



Payment Card Industry (PCI) Security Standards Council

Management Committee Rules of Procedure

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Document Changes

Date	Version	Description
April 2016	1.0	Initial Release
December 2018	2.0	Revision to align RoP with current business practices, such as WG Charters approved by MgmtCom and not MgmtCom and ExCo.
December 2019	3.0	Revision to align MgmtCom RoP with WG RoP. Updates to titles.
December 2020	4.0	Revision to align RoP with current business practices, such as nomination to WG representatives, Operational WG representatives and Standards Development, Maintenance and Withdrawal.
January 2023	5.0	Revision to align with governance changes.
February 2025	6.0	Revision to address use of AI

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1 Introduction

This document describes the procedures of the PCI Security Standards Council (the Council or PCI SSC) Management Committee. It defines the procedures for the creation and operation of the Management Committee and the expected responsibilities and obligations of those participating therein.

This document should be read in conjunction with the Council's Intellectual Property Rights (IPR) Policy and the Council's Limited Liability Company Agreement (the LLC Agreement), each as from time to time amended, and is intended to provide supplemental details to the terms of those documents that relate to the Management Committee. However, in no case will this document overrule the respective clauses in such LLC Agreement or IPR Policy, and in the case of any conflict between the terms of this document and either of those documents, the terms of the latter shall control.

1.1 Definitions

Capitalized terms used but not otherwise defined in this document have the meanings ascribed to them in the Glossary attached as Appendix B.

2 Overview

2.1 Management Committee

The Management Committee is a Member committee of the Council, and is responsible for the operational matters for the Council, including:

- (a) PCI Participant administration and direction of Working Groups (defined in the LLC Agreement) and other Council resources to achieve organizational objectives;
- (b) Providing recommendations, suggestions and guidance to the Executive Committee regarding the corporate and operational matters of the Council and attempting to resolve any dispute brought before it pursuant to Article 11 of the LLC Agreement;
- (c) Maintaining Standards and all other technical Work Product of the Council;
- (d) Recommending to the Executive Committee new Standards, guidelines and other technical Work Product within the strategic direction established by the Executive Committee for development by the Council, and enhancements and extensions to existing Standards;
- (e) Supervising all Technical Groups and recommending to the Executive Committee the formation of new Technical Groups within the strategic direction established by the Executive Committee, and the termination of existing Technical Groups; and
- (f) Such other general or technical matters and activities from time to time assigned to it by the Executive Committee.

The Management Committee shall be subject to oversight by the Executive Committee. It shall have only those powers and responsibilities expressly authorized by the LLC Agreement and/or by resolution of the Executive Committee.

The Management Committee is required to give special consideration to the business implications in the market when making decisions. While Working Groups, SIGs, Task Forces, and Operational Working Groups may raise issues to the Management Committee that they cannot resolve or reach consensus upon, to the extent possible the Management Committee should avoid revisiting technical discussions that previously occurred at the Working Group, SIG, Task Force, or Operational Working Group level, unless such discussions are required to understand related business implications.

2.2 Working Groups

A Working Group is created by the Executive Committee to perform a specific range of work, such as the development and/or maintenance of a Standard and supporting materials of that Standard, as defined in its Management Committee-approved Terms of Reference (TOR). Working Groups operate under the direction of the Management Committee.

2.3 Special Interest Groups (SIGs)

A Special Interest Group is created through an election process by PCI Participants to provide guidance for applicability of payment security for specific use case scenarios. A SIG can also be created to assist the Management Committee in the analysis of a specific industry or technological challenge along with recommending changes, clarifications or improvements on Standards and/or the associated programs and documents that support the Standards. A SIG is directed by the Working Group specified in its TOR and is chaired by a Council employee. A SIG will begin within three (3) months after the election and will last no longer than twelve (12) months.

2.4 Task Forces

A Task Force is created to work on specific Standards initiatives that require additional commitment of time and resources, and which may impact multiple Working Groups or Standards. The Task Force provides recommendations, guidance, research, and subject matter expertise to be used in the development of Council programs, Standards, or guidance.

A Task Force is directed by the Chairs of the Working Group(s) and/or Special Interest Group(s) specified in its TOR.

