



Charter

Nuclear Information Technology Strategic Leadership (NITSL) Inc.

**Approved: Alisha Bettcher, Chairperson
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NITSL Charter

1.0 MISSION

NITSL establishes a forum to provide leadership and strategic guidance for information technology in the nuclear industry.

2.0 GOAL

The goal of NITSL is to be recognized by the nuclear industry as the authoritative source for leadership and strategic guidance related to information technology pertinent to safe, secure, reliable, and cost-effective nuclear power generation. This goal is achieved by information sharing through benchmarks, operating experience and conferences.

3.0 BUSINESS PURPOSE

The NITSL business purpose is to coordinate a consistent direction in industry-wide initiatives and serve as an interface for communications with regulators and industry groups. NITSL originated from a topical area within INPO. NITSL receives their primary governance and oversight through awareness of industry challenges and/or needs. NITSL maintains close relationships with advisory members, including EPRI, NEI and INPO, for expanded insight on industry needs and engagement in industry initiatives related to Information Technology.

The current focus areas of the NITSL strategic direction support the following four (4) core process initiatives distinct to nuclear power generation:

- Software Quality Assurance (SQA)
- Cyber Security for Nuclear Power Reactors
- Digital Control Systems
- Infrastructure and Applications

The NITSL Executive Committee (EC) supports a Standing Committee for each of these core initiatives. Each Standing Committee has a Chairperson and Executive Sponsor. The Standing Committees are expected to stay abreast of emergent regulations and best practices with the goal of providing useful products and a forum for industry wide feedback for the membership of NITSL.

The NITSL EC may commission new projects and/or standing committees to address an industry need.

4.0 NITSL COMMITTEES

4.1. Executive Committee

The NITSL Executive Committee (EC) provides leadership that supports the NITSL Standing Committees by:

1. Sponsoring Standing Committees for each core process initiative that provides opportunities to achieve common solutions.
2. Establishing direction and leading Nuclear Information Technology initiatives that respond to changes in the nuclear industry.

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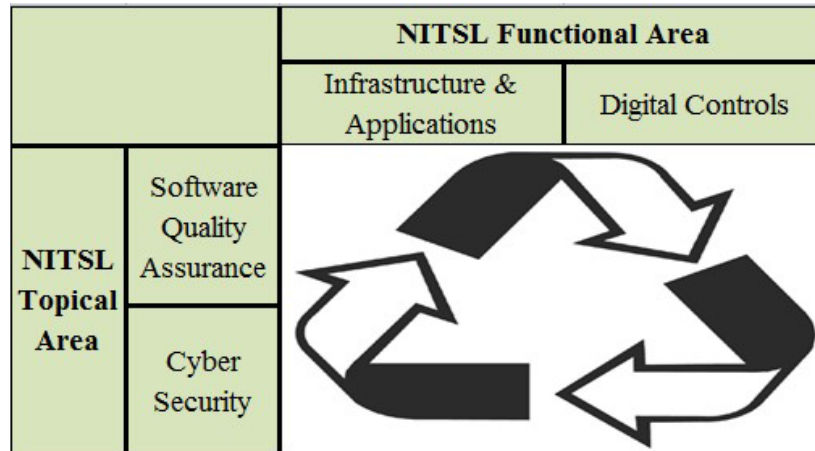
3. Developing and enhancing the skills and expertise of the NITSL membership through conferences and training opportunities.
4. Applying business discipline to processes and operations.
5. Maintaining communications with external organizations and industry groups to ensure NITSL activities and business plans are aligned with existing and emergent regulation and industry activities.
6. Providing communications as needed to Chief Nuclear Officers (CNOs), EPRI, NEI, and INPO to ensure that NITSL activities and business plan are aligned with the needs of the nuclear industry.
7. Maintaining a current active website describing NITSL activities.

