



Operating Document

For the International Advisory Council

INTERGRAPH
Process & Building Solutions

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Section 1.0 Introduction

1.1 Opening Statement

The International Advisory Council operates under and abides by the rules in the Charter of the International Process and Power Client Community (**P₂C₂**) organization. This Operating Policy Document supplements the official **P₂C₂** Charter and outlines the organizational and operating procedures unique to the International Advisory Council.

The **P₂C₂** International Advisory Council sets the vision and mission for the International **P₂C₂**. The council provides input and feedback to Intergraph Process & Building Solutions (PBS) on business direction and high-level technical and product focus. The council also oversees and monitors international, regional, and local **P₂C₂** activities.

Section 2.0 Mission

2.1 Mission Statement

The International Advisory Council's mission is to provide an opportunity for industry executives to influence Intergraph PBS solution strategy and expand their knowledge of Intergraph Process & Building Solutions products and services. The International Advisory Council also acts as a forum for contact among industry colleagues. Intergraph PBS sponsors **P₂C₂** and the International Advisory Council, and both organizations employ a partnership approach.

The mission of **P₂C₂** is to further clients' knowledge, product use, solution success, and interaction with Intergraph Process & Building Solutions and other clients worldwide. It aims to create and maintain official opportunities for involvement, including international conferences, global communication channels, peer networking, regional/local interest groups, and educational programs.

Section 3.0 Organizational Structure

3.1 Regional Representation

Each of the three **P₂C₂** regions (Americas, Asia-Pacific, and Europe and Africa) is represented on the International Advisory Council.

3.1.1 Participation

Membership is limited to executive level participation by those who set the engineering vision and information technology strategies for Intergraph PBS client companies. This executive level includes positions such as chief information officer, vice president of engineering, and information technology director.

3.1.2 Council Members

The International Advisory Council is composed of the following members:

- Executive members from the major global sectors of the process and power industries
- Key Intergraph PBS personnel, including but not limited to the president and chief operating officer
- Regional advisory councils' chairpersons
- Industry advisors/analysts

Adjustments to desired representation for council members from each of these areas might be made from time to time as determined by Intergraph Process and Building Solutions. Executive members and the regional advisory councils' representatives are considered voting members.

3.1.3 Quorum

A majority of the voting members of the International Advisory Council constitutes a quorum for official business.

3.1.4 Compensation

International Advisory Council members do not receive any financial compensation for their service. However, Intergraph Process & Building Solutions and the International P₂C₂ members understand the need to financially assist council members in their duties. The guidelines for this assistance are as stated in the P₂C₂ Charter:

- Intergraph PBS Corporate will cover P₂C₂ registration fees for the International P₂C₂ conference for the international and regional advisory councils' members.
- Intergraph PBS Corporate will coordinate and cover the cost for the International Advisory Council members' air travel and hotel accommodation expenses (room plus tax) to the annual meeting or upon approval by Intergraph PBS any International P₂C₂ event sanctioned by Intergraph PBS (should the two be different or there is a need to meet outside the conference timeframe).

Section 4.0 Officers Roles and Responsibilities

4.1 Offices

The International Advisory Council is led by a chairperson, a vice chairperson, and a secretary.

4.1.1 Chairperson's Duties

The chairperson is the presiding officer at all International Advisory Council meetings. The chairperson guides the council's strategy and direction. The chairperson also performs other duties as are appropriate for the office. The chairperson is a member ex-officio of any committees created by the International Advisory Council.

For the first International Advisory Council taking office in the fall of 2000, the following applies: the chief executive sponsor from Intergraph Process & Building Solutions will serve as the IAC chairperson. Upon discussion with the International Advisory Council, Intergraph PBS may conclude that the chief executive sponsor continues to serve as chairperson.

4.1.2 Vice Chairperson's Duties

The vice chairperson, at the request of the chairperson, will assist the chairperson with IAC duties. From time to time, the chairperson may place the vice chairperson in charge of important projects. The vice chairperson is chosen from International Advisory Council voting members.