2.5 Operational Working Groups

For purposes of this document, an Operational Working Group is a group created pursuant to Section 7 below to perform a specific range of work, such as Quality Assurance. All such Operational Working Groups, unless otherwise specified by the Executive Committee, operate under the direction of the Management Committee.

2.6 Quality Management System

The Operations Quality Management System is supported by the Management Committee, and work undertaken by the Council's Programs and also its Operational Working Groups (per section 7 below), will be aligned with the Quality Management System.

2.7 Intellectual Property Rights (IPR) Policy

Like all other standards organizations, the Council's technical process operates under rules intended to reduce the likelihood that the use of its Standards might inadvertently infringe upon the IPR of a Member or third party without that party's permission. Those rules can be found in the IPR Policy. Every company and individual company representative participating in a Technical Group, by participating in such Technical Group, thereby agrees to be bound by the terms and provisions of the IPR Policy.

3 Management Committee

3.1 Membership

Participation on the Management Committee is limited to Council staff, Founding Members and Strategic Members. Each Founding and Strategic Member participating in the Management Committee (each a Management Committee Member) may appoint one primary representative and two alternate representatives to the Management Committee.

3.2 Chair

The Executive Director of the Council, or an individual designated by the Executive Committee, serves as Chair of the Management Committee. In the event the position of Operating Officer is vacant, the Executive Committee shall appoint the Chair.

3.3 Meetings

- a) *Frequency.* The Management Committee shall meet on a schedule it determines to be appropriate, but generally not less frequently than once every month. Meetings may be held in person, virtually, or by conference call. Extraordinary meetings may be scheduled by the Chair if needed in accordance with the Notice section immediately below. Management Committee Members may submit requests to the Chair to call an extraordinary meeting. If the Chair, or a majority of the Management Committee Members, support the calling of such a meeting, then an extraordinary meeting shall be called.
- b) *Notice.* Management Committee meetings shall be called by e-mail notice sent to the primary and alternate representatives of each Management Committee Member and scheduled at least seven (7) calendar days in advance. A meeting agenda shall be prepared by the Chair and should be made available no later than two (2) business days prior to the meeting.
- c) *Quorum.* A majority of all Members, which also includes a majority of all Founding Members, is required for the Management Committee to conduct business. In the absence of such quorum, the meeting will be postponed until such quorum is reached.
- d) *Voting.* Only primary representatives of the members of the Management Committee or, in their absence, their alternates, may vote on any motions of the Management Committee. To approve an action at a meeting, except where a greater percentage is required by law, the LLC Agreement, the Executive Committee or these Rules of Procedure, such action must be approved by a majority of the Management Committee Member representatives (primary, or alternate, as applicable) present at a meeting where quorum is present. Any action may also be taken by ballot or consent, provided the same effective quorum and voting thresholds are achieved.
- e) *Minutes.* Meeting minutes shall be recorded, noting all discussions and decisions made. Minutes will be posted in the group document repository, in a reasonable time prior to the next meeting, with e-mail notice of such posting to all Management Committee Member representatives. Unless otherwise appointed by the Chair, minutes will be taken by a Council or Council Secretariat staff person.

3.4 Electronic Ballots

The Management Committee may, from time to time, create electronic ballots. Such ballots shall remain open for a period normally of at least seven (7) calendar days to allow sufficient time for all Management Committee Members to cast their vote. All electronic ballots shall allow the options “yes” and “no.” A sufficient number of votes shall be cast to achieve Quorum in order for the ballot results to be considered, and the same percentage of all Management Committee Members shall be required to approve a vote by electronic ballot as would be required to approve a vote taken at a meeting.

3.5 Negative Ballot Review

If a Management Committee ballot is not approved, the Management Committee will collect all comments from disapproving ballots and discuss them with the Management Committee or the Executive Committee to determine the reason(s) the ballot was not approved, such as content issues or industry identified concerns.

In the event that the Chair of the Management Committee, in consultation with the Chair of the Working Group, determines that eventual approval of a ballot by the Management Committee is unlikely, the Chair of the Management Committee may abandon the work item associated with the ballot. Otherwise, all comments will be discussed, and all necessary changes and amendments will be made, before the work item is resubmitted to ballot.

