

Operator Qualification Work Group (OQWG)

AND

Operator Qualification Standards/Policy Group (OQSPG)

Bylaws and Charter

Article I – Name

This organization is named the Operator Qualification Work Group (OQWG).

Members of the OQWG that represent API Member Companies form another group named the Operator Qualification Standards/Policy Group (OQSPG).

Article II – Normative References

The following referenced documents are indispensable for the application of this document. For dated references, only the edition cited applies. For undated references, the latest edition of the referenced document applies (including any addenda/errata).

API Organization & Procedures for the Committee on Pipeline Standards: Policy Document

API Procedures for Standards Development

Article III – Purpose

The OQWG is a ‘standards developing committee’ as defined in the ‘Procedures for Standards Development’ document published by API. This committee shall:

- Review and update API RP 1161 Recommended Practice for Pipeline Operator Qualification – including normative and informative annexes.
- Evaluate proposed and enacted rules and guidance published by the Pipeline and Hazardous

Material Safety Administration (PHMSA) related to 49 CFR 195 to guide the development of API RP 1161 and provide informed policy recommendations to API leadership.

- Analyze published PHMSA Notice of Amendments (NOAs) and Notice of Probable Violations (NOPVs) related to ‘49 CFR 195 Subpart G Operator Qualifications’ to guide the development of API RP 1161.

The OQSPG is a ‘standards policy committee’ as defined in the ‘Procedures for Standards Development’ document published by API. This committee shall:

- Approving policy recommendations made to API leadership.
- Approving the bylaws and charter for the OQWG.
- Selecting members from within the OQSPG to fill the Chair, Vice-Chair, and Advisor roles on the OQWG Leadership Team.

Article IV – Membership

OQWG membership is open to any interested stakeholder with a direct and material interest in liquid pipeline operations and maintenance activities. Pipeline operating companies, third-party training providers, and representatives from regulatory agencies are specifically encouraged to participate.

Members of the OQWG that represent API member companies who operate transmission pipelines form the OQ Standards/Policy Group (OQSPG).

Meeting attendance and ballot participation are both required to maintain voting privileges. Organizations are required to send at least one representative to 50% of the meetings per calendar year and required to participate in 50% of all ballots over any given consecutive twelve-month period. Failure to meet these requirements will result in written notification of loss of voting privileges. Reinstatement of voting rights will be considered following receipt of a written request to the OQWG Leadership Team that commits the organization to meet the minimum attendance and voting requirements (reinstatement may be subject to a voting privilege suspension period and/or a probationary period). Organizations that have lost voting rights may be retained on rosters for provision of information at the discretion of the OQWG Leadership Team.

In-person meeting attendance is preferred, but virtual meeting attendance is permitted when virtual meeting options are available. Virtual meeting attendees are required to be actively engaged in the business of the meeting to be noted on the minutes as a meeting attendee and form part of the quorum if a vote is called.

Organizations are required to designate one individual to serve as their voting member. The voting members are known as the OQ Voting Group. The voting member is free to delegate their vote to another individual from their organization through a request to API staff. Individuals that are not designated voting members are still welcome to participate in committee meetings as a guest and provide ballot comments on matters being considered by the OQWG or OWSPG.

Article V – Organization and Governance

The OQWG shall report to the API Committee on Pipeline Standards (COPS) regarding work related

to the update and maintenance of API RP 1161. The OQ Voting Group membership roster is subject to the review and approval of the COPS committee.

The OQSPG shall report to the API Pipeline Construction & Operations Group (COG) on matters related to policy. Any OQWG work related to policy is open only to API members that operate transmission pipelines. Working policy documents can be made available to non-API member organizations at the discretion of the OQWG Leadership Team for input and comment.

Article VI – Officers

The OQWG Leadership Team shall consist of a Chair, Vice-Chair, and two advisors selected from the membership of the OQSPG by the members of the OQSPG, and approved by the Chair of the Construction & Operations Group (COG). The Leadership Team shall also include an API Policy Advisor and an API Standards Advisor appointed to the group by API Leadership

One of the API Advisors will be assigned the role of Secretary and shall:

- a. Maintain records and correspondence related to OQWG activities – including the OQWG SharePoint site.
- b. Prepare and distribute meeting agendas and record and distribute meeting minutes for OQWG meetings, OQSPG meetings, and OQWG Leadership Team meetings.
- c. Notify members of scheduled meetings.
- d. Maintain the current roster of OQ Voting Group members (including alternates or delegates) and determine if a quorum is present when meetings are called to order.

The Chair or designee shall:

- a. Preside at meetings of the OQWG, OQSPG, and OQWG Leadership Team meetings.
- b. Represent the organization at meetings of other organizations where official representation of the OQWG is requested.
- c. Provide leadership for programs and activities for the organization during his/her term of office.
- d. Appoint a Parliamentarian to guide deliberative procedure at their discretion.

The Vice-Chair or designee shall:

- a. Support the Chair in the execution of his/her duties.
- b. Succeed to the office of the Chair if the elected Chair is unable to complete his/her term.
- c. Preside at regular meetings in the absence of the Chair.
- d. Support the development of agendas.

The Advisors shall function in an advisory capacity as requested by Chair and/or Vice-Chair. They will serve two years, unless unforeseeable circumstances prevent them from completing their term. Advisors may be requested to perform the duties of the Chair, Vice-Chair, or lead a Work Group team in the event the incumbent leader is temporarily unable to perform their assigned duties.

