

# DECENTRALIZED IDENTITY FOUNDATION

## GOVERNANCE - OPERATING ADDENDUM

### **1. Mission of Decentralized Identity Foundation (“DIF”).**

- a. The Decentralized Identity Foundation (DIF) exists to advance the interests of the decentralized identity community, including performing research and development to advance “pre-competitive” technical foundations towards established interoperable, global standards.

### **2. Membership.**

- a. DIF membership shall be composed of Associate and Contributor Members, Liaisons and Individual contributors. Only members of a membership category may provide contributions to DIF’s specifications, standards work and technical codebases. During the term of their membership, all members will comply with all such policies as the JDF and/or the DIF Steering Committee may from time to time adopt with notice to members.
- b. The Liaison category of membership is limited to non-profits, open source projects, and government entities, and requires approval by the Steering Committee, which may be conditional on criteria set by the SC on a per-case basis. If the Liaison is a membership organization, becoming a Liaison to DIF does not confer DIF membership benefits or rights (including IPR protections) to that organization’s members.
- c. Feedback Agreement should only be signed by individuals who can legally represent themselves and own the IP of their contributions.
- d. Associate Members, Contributor Members and Liaison shall be entitled to benefits listed in the [Participation Matrix](#)
- e. DIF welcomes and encourages participation by everyone. We are committed to being a community that everyone feels good about

joining. Although we may not be able to satisfy everyone, we will always work to treat everyone fairly. No matter how you identify yourself or how others perceive you: we welcome you. Though no list can hope to be comprehensive, we explicitly honour and proactively attempt to nurture diversity in age, culture, ethnicity, genotype, gender identity or expression, language, national origin, geographic distribution, neurotype, phenotype, political beliefs, profession, race, religion, dis/ability, sexual orientation, socioeconomic status, subculture and technical ability. Diversity of perspective, identity and experience should be considered a positive contribution. Diversity and empathetic, pro-actively inclusive ways of stewarding cooperation is an ongoing commitment, not a one-time gesture;

### 3. Governance Overview

- a. The primary structure of DIF divides roles between an executive director, a steering committee, a technical committee, and staff to help with member services, operations, and communications.
- b. DIF is a membership organization and the **Steering Committee** represents both the interests of members, and the wider community and future users of the technology.
- c. The **Technical Steering Committee**, which may or may not have other members in common with the Steering Committee, is led by a TSC Chair who also is part of the Steering Committee.

### 4. Steering Committee

- a. **Nomenclature** - the Steering Committee can be referred to publicly as the “Governance Committee” to clarify its division of responsibilities with the “Technical [Steering] Committee.”
- b. **Composition** – the Steering Committee members shall consist of:
  - i. Up to ten (10)+1 Members (TSC Chair as 11th), no two representing the same member organization, elected by the Associate Members.
    - 1. The TSC (Technical Steering Committee) Chair shall be a full member with voting rights on both SC and TSC, as

defined in Section 5 below. This dual-member will count towards the distribution requirements (1 SC member maximum per member), as well as towards the following requirement:

- ii. No less than 2 each from the following membership categories:
  - 1. Associate Members with >1000 employees
  - 2. Associate Members with 10-1000 employees
  - 3. Associate Members with <10 employees
- iii. If less than 2 of any of the above three membership types are represented across the incumbents and nominations to the Steering Committee, then that/those seat(s) will be left open to be filled at the next election.
- iv. The Steering Committee may include individual contributors elected according to the same procedures as representatives of members.
- v. The Steering Committee will make reasonable efforts to prioritize in its nomination and election process the diversity of its own makeup as per Section 2.e., including geographic and geopolitical diversity of experience and focus.
- vi. The makeup of the Steering Committee must aim to promote and represent the diversity of the foundation's membership.