4.2. Standing Committees

1. The NITSL Standing Committees are governed by the NITSL Charter and conduct activities and initiatives that set direction for each core process by:
 - a. Providing leadership, focus, direction, and support to ensure that problems/issues are raised and resolved by the committees to achieve common objectives. This is done by effectively monitoring emergent regulation and facilitating forums to bring about industry consensus.
 - b. Leveraging benchmarks, operating experience, and conferences for information sharing to ensure that the nuclear information technology community effectively utilizes best practices and lessons learned.
 - c. Providing guidance documents.
2. Chairperson and Co-Chair(s) for a standing committee will be elected at the NITSL annual conference by the utilities who are present and represented on that committee. These elections are facilitated by the outgoing Chairperson or EC member who is the standing committee sponsor.
3. Decision process for committees will be to drive consensus – any commitment of funds will be presented to the full EC for disposition.
4. Each committee of NITSL is expected to conduct regular teleconference calls for committee membership participation in conducting business of the committee. These calls should occur monthly at a minimum. The results of these calls will be reported to the EC Standing Committee Sponsor.
5. Each committee will post committee documentation including meeting minutes, survey results and whitepapers at a location approved by the EC.
6. Committee membership information should be kept up-to-date on the website by its members.
7. Each committee may provide direct contact with NEI and the NRC as directed by NEI regarding standing committee activities impacting licensee holders.

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8. Each committee will seek opportunities to leverage the inherent overlaps between the standing committees. The Standing Committees may work together to promote common business practices to achieve cost effective, secure and reliable solutions while ensuring regulatory compliance.
9. Each committee will seek opportunities to leverage the inherent overlaps between the standing committees as shown in the following diagram:



5.0 STANDING COMMITTEE DEFINITIONS

5.1. Software Quality Assurance

The NITSL Software Quality Assurance Committee (SQA) provides leadership to the nuclear power industry related to SQA, unique to nuclear. As a core process initiative distinct to nuclear power, nuclear SQA defines, implements, and measures software life cycle compliance with regulatory requirements.

The committee reviews and develops guides, coordinates software quality assurance and quality assurance-related codes and standards applicable to nuclear facilities. Lastly this committee interfaces with the other NITSL standing committees to promote common business practices for cost effective, reliable solutions promoting regulatory compliance.

5.2. Cyber Security

The NITSL Cyber Security Committee (CS) provides leadership to the nuclear power industry related to NRC, NERC and NIST cyber security activities. As a core process to nuclear power, nuclear cyber security defines, implements, and measures cyber security compliance with regulatory requirements.

The committee reviews and develops guides, coordinates cyber security and quality assurance-related codes and standards applicable to nuclear license holders.

5.3. Digital Controls

The Digital Controls Committee (DC) provides leadership to the nuclear power industry in the area of digital plant process monitoring & control equipment throughout its life cycle. The DC committee will prioritize focus areas based on current regulatory issues,

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interfaces and processes supporting the effective use of Information Technology in the plant, and other areas of common interest to the NITSL community. The DC will leverage and promote the use of collaboration technology to enhance information sharing and communications within the NITSL community.

5.4. Infrastructure And Applications

The Infrastructure and Applications Committee (I&A) provides leadership for implementing and maintaining cost effective IT infrastructure and applications that align with nuclear business strategy essential to ensuring the success of the nuclear power industry. The I&A committee will provide leadership to the nuclear power industry as related to nuclear IT business infrastructure and applications. Given the broad reaching scope of infrastructure and applications, the I&A committee will prioritize focus areas based on current regulatory issues, IT industry factors, or other areas of high interest to the NITSL community.

6.0 NITSL DOCUMENTS

6.1. Charter & Bylaws

The NITSL Charter outlines the strategic direction of the organization. It delineates the founding principles, core initiatives, responsibilities, and focus areas. **Changes to the NITSL Charter & Bylaws, other than editorial, are approved by a simple majority of the NITSL voting members present at the annual conference or through other electronically verifiable means.**

6.2. Operating Procedures

The NITSL Operating Procedures address specific operational aspects for the organization.

The operating procedures should be periodically (once every two years) reviewed and updated as needed. Changes to the operating procedures are approved by unanimous vote of the EC.