4 Working Groups

4.1 Formation and TOR

The TOR for each new Working Group shall be prepared by the applicable Working Group, approved by the Management Committee, and include the following items:

- a) The scope of the work to be done and the deliverables to be produced; and
- b) The composition and eligibility requirements for the Working Group, or the process by which the Working Group participants will be selected.

Each Working Group TOR may be approved or amended as follows: The Management Committee will be requested to ballot the Working Group TOR or amendment within thirty (30) days after receipt, in accordance with its standard ballot rules, and shall be approved upon unanimous vote of all Management Committee members.

A TOR may be amended from time to time by following the approval process above.

4.2 First Meeting

The first meeting of a Working Group shall be held no sooner than:

- a) Fourteen (14) days after approval of the applicable TOR by the Management Committee;
- b) The minimum number of Working Group participants have been recruited; and
- c) Sufficient notice has been given to each Working Group participant in advance of the meeting, which shall be not less than fourteen (14) days in the case of a teleconference or other electronic meeting and thirty (30) days in the case of a face-to-face meeting.

4.3 Participation

Participation in Working Groups (exclusive of Council staff) is limited to Founding Members, Strategic Members and Affiliate Members. Each such organization may appoint one (1) primary and (1) one alternate representative with expertise relevant to the scope of the Working Group. There is no limit to the number of additional representatives a Founding Member, Strategic Member or Affiliate Member may appoint.

Working Group attendance is essential for the ongoing awareness and approval of key Working Group initiatives. Should the applicable Working Group Chair determine that lack of attendance is impacting the Working Group's deliverables, the issue will be brought to the attention of the Management Committee.

Each Working Group participant is expected to:

- a) Ensure their organization has sufficient representation to ensure quorum for the duration of each Working Group meeting and advise the Working Group Chair in advance if their organization will not have representation for the duration of a meeting.
- b) Review agenda and pre-reads in advance and be prepared to discuss during the meeting.

- c) Contribute to the completion of Working Group deliverables.
- d) Comply with the Operating Principles for PCI SSC Meetings set forth in Appendix A in connection with all Working Group activities.

4.4 Chair

All Working Groups are chaired by a full-time employee of PCI SSC (each a Chair). In the event a Chair seat is vacant, the Executive Director or Executive Committee shall appoint the Chair. It is the responsibility of each Chair to provide periodic reports to the Management Committee and to forward any issues that are unable to be resolved in the Working Group.

Working Group Chairs are expected to:

- a) Provide meeting agendas, and pre-read materials, and minutes in a timely manner.
- b) Remind participants of anti-trust policy at the start of each meeting.
- c) Keep meetings on track and to time.
- d) Facilitate discussions to meet meeting objectives.
- e) Monitor progress of work and completion of deliverables.
- f) Communicate Working Group progress, recommendations, completed deliverables for approval, new work proposals, changes to project timelines, and issues requiring escalation, to Management Committee and/or Executive Committee, as appropriate.
- g) Ensure all attendees are aware of the Operating Principles for PCI SSC meetings, attached as Appendix A.

4.5 Secretariat

The Council Secretariat is expected to:

- a) Facilitate technical aspects of Working Group meetings and provide support for use of collaboration technologies (e.g., WebEx, conference bridge).
- b) Facilitate onsite logistics during Working Group face-to-face meetings.
- c) Draft minutes for approval by the Working Group Chair (unless the Chair designates responsibility for taking minutes to Council staff) and distribute approved minutes to the Working Group.

4.6 Meetings

- a) *Frequency.* A Working Group shall meet on a schedule it determines to be appropriate, but not less frequently than monthly.
- b) *Notice.* Working Group meetings shall be called by email notice and (other than the initial Working Group meeting) scheduled at least seven (7) business days in advance (in the case of a telephonic meeting) and thirty (30) business days (in the case of a face-to-face meeting). A meeting agenda should be made available no later than two (2) business days prior to the meeting.
- c) *Quorum.* A majority of all Members and all Founding Members is required for the Working Group to conduct business. In the absence of such quorum, the meeting will be postponed until such quorum is reached.
- d) *Voting.* Voting is not mandatory however consensus should be reached.

