a revised Charter will follow the comment and review process:
 - The Operations Committee will provide initial comments on the proposed changes within the agreed time limit.
 - The work group Chair and Vice Chair will collaborate with the Operations Committee to address comments and reach an agreement on the revised Charter.
 - The revised Charter will be issued to the Operations Committee for approval.
- D. If Board approval is required, the final, agreed-upon Charter will then be advanced to the Board for consideration at their next meeting via written update summarizing the changes made.
- E. **Review.**
 - Upon completion of charter deliverables or annually, FPC Member Services, the Work Group Chair, and Vice Chair will assess the need for continued operation of the work group.
 - The work group will continue if at least three member organizations from two different segments support a revised or new scope of work.
 - If continuing, the group defines a new scope of work and deliverables, revising the charter as needed per this section on Charter Revisions and submitting it to the Operations Committee for approval. If the changes are considered material, the revised charter will also be submitted to the Board of Directors for final approval.

1.3 Work Group Composition and Meetings

A. Membership

- All FPC members in good standing can join multiple work groups.
- Work group members (except Associate Members¹) are eligible for Chair or Vice Chair roles.
- Member organizations can have any number of their staff participate in work groups, however only one primary voting representative, designated by the organization, will serve as the voting member for that work group.

¹ Associate Members are welcome to participate but are not eligible to hold a Chair/Vice Chair role due to voting requirements.

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B. Meetings

- **Frequency:** At least once per month.
- **Format:** Via video conference, phone, or in-person.
- **Antitrust Compliance Statement:** At the beginning of each work group meeting or other occasion where FPC Work Group business may be conducted, the FPC's Antitrust Compliance Statement must be displayed, and an opportunity provided for attendees to review and raise questions.
- **Meeting Notice Requirements:**
 - **Telephone or Video Conference Calls.** Member Services will provide notice of the date, time, and location (if applicable) at least seven days in advance.
 - **In-person meetings.** Member Services will provide notice at least 21 days in advance. These meetings are subject to budgetary approval by the Executive Director. Work Group Members have the option to participate in in-person meetings remotely via telephone or video conference, if permitted by the Work Group.
 - **Regularly Scheduled Meetings.** For regularly scheduled meetings, a single notice of the schedule at the beginning of a calendar year or quarter is sufficient.
 - **Waiver of Notice.** The requirement for notice can be waived before, at, or after the meeting.
- **Attendance and Participation:**
 - **Active Participation.** Active participation is vital to the success of the work group. This includes a range of contributions:
 - Consistent attendance at meetings
 - Meaningful contributions to discussions
 - Providing constructive feedback on deliverables
 - Timely completion of tasks
 - Sharing relevant expertise and resources
 - **Notification of Absence.** Work group members are requested to notify Member Services if they are unable to attend a meeting.
 - **Attendance and Voting Eligibility.**
 - Both new and existing work group members are expected to maintain consistent engagement to retain full voting privileges.

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- Members who are absent from more than three out of six consecutive meetings will be ineligible to vote on final deliverables.
- Prolonged absences without notice or a designated proxy² will lead to a member becoming “inactive.” Inactive members cannot vote, will not have voting privileges on final deliverables, will not be listed as contributors on publications, unless they re-engage.
- Member Services will proactively reach out to inactive members to understand their situation and encourage re-engagement. If there is no response, the representative of such members’ organization will be contacted to discuss continued participation in the work group.
- Re-engagement can be demonstrated through active participation in meetings, contributing to discussions, and completing assigned tasks.
- Chairs and Vice Chairs are encouraged to engage with inactive members to encourage their continued participation.
- **Cut-Off Date.** The Work Group Chair and Vice Chair, in collaboration with Member Services, may establish a cut-off date by which an FPC Member must belong to a Work Group in order to participate and/or be eligible to vote, provided that reasonable notice of the selection of such cut-off date is provided to the Work Group Members.

C. Decision-Making

- **Consensus³.** The preferred method for reaching decisions is through consensus among work group members.
- **When Consensus cannot be reached.**
 - If the work group is at an impasse, the Chair may initiate a formal decision-making process.
 - Each FPC member organization, represented by its primary work group representative or a designated proxy, will have one vote.
 - A quorum consisting of primary representatives, will be necessary for a decision to be considered valid. A quorum is reached when:
 - At least 75% of primary representatives who have actively participated (consistent attendance, meaningful contributions, constructive feedback, and timely task completion) in the work group in the past 3 months are present at the meeting or respond to the email by the due date requested for the decision.
 - Member Services will notify work group members that a consensus has not been reached, and a formal vote will be conducted by active

² An AI Bot Notetaker is not considered a proxy for the member.

³For clarity, “consensus” is defined as general agreement among the work group members, though not necessarily unanimity.