The OQWG Leadership Team will appoint OQWG members to serve as Chair and Vice-Chair of working groups tasked with completing a specific scope of work. These groups are known as ‘Work Groups’ and are identified with a number and a name that describes the scope of responsibility – for example, Work Group 3 (WG3) – Front Matter. Work Group leaders can be any individual, voting

or otherwise, that are members in good standing of the OQWG. Work Group leaders leading policy work are required to be members in good standing, voting or otherwise, of the OQSPG.

Work Group Chairs/Co-Chairs (or designee) shall:

- a. Develop agendas for work group activities in consultation with the OQWG Leadership Team.
- b. Lead work group activities during work group sessions.
- c. Provide minutes following work group meetings in the format and timeline requested by the OQWG Leadership Team.
- d. Co-ordinate with API staff to implement the balloting process, as required.

Article VII – Election of Officers

Elections of officers will be held during the fall OQWG meeting, or as required if officers cannot complete their terms. Officers must be approved by the Chair of the COG committee before they formally assume their role. Any individual who is interested in serving as an elected officer may nominate themselves by notifying the Secretary in writing as to the office they are seeking at least 5 days prior to the meeting where elections will be held. Nominations for officers will also be accepted from the floor during any meeting where elections are on the agenda.

Any member, voting or otherwise, of the OQSPG is eligible to stand for election as an officer for the OQWG. However, members of the OQSPG are strongly encouraged to serve as an advisor before they stand for election as Vice-Chair, and similarly to serve as Vice-Chair before they stand for election as Chair. The outgoing Chair is also encouraged to serve as an Advisor after their term ends to support the incoming Chair and provide leadership continuity.

Officers will be selected by the voting members of the OQSPG. If there is only one candidate for an office, the vote for that office can be cast by voice. When two or more candidates are nominated for the same office, the vote shall be cast by anonymous written ballot. Write-in candidates will not be accepted. Each member company shall have one vote per ballot.

Article VIII – Meetings

The OQWG will plan to meet in person four times during the calendar year. The meetings will normally be held in the winter (February), spring (May), summer (August), and fall (October). The Leadership Team may call special meetings or cancel meetings as necessary to fulfill OQWG objectives.

Options to attend all or part of OQWG meetings virtually will be at the discretion of the OQWG Leadership Team and will largely depend on the meeting room capabilities of the hosting organization. Meetings that indicate a virtual option will be available may be called to order and proceed with in-person attendees only if technical issues preclude the timely addition of a virtual meeting option. The quality of the virtual meeting bridge is not guaranteed. Meeting participants are strongly encouraged to attend in person.

Voting during meetings requires a quorum of 51% of eligible voters present. Voting members can be in person or participating virtually, however members must be actively participating in committee deliberations related to the matter at hand prior to the vote being called. If a quorum is not present

work can continue, but any motions related to policy or standards development will be tabled until a quorum can be achieved. Votes on motions related to meeting procedure will proceed and be decided by those in attendance.

Votes held during meetings and ballots issued by the group pass if a quorum of voters participated in the vote and 2/3^{rds} of those that voted affirmative or negative (excluding abstentions) voted affirmative.

Motions to rescind a previous decision will require a 2/3^{rds} majority casting votes to rescind (including abstentions), unless written notice has been provided to the Secretary and the item has been added to the agenda for a future meeting, in which case the normal rules described in the previous paragraph apply.

For matters of parliamentary process during the transaction of business, Robert's Rules of Order shall be referred to as the guide to resolve issues unless otherwise stated in these bylaws.

Leadership Team meetings shall be held as determined to be necessary by the Chair to plan and facilitate business activities at the general membership meetings. A minimum of 3 Leadership Team members shall constitute a quorum to conduct a Leadership Team meeting.

Non-members, such as subject-matter experts or guest presenters, may attend regular meetings by OQWG Leadership Team invitation.

Meetings shall be held at locations agreeable to the membership and hosting company. An agenda shall be developed with the goal to distribute at least three (3) weeks prior to the scheduled date of all regular membership meetings. Agendas for special meetings shall be distributed as soon as practical prior to the meeting.

Minutes should be distributed to members within thirty (30) calendar days after the completion of all meetings.

Article IX – Changes to Bylaws and Charter

Proposed changes to this document by OQSPG members shall be submitted to the OQWG Leadership Team for discussion at a future OQSPG meeting. Changes must be voted on through a ballot issued to OQSPG voting members.

Bylaws shall be reviewed by the OQWG Leadership Team annually and updated as needed.

At any time, if the bylaws conflict with API policy, API policy takes precedent.

Article X – Antitrust

It is a requirement for the OQWG and the 1161 Standard Work Group to adhere to the following API Antitrust Guidelines during all OQWG meetings and functions:

- Avoid any discussions or conduct that might violate the antitrust laws or even raise an appearance

of impropriety.

- At meetings, limit discussions and materials to agenda topics (unless additional topics and materials have been approved by counsel).
- Discontinue the discussion and consult with counsel whenever questions regarding antitrust compliance arise. Do not stay at a meeting, or any other gathering, if any of the following prohibitions are being violated.
- No discussion or sharing of any company's confidential or proprietary information;
- No discussion or agreements, either explicit or implicit, regarding prices of particular products or services provided by or received by a company;
- No forecasting of prices for goods or services;
- No discussion of any company's purchasing plans for particular products or services;
- No discussion of any company's specific merger/divestment plans, market allocation, production information, refinery runs, inventories and costs (only publicly available information should be discussed or shared);
- No agreement or discussion regarding the purchase or sale of a product or service—purchasing and selling decisions are independent company decisions;
- No sharing or discussion of specific company compliance costs, unless information is publicly available;
- No discussion of how individual companies intend to respond to potential economic scenarios or government action;
- No disparaging remarks regarding vendors, products, services.