- e) *Minutes*. Meeting minutes shall be recorded. Minutes will be distributed and posted in the applicable Working Group document repository, with e-mail notice to all Working Group Member representatives. Unless otherwise appointed by the Chair, minutes will be taken by a Council or Council Secretariat staff person.

4.7 Intellectual Property

All Technical Group activities are conducted under the Council's IPR Policy. Every company and individual company representative participating in a Technical Group, by participating in such Technical Group, thereby agrees to be bound by the terms and provisions of the IPR Policy.

4.8 Deliverables

A Working Group is responsible for producing the deliverables as defined in its TOR. Such deliverables may include, but are not limited to, the following: Draft Standards, revised Draft Standards, proposed Final Standards, Errata, and supporting Work Products such as FAQs. Each Working Group is also responsible for reviewing the work of SIGs and Task Forces associated with the Working Group and their respective Standard(s), reviewing and managing the process for associated RFCs, and approving any such work prior to submission to the Management Committee.

4.9 Consensus

Working Groups are conducted on a consensus basis. For this purpose, "consensus" shall mean general agreement after all participants have had an opportunity for their concerns to be heard and responded to. However, consensus shall not be understood to require unanimity, and the Chair shall have authority to determine when sufficient consensus has been achieved in any given case in order to ensure that the technical process is not unduly impeded.

4.10 Closing

A Working Group will be closed (a) at such time as the Standard for which it is responsible is retired, (b) as otherwise specified in its TOR, or (c) at such earlier time as may be declared by the Executive Committee.

5 Special Interest Groups (SIGs)

5.1 Formation and TOR

The formation of a Special Interest Group occurs through an election process involving all PCI Participants. Each year the Council will send out a call for SIG suggestions, and for a defined period, PCI Participants can submit ideas to the Council for SIGs, using the SIG submission form, which includes:

- a) The scope of the work to be done, the existing Standard(s) the work is related to, and the deliverables to be produced; and
- b) A timeline, not to exceed a maximum of ten (10) months, noting projected completion dates for deliverables and the anticipated lifecycle of the group.

As a first step in the election process the Management Committee will review all submissions. The outcome of this review will be the final selections which will be put forward for election by the PCI Participants. The SIG proposers will then have the opportunity to promote their SIG suggestion, which will include a specific session at both community meetings, after which the election will take place. Those proposals receiving the most votes will then be accepted as SIGs. In general, the top one to three may be implemented, but the Management Committee retains the option to extend or reduce this dependent on available effort, time, and the nature of the SIG subject.

After successful election the Council will open the SIGs to accept participants. The Council will finalize the Terms of Reference for the SIG, subject to approval by the Management Committee, including identifying necessary resourcing and expected completion of the deliverable(s).

If a SIG completes its deliverable(s) early enough in the year, the Management Committee may consider an additional SIG to be completed within the year. No more than two (2) SIGs may be in operation at any time and no more than three (3) SIGs will operate in any given year.

5.2 Participation

Participation in each Special Interest Group is open to all members of the Working Group to which that SIG reports, as well as to representatives of PCI Participants, QSAs, ASVs, Affiliate Members or others (such as liaison organizations) that have been approved for SIG participation by the Council but are not represented in the Working Group. Founding Member participation is encouraged but optional. Each SIG participant shall appoint one primary representative and may appoint one alternate representative. All participants shall acknowledge that being a participant of the SIG requires a commitment of time throughout the period of the project. An anticipated time commitment of up to five (5) hours each week for a minimum duration of three (3) months or the completion of the project, or such greater commitment as may be specified in the TOR. Any individual SIG participant representative who, in the judgment of the Chair of the SIG, is being disruptive, violating the Meeting Code of Conduct, or otherwise impeding the progress of that SIG will be asked to step down by the Chair of the SIG.

5.3 Chair

All Special Interest Groups are chaired by a full-time employee of PCI SSC in accordance with the respective SIG TOR. It is the responsibility of the Chair to (i) provide overall project management of the work, (ii) provide periodic reports to the Working Group and Management Committee, and (iii) forward any issues that s/he is unable to be resolved in the SIG.