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primary voting representatives. The vote can be conducted in a meeting, or via email.

- The final decision can be made either during the meeting itself or through subsequent email correspondence. If time allows, the work group can also table the discussion and provide the full work group with an opportunity to share their perspectives via email before a final decision is made.
- **Conflict Resolution**
 - Members are encouraged to address conflicts promptly and directly through respectful and collaborative communication.
 - If needed, the Chair and Vice Chair in concert with FPC Member Services will facilitate discussions to help resolve conflicts.
 - If a conflict remains unresolved, any member can bring the matter to the Operations Committee for review and resolution.
 - All members involved in a conflict must maintain professionalism and confidentiality throughout the process.
 - The goal of conflict resolution is to find a fair and equitable solution that allows all parties to move forward and continue contributing to the organization's mission.

1.4 Roles and Responsibilities

A. Chair and Vice Chair

- **Core Responsibilities:**
 - Facilitate meetings, drive progress, and assign tasks.
 - Lead full work group meetings; participate in leadership prep meetings.
 - Represent the work group at the Operations Committee, member meetings, and other relevant events.
 - Participate in Work Group Chair meetings.
- **Membership and Conduct:**
 - Maintain a business membership⁴.
 - Adhere to FPC Work Group Operating Procedures and anti-trust policies.
 - Maintain professional and respectful conduct at all times.
- **Collaboration and Communication:**

⁴ Associate (Non-Voting Members) are welcome to actively participate in work groups, but due to voting requirements, cannot hold a Chair/Vice Chair position.

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- Foster a collaborative environment where all work group members' perspectives and viewpoints are respected and considered equitably.
- Utilize the designated collaboration tool for document storage, feedback, and communication, and encourage its use among members.
- Complete assigned tasks on time and to the best of their ability.

B. Chair Vacancy and Succession

- If the Chair position becomes vacant, the Vice Chair may express interest in assuming the Chair role permanently. If they do and the Operations Committee approves, they will be appointed as Chair.
- If the Vice Chair chooses not to become the permanent Chair, the standard nomination and appointment process for a new Chair will be followed.

C. Work Group Members

- **Participation and Conduct:**
 - Attend meetings prepared to actively participate and contribute.
 - Fulfill commitments outlined in the Work Group Charter.
 - Conduct themselves professionally and respectfully.
 - Adhere to FPC Work Group Operating Procedures and anti-trust policies.
- **Collaboration and Communication:**
 - Take collective responsibility for driving progress and collaborating on deliverables.
 - Foster a collaborative environment where fellow work group members' perspectives and viewpoints are respected and considered equitably.
 - Utilize the designated collaboration tool for document storage, feedback, and communication. If the work group member encounters access issues, contact Member Services for assistance or alternative arrangements.
 - Complete assigned tasks on time and to the best of their ability.
- **Representation and Attendance**
 - Designate a primary voting representative to ensure meeting attendance and quorum.

D. FPC Operations and Member Services

FPC Operations and Member Services plays a pivotal role in ensuring the smooth and effective functioning of the FPC Work Groups. Their responsibilities include:

- **Strategic Guidance and Oversight**

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- Collaborate with Work Group Chairs and Vice Chairs to provide strategic guidance and oversight, ensuring alignment with FPC's mission and strategic goals.
- Monitor work group progress, identify potential roadblocks, and recommend solutions to ensure timely delivery of high-quality deliverables.
- Evaluate the effectiveness of work group activities and recommend improvements to enhance collaboration and productivity.
- **Facilitation and Support**
 - Serve as a central point of contact and liaison between work groups, the Operations Committee, and the Board of Directors, ensuring effective communication and coordination.
 - Provide administrative and logistical support to work groups, including scheduling meetings, managing communication channels, maintaining records and related file share environment.
 - Facilitate onboarding of new work group members and provide resources and training to ensure their understanding of procedures and best practices.
 - Provide editorial support for final production and delivery of work products, including ensuring deliverables are publication-ready and communicating with the work group on the publication process and timeline.
- **Continuous Improvement**
 - Gather feedback from work group members and stakeholders to identify areas for improvement in work group operations.
 - Analyze feedback data and implement changes to procedures, tools, and resources to enhance work group effectiveness and member satisfaction.
 - Foster a culture of continuous improvement and encourage innovation within the work group ecosystem.

2. Deliverable Development, Approval, and Maintenance

2.1 Work Group Draft Development and Review

- Work Groups will develop draft deliverables through an iterative process of drafting, commenting, and revising.
- This process begins with the creation of an initial draft, often based on an outline agreed upon by Work Group members. The draft deliverable can be developed in various formats (e.g., guidelines, white papers, bulletins, blogs, articles, opinion pieces, infographic, eDocuments, etc.) to accommodate different working styles and preferences.