### **c. Conduct of Steering Committee Meetings**

- i. The Executive Director or any Steering Committee member can call for a meeting.
- ii. The Executive Director (or delegate) should circulate the agenda and relevant papers with the Steering Committee at least 48 hours before the meeting.
- iii. The Steering Committee meetings verbatim proceedings shall be confidential, even when opening the meeting to guests approved by the Steering Committee. The Steering Committee may invite guests to participate in consideration of specific Steering Committee topics or decisions (but such guests may not participate in any vote on any matter before the Steering Committee).

- iv. The Steering Committee should encourage transparency in resolutions, topics discussed, and objections, including the publication of public minutes within one week following their approval by the Steering Committee.
- v. Steering Committee meetings shall be limited to the Steering Committee and follow the requirements for quorum and voting outlined in DIF's charter. The Steering Committee may decide whether to allow named representatives of the same member company, to attend as a proxy.

**d. Responsibilities** – the Steering Committee shall be responsible for:

**i. Strategic direction**

1. Setting strategic priorities and goals for the foundation with regards to membership, dues, and outward communication.
2. Oversee at a high level the operations of any short- or long-term staffing in support of these strategic priorities and goals

**ii. Governance Functions:**

1. Approving an annual budget allocating the use of funds.
2. Voting on all major decisions or matters coming before the Steering Committee, such as staffing and membership concerns, budget, strategy etc.
3. Appointing an Executive Director for a term of up to two years (see following section for responsibilities).
4. Adopting and maintaining policies or rules and procedures, including but not limited to a Code of Conduct, a trademark policy and any compliance or certification policies;
5. Approving procedures for the nomination and election of any employees, contractors or other positions created by the Steering Committee.

### **iii. Operational**

1. Overseeing all operating and marketing matters and other committees or roles set up by the Steering Committee.
2. Managing disputes and acting proactively as a platform for de-escalation.

### **iv. Collaborations & representation**

1. Maintaining positive relationships with internal and external stakeholders.
2. Representing DIF within industry and the broader decentralized identity community with clear and consistent messaging.
3. Staying aligned with the Technical Steering Committee (TSC) on all direction, timing of releases/publications, and communications efforts around these

### **e. Election - of Steering Committee members**

- i. Election process is outlined in a separate [document](#).

### **f. Executive Director responsibilities; the ED shall be accountable for:**

#### **i. Strategic Direction & Collaboration:**

1. Representing DIF through public appearances and select press communications.
2. Engaging with community groups, maintaining positive relationships with internal and external stakeholders and overseeing partnerships and collaborations.

#### **ii. Operational:**

1. Oversees financial accounts and makes operational decisions (up to 5,000\$ variance/adjustment from approved budget) between SC meetings in alignment with the SC-approved budget, reporting periodically to the Steering Committee and Treasurer.
2. Representing DIF in a legal capacity, including signing binding documents.

**iii. Governance:**

1. Ensuring adherence of the organization to the SC-approved strategic roadmap, including daily activities and long-term plans.
2. Maintaining a relationship with the Joint Development Foundation, DIF's legal and accounting service provider.
3. Devise and lead appropriate response in the event of major conflicts between members, including disputes over IPR status of DIF work or deliverables.

**Technical Steering Committee ("TSC")**

**a. Composition**

- i. The TSC voting members shall consist of up to 11 WG chairs
- ii. The core membership of the TSC should consist of **one** chair from each Working Group (chosen by the chairs of that WG). If additional WG Chairs are interested in being on the TSC, they should be chosen by consensus of the core membership.
- iii. The Executive Director will be an honorary member and invited to attend all meetings and discussions thereof.
- iv. By consensus of the TSC, additional members can be invited , given that they provide substantial input in furtherance of the strategic technical direction and interoperability goals set by the

TSC (see Responsibilities, below). These do not count towards the maximum of 11 members, but should be capped at 3.

**b. Chairship.**

- i. The TSC shall **elect** a TSC Chair, who will also serve as a voting member of the Steering Committee, and is expected to actively represent the technical working groups rather than any company (whether a DIF member org or not) with which they may have an ownership and/or employment relationship.