6.3. Strategic Plan

The NITSL Strategic Plan defines NITSL's strategy and objectives for the next 5 years and establishes an action plan for achieving those objectives.

The strategic plan should be reviewed and updated annually by the EC. Changes to the strategic plan are approved by the EC. All changes to the strategic plan should be conveyed to the general membership.

7.0 PRINCIPLES OF SHARING

Members of NITSL are reminded that sharing of information within the organization is done as public information. Information of a sensitive nature is covered in closed sessions and US members are reminded that provisions of export laws like 10 CFR 810 may apply.

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8.0 MEMBERSHIP

Membership to the NITSL is available as follows:

8.1. Voting Membership

1. All utilities/companies who are US commercial nuclear power plant or nuclear fuel license holders may participate in NITSL as voting members. The utilities/companies are referred to herein as "Members."
2. Contracted representatives of a member utility (e.g. staff augmentation or outsourcing) are allowed to participate in NITSL activities as though they were an employee of the member utility. NITSL membership for such a representative ends when the person's representation of the member utility ends.

Examples:

- a. Utility hires a vendor to perform an upgrade to the utility's digital turbine control system. Vendor personnel are not allowed to represent utility in NITSL activities.
 - b. Utility outsources their IT related activities to vendor. Vendor personnel are allowed to represent utility in NITSL activities with the permission of the utility.
 - c. Utility contracts vendor to provide staff augmentation to utility. Vendor assigns vendor employee to satisfy the contract. Vendor employee reports to work at utility and works alongside utility employees for the term of the contract. Vendor employee is allowed to represent utility in NITSL activities with the permission of the utility.
3. Membership shall be established by payment of an annual fee as established by the NITSL EC. Payment of the dues grants the member the right to vote and participate in NITSL activities, such as conferences and benchmarks and allows member representatives access to the NITSL web site (www.nitsl.org).
 4. Individuals from voting membership utilities are allowed to attend NITSL closed sessions.

8.2. Associate Membership

1. An associate membership is available for non-US nuclear partners; this can include those pursuing a license, renewing a license, have an existing license and/or active power plant, provides research consultation to non-US nuclear partners, etc.
2. An associate membership is also available for US nuclear partners that do not have an existing license; this can include those that are pursuing a license and/or provide research/consultation to the US nuclear industry for technology usage and are not an advisory member.
3. The associate member
 - b. Shall be a non-voting member

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- c. May not serve on the NITSL EC
 - d. May not serve as chairperson or co-chair of standing committee
 - e. May not participate in NITSL activities designated as “closed session for members only” unless invited by Standing Committee chair and approved by Standing Committee Executive Sponsor.
4. The NITSL EC shall review all requests for Associate Membership and grant membership if the membership of the applicant is beneficial to NITSL. Similarly, associate membership may be revoked if the associate member represents a conflict of interest or is not beneficial to NITSL, as determined by the NITSL EC.
 5. Associate membership shall be maintained by payment of an annual fee as established by the NITSL EC.
 6. Associate membership may be revoked by unanimous vote of the EC.

8.3. Advisory Member

1. EC approved industry expert organizations shall be considered advisory, non-voting members of NITSL e.g, NRC, NEI, INPO. No membership fee is required for advisory members. Current Advisory members are listed on the NITSL member web site.

An Advisory Member is allowed to participate in all NITSL activities, including conferences, benchmarking activities, and NITSL closed sessions as approved by the standing committee chairs.

2. The Advisory Member may register up to one participant for the conference at no charge.
3. The Advisory Member may register additional participants by paying an additional registration fee established by the NITSL EC.
4. 4. Other organizations may be considered advisory at the invitation of the EC.