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- Work Group members are encouraged to provide timely feedback on the draft, focusing on clarity, accuracy, and alignment with the Work Group's Charter.

2.2 Comment and Revision Process

- **Posting:** Drafts are posted to the Work Group's Members Workspace for easy access and review.
- **Comment Period:** The Work Group Chair and/or Vice Chair will initiate a comment period, lasting no more than 10 business days (unless the group agrees on a different time limit).
 - All members will receive notification of the comment period's start and end dates, along with instructions on how to submit their valuable feedback.
- **Comment Resolution:** All comments (including inline suggestions) received within the comment period will be reviewed and addressed by the Work Group Chair and Vice Chair, in collaboration with relevant members. The following outcomes are possible for each comment:
 - **Acceptance** - the suggested change is incorporated into the draft deliverable. All comments, suggested revisions, and decisions regarding those suggestions are tracked within the document and shared with the full work group for transparency. Once changes are accepted, they will be further communicated to the full work group to ensure no objectives arise from members who were not directly involved in the acceptance revision.
 - **Rejection with explanation** – if the suggested change is rejected, an explanation is provided to the commenter.
 - **Deferral** – sometimes a suggested change might be valuable but not immediately feasible, in this case, it may be deferred to a future deliverable, with the rationale provided to the commenter.
- **Timely Feedback:** To ensure a smooth process, we encourage Work Group members to provide their feedback within the designated comment period. While we appreciate all the input, comments received after the period has closed will not be incorporated unless they raise crucial points or address significant omissions. In these instances, the comments will be carefully reviewed by the Work Group Chair and Vice Chair, and the Work Group will strive to reach a consensus on whether to incorporate the change.

2.3 Submission to Operations Committee

- **Final Approval:** Upon resolution of all comments, the Work Group will reach consensus or, if necessary, hold a formal vote to determine if the draft deliverable is

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ready for submission to the Operations Committee. The Work Group will also decide whether to recommend the draft deliverable as "public facing" or "members only."⁵

- **Submission:** If approved, the Work Group Chair and Vice Chair will present the draft deliverable to the Operations Committee for their review.
- **Revision and Resubmission:** If the Work Group does not approve the draft deliverable, it will be revised based on the feedback received and resubmitted for another round of review and approval.

2.4 Review and Approval by the Operations Committee

- **Review:** Upon receiving the approved draft deliverable, the Operations Committee will conduct a thorough review. This review will focus on the following aspects:
 - **Alignment with FPC Mission and Strategic Goals.** The deliverable supports and advances the FPC's core mission and strategic objectives.
 - **Overall Value and Relevance.** The deliverable provides meaningful insights and other valuable contributions to the payments industry, FPC members, or stakeholders.
 - **Clarity and Communication.** The deliverable is presented in a clear, concise, and easily understandable manner, making its key points and recommendations readily apparent.
- **Feedback and Collaboration:** During the review, Operations Committee members will document their comments, questions, and suggestions. They will collaborate with the Work Group Chair and Vice Chair to discuss and resolve any issues or concerns. This may involve additional meetings or discussions to reach agreed upon actions and corrections.
- **Timeline:** The Operations Committee will strive for flexibility and recognize the importance of timely approvals. The work group will continually collaborate with the Operations Committee to establish expectations around feedback and deadlines to ensure the overall process moves forward efficiently. The Operations Committee will aim to complete their review within 10 business days. However, the timeline may vary depending on several factors, including:
 - The complexity of the deliverable
 - The length of the deliverable (shorter deliverables may require less review time)
 - The nature and volume of feedback received.

⁵ FPC Policy "Approval and Publication of Deliverables" July 16, 2020.

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- **Final Approval:** Once all comments are addressed and a final version of the deliverable is prepared, the Operations Committee will initiate their approval process:
 - The Operations Committee will approve deliverables either through email voting or during a scheduled meeting. A simple majority vote from seated members is required for approval. Upon approval, the Operations Committee will submit the deliverable to the Board of Directors, along with recommendations on whether it be public facing or members only.
 - If approved, the deliverable will advance to the FPC Board of Directors for review and vote. However, the Operations Committee can decide, through consensus or a vote, that members only work group deliverables are final and do not require a Board vote. This applies to deliverables not intended for public release. In such cases, the Operations Committee will make these deliverables available to the Board at their next Board meeting.

2.5 Review and Approval by the Board of Directors.

- Upon receiving the approved draft deliverable from the Operations Committee, the Board will conduct their review, in compliance with *FPC Bylaws* and the FPC policy on the *Approval and Publication of Deliverables*.