5.4 Meetings

- a) *Frequency.* A SIG shall meet on a schedule it determines to be appropriate, but not less frequently than once every month.
- b) *Notice.* SIG meetings shall be called by email notice and scheduled at least seven (7) business days in advance (in the case of a telephonic meeting) and thirty (30) business days (in the case of a face-to-face meeting). A meeting agenda should be made available no later than two (2) days business days prior to the meeting.
- c) *Minutes.* Meeting minutes shall be recorded. Minutes will be posted in the applicable SIG document repository, with e-mail notice to all SIG member representatives. Unless otherwise appointed by the Chair, minutes will be taken by a Council or Secretariat staff person.

5.5 Deliverables

All work products of a SIG, once agreed upon by the SIG members, shall be submitted to the parent Working Group for further approval. All work products should provide guidance and clarity to existing or potential Standards and should not conflict with or supersede existing requirements of a Standard.

6 Task Forces

6.1 Formation and TOR

A Task Force is created to address a need that requires immediate attention, possible outside SME support and may extend across multiple Working Groups. A Task Force will typically have a specific objective and/or deliverable, as well as a limited lifespan.

A TOR for a Task Force may be put forward by a Member, a Working Group, the

Management Committee, or the PCI Security Standards Council and shall include the following items:

- a) The scope of the work to be done, the existing Standard(s) the work is related to, and the deliverables to be produced;
- b) A timeline noting projected completion dates for deliverables and the anticipated lifecycle of the group;
- c) The associated Working Group to which the Task Force will report;
- d) The skill set necessary for qualified participants; and
- e) The process by which qualified participants will be selected.

The approval process of a Task Force TOR is as follows:

- a) The Management Committee will be requested to ballot the Task Force TOR within thirty (30) days, against their standard ballot rules. Further progress cannot be made until unanimous vote of all Management Committee members is received.
- b) If a Management Committee member is unable to participate in the discussion or ballot, the member concedes to any position approved at a Management Committee meeting, or by a Management Committee ballot, by the requisite number of affirmative votes.

No Working Group will have more than one (1) Task Force at any given time that is not shared with another Working Group(s). Changes to the TOR, as well as exceptions to length, participation, etc. must be approved by the Management Committee.

6.2 Participation

Participation in a Task Force is by invitation of the Management Committee or representing Working Group chair and requires an acknowledgement of an anticipated time commitment of up to ten (10) hours each week for a minimum duration of three (3) months or the completion of the project, or such other commitment as may be specified in the Task Force TOR. Organizations participating in the Task Force are allowed to nominate up to two representatives.

6.3 Chair

All Task Forces are chaired by an employee or designated representative of PCI SSC in accordance with the applicable Task Force TOR. It is the responsibility of the Chair to provide overall project management of the work as well as periodic reports to the reporting group specified in the TOR.

6.4 Meetings

- a) *Frequency.* A Task Force shall meet on a schedule it determines to be appropriate, but not less frequently than quarterly.
- b) *Notice.* Task Force meetings shall be properly called and scheduled at least seven (7) business days in advance. A meeting agenda should be made available no later than two (2) business days prior to the meeting.
- c) *Minutes.* Meeting minutes shall be recorded. Minutes will be distributed to all Task Force participant representatives and/or posted in the group document repository consistent with then-current Council practices. Unless otherwise appointed by the Chair, minutes will be taken by a Council or Council Secretariat staff person.

6.5 Deliverables

All work products of a Task Force, once agreed upon by the Task Force participants, shall be submitted to either the parent Working Group or SIG, as specified in its TOR, for further approval.

7 Operational Working Groups

The following Operational Working Groups report to the Management Committee: PCI Forensic Investigator (PFI), Quality Assurance (QA), and Lab Management (LM). The Management Committee may create new Operational Working Groups to address program or operational matters, subject to approval of the Executive Committee.