8.4 Vendor Membership

1. A Vendor membership is available for vendor companies that provide technologies and/or technology consulting in support of the nuclear industry.
2. The vendor member:
 - a. Shall be a non-voting member
 - b. May not serve on the NITSL EC
 - c. May not serve as the chairperson or co-chair of a standing committee
 - d. May participate in NITSL activities including monthly standing committee meetings and other activities unless designated as “closed session for utility members only”. Participation must remain vendor neutral
3. Vendor membership shall be maintained by payment of an annual fee as established by the NITSL EC, which allows a presence at the NITSL Conference, including a vendor booth at Vendor Night and allows for two vendor representatives.

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4. The Vendor Member may register additional participants by paying an additional registration fee established by the NITSL EC.
5. The NITSL EC shall review all requests for Vendor Membership and grant membership if the membership of the applicant is beneficial to NITSL. Similarly, Vendor membership may be revoked if the vendor member represents a conflict of interest or is not beneficial to NITSL, as determined by the NITSL EC.
6. May be invited to co-present sessions with utility members during the NITSL conference with NITSL EC approval. Presentations must remain vendor neutral.
7. Sponsorship opportunities for the conference are available for purchase as established by the NITSL EC.

9.0 NON-MEMBERSHIP VENDORS AND CONTRACTORS

9.1 Vendors

1. Vendor companies may partner with other vendors in a booth however each attending vendor company is required to pay a booth fee. Our distinction of separate vendor companies is by their registered email address during the NITSL conference registration. There will be no exceptions to this policy.
2. Vendors who provide products and services that align with the NITSL mission and strategy may be invited to attend the NITSL conferences.
3. Selected vendors will pay a NITSL fee established by the EC to attend Vendor Night.
4. The Vendor Night fee includes the registration fee for one vendor representative.
5. The selected vendor may register additional participants by paying an additional registration fee established by the NITSL EC.
6. The Vendor Night fee allows the vendor representatives to attend the NITSL Conference as well as the Vendor Night.
7. Non-Membership Vendors may not present or co-present unless approved by NITSL EC. Presentations must remain vendor neutral.
8. Sponsorship opportunities for the conference are available for purchase as established by the NITSL EC.

NOTE: For the purposes of the following section, it is assumed that the contractor is NOT performing staff augmentation activities for the member utility and would not meet the criteria for NITSL membership as described in Section 8.1 above.

9.2. Contractors

Contractors who perform activities for a member utility may be invited to attend the NITSL conferences.

1. Contractors may only attend the NITSL conference representing a member utility at the permission of the NITSL EC and the member utility being represented.
2. Contractors representing a member utility will have no voting rights.
3. Selected contractors will pay a NITSL fee, established by the EC, to attend the NITSL conference.

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4. Selected contractors may be invited to provide presentations during the NITSL conference with NITSL EC approval. The conference registration fee may be reduced if the contractor is a presenter. Presentations must be vendor neutral.

10.0 NITSL ADMINISTRATOR

The NITSL Administrator works in conjunction with the NITSL EC to support NITSL business. A Professional Services Contract will be in effect and govern the services provided by the NITSL Administrator. Typical services provided by the NITSL Administrator include:

1. Maintenance of the official list of NITSL representatives and industry points of contact.
2. Support and coordination for the annual conference.
3. Routing of utility information requests to all NITSL utility contacts and coordination of responses.
4. Coordinating any required NITSL support staff.
5. Be the custodian of all records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of the Bylaws, to duly executed documents of this corporation.
6. Process monthly invoices and make payment for services provided to NITSL following the approval process.
7. Prepare and send annual membership dues statements to member utilities. Send follow-up request to member utilities for annual membership dues that are overdue.
8. Coordinate the collection of annual membership dues, arrange for and ensure deposit in the NITSL bank account.
9. Process member registration and provide receipt of payment for the annual membership meeting.
10. Reconcile the NITSL bank account on a monthly basis and include a copy of the bank statement with the monthly financial statement submitted to NITSL Financial Officer.
11. Prepare and distribute a monthly financial statement to the NITSL Financial Officer for review to be distributed to the EC.
12. Maintain all NITSL financial records and perform a monthly backup to an off-site electronic repository as directed by the EC.
13. Provide financial records to the Accounting Firm engaged by NITSL for preparing annual tax returns (federal and state) and for conducting an annual audit of NITSL financials.
14. Maintain and update the NITSL site including membership to the site.