3. Deliverable Storage, Access, and Maintenance

- Draft Deliverables:
 - All draft deliverables will be stored in the Members Workspace.
 - Access is restricted to FPC Members, the Board of Directors, FPC staff, and authorized FPC representatives. Subject Matter Experts (SMEs) with signed non-disclosure agreements will have limited access to work group deliverables.
 - FPC Members must not distribute draft deliverables or any confidential information to non-members.
- Final Deliverables:
 - All final deliverables, including amendments, will be made available to all members through the Members Workspace.
- Active work groups are responsible for maintaining their deliverables.
- If a work group becomes inactive, the Operations Committee or a designated work group will assume responsibility for maintenance.
- Errata:
 - An erratum may be used to correct technical errors (i.e., spelling, and other typographical mistakes, such as the unintended addition or omission of a word,

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phrase, or figure) in a final deliverable without approval of the Operations Committee.

- Any purported erratum must be communicated to the Chair of the Operations Committee or respective Work Group that maintains the final deliverable for disposition.
 - The Operations Committee or Work Group, as applicable, shall evaluate the purported error and determine if a correction is appropriate, and if so, the correction that will be made.
 - In case a correction is found to be appropriate and made, the Chair of the Work Group or the Operations Committee, as applicable, shall distribute the corrected final deliverable to the FPC Members accompanied by a brief statement of correction.
- Editorial Changes:
 - The Work Group may, at its option, or shall, at the direction of the Operations Committee, make editorial changes (i.e., grammar corrections, reordering headers and existing material, and stylistic clarifications that do not alter substantive meaning) to a final deliverable, provided that such changes do not materially change the deliverable.
 - Deliverable Revisions:
 - Changes to a deliverable that do not, in the opinion of the Board or Operations Committee, constitute errata or editorial changes must follow the approval process described in these Operating Procedures.

4. Maintenance of Operating Procedures

These Operating Procedures may be amended through collaboration between the FPC Board of Directors and Operations Committee to address the evolving needs of FPC, its Work Groups, and/or FPC Members. In the event of any conflict between these Operating Procedures and the Bylaws, the Bylaws shall govern.

5. Definitions/Key Terms

1. **Active Work Group Member:** A Work Group member in good standing who consistently attends meetings, actively participates in discussions, provides constructive feedback, completes assigned tasks, and shares relevant expertise and resources.
2. **Board of Directors:** The governing body of the FPC, responsible for making strategic decisions and overseeing the organization's activities.
3. **Charter:** A formal document outlining the mission, scope, objectives, deliverables, timelines, and membership criteria of a Work Group.

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4. **Comment Period:** A designated time limit during which Work Group members can provide feedback on draft deliverables.
5. **Consensus:** General agreement among Work Group members on a decision, though not necessarily unanimity.
6. **Deliverable:** A tangible output or product produced by a Work Group, such as a report, white paper, or set of recommendations.
7. **Draft Deliverable:** A preliminary version of a deliverable that is subject to review and revision by Work Group members.
8. **Editorial Changes:** Minor revisions to a final deliverable that address grammar, style, and formatting for clarity and consistency, without altering the substantive meaning or recommendations.
9. **Errata:** Minor technical errors in a final deliverable, such as spelling mistakes, typographical errors, or unintended omissions or additions of words, phrases, or figures.
10. **FPC Member Services:** The department within the FPC is responsible for providing support and assistance to members, including Work Group facilitation.
11. **Formal Vote:** A decision-making process initiated by the Work Group Chair when consensus cannot be reached. Each FPC member organization has one vote, cast by its primary representative or designated proxy. A quorum of at least 75% of active primary representatives is required for a valid decision.
12. **Inactive Work Group Member:** A Work Group member who has been absent from more than three out of six consecutive meetings or has not actively participated in Work Group activities for a prolonged period. Inactive members lose voting privileges and are not listed as contributors on publications unless they re-engage.
13. **Material Change:** A significant alteration to a Work Group's Charter that affects its objectives, deliverables, or resource requirements.
14. **Members Workspace:** A secure online platform where Work Group members can collaborate, share documents, and communicate.
15. **Operations Committee:** A committee within the FPC responsible for overseeing Work Group activities, reviewing deliverables, and ensuring alignment with the FPC's mission and strategic goals.
16. **Primary Voting Representative:** The designated individual from a member organization who has voting rights within a Work Group.
17. **Proxy:** A designated individual who can represent and vote on behalf of a primary representative in their absence.
18. **Public Facing Deliverable:** A deliverable intended for release to the general public.
19. **Quorum:** The minimum number of primary representatives required to be present for a Work Group decision to be valid.
20. **Subject Matter Expert (SME):** An individual with specialized knowledge or expertise in a particular area relevant to a Work Group's focus.