7.1 Formation and TOR

The TOR for each new Operational Working Group shall be developed by the Management Committee, and shall include the following items:

- a) The scope of the work to be done and the deliverables to be produced;
- b) The agreed-upon membership of the group, or the process by which members for the group will be selected; and
- c) The qualifications required for approval as a member of the Operational Working Group.

Each Operational Working Group TOR approved by the Management Committee shall be submitted to the Executive Committee for final approval, and upon such final approval, the corresponding Operational Working Group shall be established.

Each Operational Working Group must review its TOR once each year and bring any proposed changes to the Management Committee for approval.

7.2 Participation

Membership in any Operational Working Group (exclusive of Council Staff) is limited to Founding Members and Strategic Members. Each organization must appoint (1) one primary and (1) one alternate representative with expertise relevant to the scope of the Working Group. There is no limit to the number of additional representatives a Founding Member or Strategic Member may appoint.

7.3 Chair

All Operational Working Groups are chaired by a representative of the Council's Programs & Operations team. It is the responsibility of each Operational Working Group Chair to provide periodic reports, and to forward any unresolved Operational Working Group issues, to the Management Committee.

7.4 Meetings

- a) *Frequency.* Each Operational Working Group shall meet on a schedule it determines to be appropriate.
- b) *Notice.* Operational Working Group meetings shall be properly called and scheduled at least seven (7) calendar days in advance (in the case of a telephonic meeting) and thirty (30) calendar days (in the case of a face-to-face meeting). A meeting agenda should be made available no later than two (2) business days prior to the meeting.

- c) *Quorum*. A majority of Operational Working Group Members is required for the Operational Working Group to conduct business, however no final voting can take place until all Founding Members are represented. In the absence of such quorum, the meeting will be postponed until such quorum is reached.
- d) *Voting*. Only primary representatives of the members of the applicable Operational Working Group, or, in their absence, their alternates, may vote on any motions of that Operational Working Group. To approve an action a unanimous vote of the applicable Member representatives serving on such Operational Working Group must occur.
- e) *Minutes*. Meeting minutes shall be recorded, noting all discussions and decisions made. Minutes will be distributed and posted in the applicable Operational Working Group document repository, with e-mail notice to all Operational Working Group representatives. Unless otherwise appointed by the Chair, minutes will be taken by a Council or Council Secretariat staff person.

7.5 Deliverables

An Operational Working Group is responsible for producing the deliverables as defined in the charter approved by the Executive Committee for that Operational Working Group.

7.6 Status Reporting

Each Operational Working Group reporting to the Management Committee must provide the Management Committee with a status report annually.

8 Standards Development, Maintenance and Withdrawal

8.1 Standards Development

Decisions to develop new Standards and associated PCI SSC programs are made by the Executive Committee. Decisions regarding revisions to existing Standards and associated PCI SSC programs are made at the Executive Committee or Management Committee level, depending on the work item.

Proposals for the foregoing may be submitted to the Executive Committee or Management Committee, as applicable depending on the work item, by Working Groups or Committees, and may also be proposed through feedback and suggestions of the Board of Advisors, PCI Participants, or other industry stakeholders.

Development of all such work items is managed by an applicable Working Group and proceeds in accordance with the PCI SSC Standards Development Policy (Standards Development Policy), these Rules of Procedure, and the applicable Working Group TOR.

8.2 Stakeholder Feedback Cycle

For Major Standards Work Items (defined in the Standards Development Policy) and other work items at the request of the applicable the applicable Working Group, Management Committee, or Executive Committee, the work item is subject to a stakeholder feedback cycle, which may include one or more requests for comments (RFCs) in accordance with the Standards Development Policy.

8.3 Council Review

Both before and after the stakeholder feedback cycle, the Management Committee reviews the work item to ensure it conforms to its TOR and that it aligns with the Council's strategy and industry goals. The Management Committee then has thirty days from submission by the Working Group to approve the work item by unanimous ballot and forward the item to the Executive Committee. For all Major Standards Work Items, the Board of Advisors engagement process described in the Standards Development Policy occurs within this thirty-day period.