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15. Interface with conference venues concerning technology support during the annual NITSL Conferences.

11.0 NITSL EXECUTIVE COMMITTEE STRUCTURE

The NITSL Executive Committee consists of a minimum of 3 and a maximum of ten elected directors. There are 5 offices available to be held by elected directors. The NITSL EC provides management direction and leadership necessary to conduct ongoing business. The NITSL EC members are elected from the NITSL membership for a two-year term of service. No more than one representative from a utility/company will be voted onto the EC. EC members who are within their elected term that are relocated to a different nuclear utility causing two EC members to be from the same utility/company may conclude their term if there is a unanimous decision by the EC board members. The positions within the EC are filled internally by the EC members by elections and/or appointments as deemed appropriate. EC members who are unable to fulfill the duties of their position may resign. EC officer responsibilities are as follows:

11.1. Chair

1. Chairs the NITSL EC meetings, monitors active participation, and ensures an appropriate quorum.
2. Ensures that effective interfaces with other industry groups exist and that industry activities are coordinated.
3. Implements the strategy, policies, and procedures of the organization.
4. Maintains and publishes a list of open and completed action items.
5. Ensures the NITSL Administrator maintains the official list of NITSL representatives and industry points of contact.
6. Leads the EC in the coordination of meeting arrangements.
7. Determines cost allocation to the NITSL membership and other fee structures.
8. Ensure periodic review of NITSL Administrator's compensation.
9. Ensure timely execution of all EC duties.
10. Develops and maintains the NITSL Charter and Operational Procedures.

11.2. Vice Chair

1. Chairs the NITSL EC meetings in the chairman's absence.
2. Collaborates with chair on the strategy, policies, and procedures of the organization.
3. Serve as an executive sponsor for NITSL strategic initiatives as assigned.
4. Independently reviews and approves invoices submitted to NITSL.

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11.3. Secretary

1. Have charge and be responsible for records of the corporation.
2. Keep the record of the minutes of the meetings of the directors with details of whether special or regular, how called, how notice was given, the names of those present or represented and the proceedings thereof.
3. Ensures that meeting minutes are recorded and published.
4. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney on request thereof, the Bylaws and the minutes of the proceedings of the directors of this corporation.
5. Perform all duties incident to the office of the Secretary and such other duties as may be required by law, Articles of Incorporation, Bylaws or which the EC may prescribe from time to time.

11.4. Financial Officer

1. Reviews and approves invoices submitted to NITSL.
2. Ensures summary of monthly invoices are provided to the NITSL EC and provides an Income/Expense report to the NITSL EC quarterly.
3. Ensures a periodic audit of NITSL finances is conducted and presents the audit report to the EC for approval.
4. Prepares a financial forecast for NITSL and submits it to the NITSL EC for approval.
5. Presents a financial report to the NITSL membership at an annual meeting.
6. Provides oversight to the NITSL Administrator for all financial matters.

11.5. Communications Officer

1. Develops, executes, and maintains the NITSL Communications Plan.
2. Produces newsletter quarterly from content provided by the officers and committee chairs.
3. Develops and maintains NITSL overview documents for use within and outside the organization.
4. Posts content on NITSL Company social media page
5. Captures photos from NITSL related events for NITSL use

11.6. Directors & Officers

1. Serve as an executive sponsor for NITSL strategic initiatives as assigned
2. Perform duties as assigned by the NITSL Chair.

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3. Promote the use of collaboration technology to enhance information sharing and communications within the NITSL community.
4. Ensure NITSL website and member site is current with technology standards and functional for users.

12.0 NITSL INDUSTRY GROUP COLLABORATION

NITSL works with other industry groups as needed to ensure cooperation on industry issues.

The EC will help NITSL maintain relationships with industry groups through regular meetings, facilitated visits, conferences and forums, as applicable.