4.1.3 Secretary's Duties

The secretary will be an employee of Intergraph Process and Building Solutions and will report directly to the chairperson. The secretary is responsible for:

- Formal documentation of IAC decisions and action items
- Coordinating minute-taking at all International Advisory Council meetings
- Communicating and distributing meeting notifications and agendas
- Post meeting follow-up with IAC members

4.1.4 Term of Office

Officers serve for one year. Officers may serve more than one consecutive term.

4.1.5 Vacancies and Removals

If for some reason – whether caused by resignation, death, removal, or otherwise – the International Advisory Council chairperson cannot continue to serve as an officer, the designee or newly appointed corporate executive sponsor from Intergraph Process & Building Solutions will assume the duties of the IAC chairperson. If the vice chairperson cannot continue to serve as an officer, the chairperson will nominate a successor to the office. The nomination must be confirmed by two-thirds of the voting members to approve the appointment. If the secretary cannot continue to serve as an officer, an employee of Intergraph PBS will be appointed to this position.

Section 5.0 Council Membership

5.1 Term of Office

Executive members of the International Advisory Council serve for two years. Members may serve more than one consecutive term.

For the first International Advisory Council taking office in the fall of 2000, the following applies: The terms of service rotate, with four members' terms expiring in the fall of 2002 and the remaining five members' terms expiring in the fall of 2003. The terms expiring will be determined by a consensus of the International Advisory Council. Beginning in 2002, the two-year rotation begins.

The terms of regional advisory council chairpersons, who by virtue of their regional offices also sit on the International Advisory Council, are to be coordinated with regional elections.

5.1.1 Appointments

Intergraph PBS appoints executive members, advisers/analysts, and Intergraph PBS representatives to the International Advisory Council in consultation with current council members and industry experts. Regional Advisory Council chairpersons serve on the International Advisory Council by virtue of their regional positions.

5.1.2 Vacancies and Removals

International Advisory Council vacancies, whether caused by resignation, death, removal, or otherwise, may be filled by appointment of the chairperson and approved by a two-thirds majority of the voting members. Executive members so appointed serve out the remainder of the term and are eligible for further terms. Any executive member may be removed from the position by a two-thirds majority vote of the council, provided that formal charges against the council member are mailed by certified letter to each voting member at least 30 days in advance of such a vote and the charged member is given the opportunity to present a defense.

Section 6.0 Membership Meetings

6.1 Meetings

The International Advisory Council meets in person once a year for its general meeting. Other face-to-face meetings may be scheduled throughout the year, as adjuncts to teleconferences and other methods of electronic communication. Notice of the times and places of such meetings shall be given to all council members not more than 100 days nor less than 30 days in advance, except in the case of an emergency.

Section 7.0 General provisions

7.1 Proprietary Information/Nondisclosure

The International Advisory Council may from time to time be party to certain confidential or proprietary information from Intergraph Process & Building Solutions, Intergraph Corporation, and Intergraph affiliates. The council must maintain the confidentiality and proprietary nature of such information and must not disclose or use such information in any unauthorized manner. As a condition to serving as a council member, officer, employee, or agent for the corporation, such persons as members shall agree not to disclose or use in any way unauthorized, confidential, or proprietary information furnished to the International Advisory Council by Intergraph Process & Building Solutions, Intergraph Corporation, and Intergraph affiliates. If during the course of International Advisory Council business, any party wishes to distribute materials and/or present information considered proprietary and not for redistribution, those materials should be clearly marked as proprietary or confidential.

Intergraph Process and Building Solutions reserves the right to request officers to sign nondisclosure agreements.

7.1.1 Financial/Legal

There is no personal or individual liability of any council member or officer for any debts, liabilities, or obligations of the International Advisory Council of any kind whatsoever. To the extent permitted by law, the council will indemnify any council member, officer, employee, agent, or other person against any claim or liability threatened, pending, or completed, including attorney's fees and other expenses, by reason of the fact he or she was or is serving as a director, officer, employee, or agent of the council.

Section 8.0 Amendments

8.1 Policy Amendments

Any member of the International Advisory Council can make a motion to amend this document during a meeting of the council. A written copy of the amendment must be presented at the time of the motion. A two-thirds vote of the majority of members present is required to amend this document. All changes to this charter are subject to approval by Intergraph Process & Building Solutions.