Both before and after the stakeholder feedback cycle, upon recommendation by the Management Committee, the Executive Committee is then requested to conduct a ballot to approve the work item within 30 days of receipt. At the pre-stakeholder feedback stage, Executive Committee approval of Major Standards Work Items initiates the RFC process. At the post-stakeholder feedback stage, Executive Committee approval of Major Standards Work Items initiates the Board of Advisors ballot process.

Any work item may be abandoned prior to publication in accordance with the Standards Development, upon approval by the Executive Committee, or upon a determination by the Chair of the applicable Working Group that eventual approval by the Executive Committee or the Board of Advisors (if required) is unlikely and approval of a corresponding Issue Summary and ballot by the Management Committee.

8.4 Periodic Review

All published Standards are formally reviewed periodically to ensure the content remains applicable, relevant, and up to date. This review will be undertaken by the original Working Group, or if this group is no longer constituted, then responsibility falls to the Management Committee, who may charter a new Working Group.

8.5 Editorial Changes and Errata

The Management Committee or Working Group may, at the direction of the Executive Committee, make minor editorial changes to a Standard, provided such changes do not materially change the intent of the Standard.

Any purported erratum shall be discussed by the Working Group responsible for the Standard. If an update to Standard is deemed necessary to address the errata, the Working Group shall submit an issue summary to the Management Committee for approval to move forward.

Work items other than Major Standards Work Items (including updates to Standards that are not Major Revisions (defined in the Standards Development Policy) are not subject to stakeholder feedback cycles or Board of Advisors review and will be submitted to Management Committee and Executive Committee for approval to publish.

The Council may publish errata at any time if so required. If errata are required, they become effective immediately unless stated otherwise.

8.6 Withdrawal

It is anticipated that some Standards may reach obsolescence, and as a result need to be withdrawn.

During a formal review of the standard, if the Working Group agrees that there is no longer a market need for the Standard to be supported by the Council, the Working Group shall commence a Standard withdrawal process by notifying the Management Committee that it is seeking to withdraw the Standard.

The Management Committee will review the status of the Standard and if in agreement with the Working Group shall notify the Executive Committee that it is seeking to withdraw the Standard.

The Executive Committee shall review the status of the Standard, and if in agreement, shall vote to withdraw the Standard using the Executive Committees normal voting process.

Upon confirmation from the Executive Committee that the Standard may be withdrawn, the Management Committee shall determine the withdrawal date for the Standard. A withdrawal notification announcement will be posted on the Councils public web site, indicating that the Standard will be withdrawn and the withdrawal date.

Upon reaching the withdrawal date, the Standard will be removed from all Council web sites.

Should the Management Committee or Executive Committee reject the withdrawal notification, then the Standard will be reviewed as described above and continue to be supported by the Council and listed on the Council's public web site.

9 Resources

Official copies of all resources of the Management Committee and its associated Working Groups, SIGs, and Task Forces, including web pages, documents, e-mail lists and any other records of discussions, shall only be located on facilities designated by PCI SSC and visible only to the members of such group and those groups senior to such group (e.g., the Management Committee). The aforementioned does not apply to Operational Working Groups as defined in section 7 above.

10 Document Format and Quality

All technical documents and other files produced by the Council, including Work Products at any level of approval, shall use the appropriate document authoring template, include the appropriate designations on the cover page such as title, date, revision number, and contain the PCI SSC copyright notice, logo and any disclaimers and notices then required for Standards or other Council materials. Additional guidelines, such as style guides, may be produced from time and time and, if present, shall be adhered to.

11 Maintenance of Rules of Procedure

These Rules of Procedures are maintained by the Management Committee and may be revised from time to time, as deemed necessary, and approved by the Executive Committee using their standard voting procedure. The effective date of any future revisions will be a minimum of 30 days from the date of approval to allow sufficient time for process changes to be implemented unless to cure a discrepancy between these Rules of Procedures and the LLC Agreement or IPR Policy, in which case such changes will be effective immediately.

Appendix A: Operating Principles for PCI SSC Meetings

1 Meeting Etiquette

PCI SSC Meeting participants are expected to adhere to the following etiquette practices:

- Be on time.
- Be attentive and focused on the meeting discussion.
- Avoid the temptation to do other work while attending the meeting.
- Stay on the topic being discussed.
- Respect the Chair and the views and opinions of all attendees.
- Wherever possible, do not make or accept calls during the meeting.
- Refrain from recording or using AI to transcribe meetings.