**c. Responsibilities.** The TSC is collectively responsible for:

- i. Defining a DIF-wide technical strategy, and coordinating the work items across various working groups accordingly.
- ii. Reviewing work items before they can be [published](#) as an “Approved Deliverable”.
  - 1. They can request changes or additions before approval, particularly as pertains to technical, security, or scalability claims made in a specification.
  - 2. On the occasion of disagreement between the WG and the TSC, it should be escalated to the next SC meeting.
- iii. Mediating in the case of conflicts between working group chairs and working groups that cannot reach consensus on important matters, such as chair election, progress along the [lifecycle](#) of work items, etc.
- iv. Approve and establishing working groups;
- v. Communicating with external and industry organizations concerning work item or technical matters, including co-signing articles published via DIF communications channels;
- vi. Quorum and voting procedures, as needed, will follow DIF Charter guidelines as elsewhere.

**d. Additional Functions:** The TSC MAY also choose to

- i. Establish work flows, working groups and procedures for the submission, approval and closure or archiving of work items.
- ii. Report out to bi-weekly meetings or newsletters as a group.
- iii. Propose contractual internally- or externally-staffed support projects to the Steering Committee, and publicly document responsibilities and expectations for such roles, as it sees fit.

**e. Governance Functions.**

- i. Record discussion topics and important decisions and resolutions in public minutes, like the Steering Committee.
- ii. Posting to the mailing list for the TSC should be restricted to current TSC members, invited TSC members, and honorary TSC members, but should allow non-DIF members to subscribe to stay informed

## **5. Decision making**

The Steering Committee and Technical Steering Committee will endeavor to make all decisions by consensus. Where the Steering Committee or Technical Steering Committee cannot reach consensus with respect to a particular decision, the Steering Committee or Technical Steering Committee will make that decision by a Supermajority Vote of the Steering Committee or Technical Steering Committee Participants, as applicable.

- a. The Executive Director is responsible for issuing all notifications of meetings and votes of the Steering Committee, and the Technical Steering Committee chair is responsible for issuing all notifications of meetings and votes of the Technical Steering Committee, in each case subject to the following minimum criteria:



- i. In person meetings should be scheduled at least 30 days in advance.
  - ii. Conference meetings require at least 7 days prior written notice (this requirement only applies to the notification of the first meeting of regularly-scheduled meetings),
  - iii. Electronic votes(via email) require no advance notice but must be made pursuant to a clear and unambiguous ballot with only “yes” and “no” options, and the voting must remain open for no less than 7 days.
- b. These notification requirements with respect to the Steering or Technical Steering Committee may be overridden upon unanimous consent of the Steering Committee or Technical Steering Committee Participants that have attended and participated in at least 50% of the last 4 meetings of the Steering Committee or Technical Steering Committee.
- c. In the event of a tied vote with respect to an action that cannot be resolved by the Steering Committee, the Executive Director shall be entitled to refer the matter to the JDF for assistance in reaching a decision if they see fit. For all decisions in the TSC or other committee created by the Steering Committee, if there is a tie vote, the matter shall be referred to the Steering Committee.

## **6. Code of Conduct**

- a. The Steering Committee adopted a code of conduct that must be the basis for collaboration within DIF.

## **7. Budget**

- a. The Steering Committee shall approve an annual budget sustainable according to a reasonable projection of future revenue and consistent with the non-profit mission of The Linux Foundation.

**8. General Rules and Operations. The DIF project shall be conducted so as to:**

- a.** engage in the work of the project in a professional manner consistent with maintaining a cohesive community, while also maintaining the goodwill and esteem of JDF and The Linux Foundation in the open source software community;
- b.** respect the rights of all trademark owners, including any branding and usage guidelines;
- c.** upon request, provide information regarding Project participation, including information regarding attendance at Project-sponsored events, to JDF;
- d.** operate under such rules and procedures as may from time to time be approved by the Steering Committee and confirmed by JDF.