1.1 Conference calls and online meetings

- Aim to dial-in 1-3 minutes before the scheduled start time to ensure the meeting starts on time.
- Announce your arrival. Announce your departure if leaving a meeting while in progress and your absence results in a lack of representation for your organization.
- Mute your line when not speaking.
- If dialing in on a phone line, do not put meeting calls on hold.
- Do not use any computer or phone features that would disrupt the meeting.

1.2 Face to face (in-person) meetings

- Aim to arrive at the meeting at least 10 minutes prior to the scheduled start time to allow time to set up before the meeting starts.
- If needed, introduce yourself to the attendees giving your name, company, and position.
- Set your mobile phone to silent.
- Where possible, avoid leaving the meeting room during discussion.

1.3 Hybrid meetings

- Follow the rules above corresponding to your means of attendance at the meeting.

2 Meeting Behavior

All meeting participants are expected to comply with the following while attending PCI SSC meetings and related activities.

2.1 Equality and Assignment of Work

- All meeting participants, regardless of company represented, are professionals in their field. Participants are expected to treat each other as peers working together to accomplish a common goal.

- A meeting participant should not assign work to another participant or participant company. The assignment of work is determined by the Chair and agreed to by consensus.

2.2 Expected Behavior

- Attend meetings with a collaborative attitude and maintain positivity throughout the meeting.
- Communicate constructively and professionally. Use words and tone that support an atmosphere of collaboration.
- Do not use or engage in demeaning, aggressive, or insulting behavior or language.
- Treat all meeting participants with respect and consideration, valuing a diversity of views and opinions.
- Be patient and courteous while others are speaking and do not interrupt.
- Do not engage in personal attacks directed toward other participants.
- When expressing disagreement, focus any critique on the idea rather than the individual.
- Do not allow an individual or personal issue or dispute to affect conduct within the meeting. All such issues and disputes should be resolved separately and outside of the meeting.

2.3 Discussions and Disagreements

Healthy debate and discussion are often necessary to reach a consensus. It is understood that differences in opinion, ranging from mild to strong, are a natural part of the discussion process.

When such disagreements arise, participants are expected to comply with the rules specified herein and the instructions of the applicable Chair, and to remain respectful to all participants, including those with whom they disagree.

Appendix B: Glossary

Affiliate Member: A regional or national organization that (a) defines standards and influences adoption by its constituents who process, store or transmit cardholder data and (b) has been and remains accepted as an Affiliate Member of the Council.

Draft Standard: A specification under development by a Working Group.

Founding Member: A Member that shares equally in the Council's governance, operations and ownership.

IPR Policy: The then current version of the "*Intellectual Property Rights Policy*" adopted by the Council's Executive Committee.

Member: A member and signatory of the LLC Agreement. For the avoidance of doubt, Affiliate Members and PCI Participants are not considered "Members" for purposes of this definition or these Rules of Procedure.

PCI Participant: A company that has been and remains accepted as a PCI Participant of the Council. PCI Participants are industry stakeholders such as merchants, banks, processors, vendors and other entities that enroll annually to participate in Council activities in order to review proposed changes and propose modifications to Draft Standards and other Work Product.

Standard: A specification developed by a Working Group that is adopted by the Council.

Strategic Member: A multinational acceptance mark (a) with demonstrated commitment to PCI Security Standards and (b) that has been and remains accepted as Strategic Member of the Council.

Terms of Reference: A statement of the scope, objectives such as deliverables, meeting logistics and participants for a designated group. The TOR defines the participant's responsibilities, outlines the intended objectives, and defines the authority of the various roles such as the chair. It serves as the reference of authority for the future of the group.

Technical Group: Any Working Group, SIG, Task Force or other PCI SSC group, committee or initiative formed or operated by PCI SSC for a technical purpose.

Work Product: Any work created by the Council, including but not limited to, Standard Requirements and Testing Procedures, FAQs, Information Supplements, email communications, Guidance documents.