/* ACADEMY SOFTWARE FOUNDATION

Governing Board Overview

Academy Software Foundation Overview and Governance

An Open Source Foundation Developed in Partnership



The Academy Software
Foundation provides a neutral
forum for open source software
developers in the motion picture
and broader media industries to
share resources and collaborate
on technologies for image
creation, visual effects, animation
and sound.







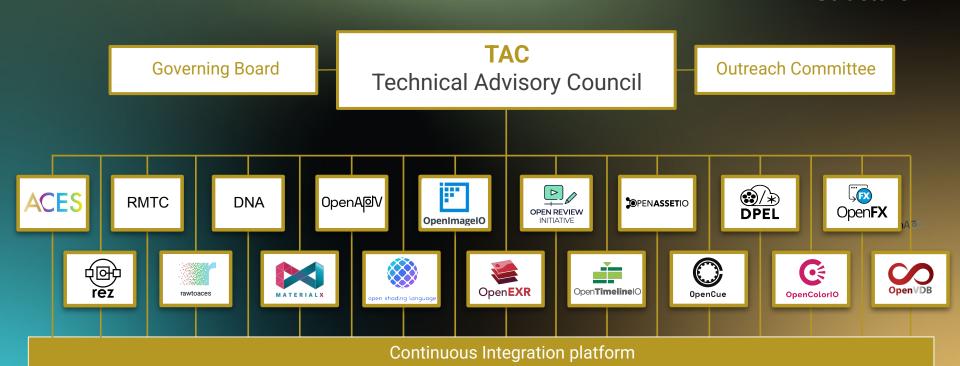
Membership

Premier General **Associate** caligra B O L T Canonical aws Adobe **MDD ✓** AUTODESK ftrack R FRAMESTORE **70** blender CoreWeave **EPIC** GAMES LAIKA intel DNEG NETFLIX Animation Studios **DREAMWORKS** MAXON movie **SMPTE** 0 SKYDANCE NETFLIX Microsoft SAMSUNG **OVIDIA**. Raynault Red Hat otoy KHRONOS stability.ai Side**FX** FOUNDRY. WALT DISNED imageworks wētā FX Studios

We're a nonprofit, but not separately incorporated

- The Academy Software Foundation is part of the <u>the Linux</u>
 <u>Foundation</u> and is not a separate legal entity
- Therefore, the Academy Software Foundation Governing
 Board is not a corporate board of directors, and is not subject
 to corporate law statutes (e.g., those that govern fiduciary
 duties and how corporate boards of directors must operate)
- The powers and duties of the Governing Board are set forth in the <u>Academy Software Foundation Charter</u>

Academy Software Foundation Structure





Key Governing Bodies and Committees

- Business & Marketing Leadership
 - Governing Board (Governing Board)
 - Budget Committee
 - Legal Committee
 - Outreach Committee
- Technical Leadership
 - <u>Technical Advisory Council (TAC)</u>
 - You can review the TAC <u>meeting information and upcoming schedule</u> and join the mailing <u>list</u>
 - Hosted Projects and Working Groups

Governing Board Responsibilities



Governing Board Responsibilities

The Governing Board's responsibilities include:

- Approving the Academy Software Foundation budget, directing the use of funds to advance the mission of the Academy Software Foundation;
- Directing marketing and outreach efforts;
- Providing financial governance overall;
- Voting on other decisions that come before the Governing Board.

Additional responsibilities are described in <u>Section 3</u> of the Academy Software Foundation Charter.

What the Governing Board is NOT responsible for

- The Governing Board does **not** make technical decisions for Academy Software Foundation other than working with the <u>TAC</u> to set the overall scope for the Academy Software Foundation.
- The Governing Board is **not** responsible for overseeing day-to-day operations of Academy Software Foundation. This is the responsibility of the foundation staff.
- The Governing Board is **not** a Board of Directors; it is a committee that provides budget oversight and direction. There are no personal liabilities for individual Governing Board representatives.

Governing Board Operations

Governing Board Composition #ASWE

- The Governing Board voting members consist of:
 - One representative appointed from each Premier member; and
 - General member elected representatives (if any)
 - The TAC Chairperson
- See <u>Section 3(a)</u> of the Academy Software Foundation Charter for more information about composition.



Governing Board Representatives



Rob Bredow Chair Industrial Light & Magic



Alexander Forsythe Academy of Motion Picture Arts and Sciences



Daniel Heckenberg Netflix, Inc.



Darin Grant Treasurer General Member Representative Netflix



Eric Bourque **Vice Chair** Autodesk



Eric Mejdrich Advanced Micro Devices (AMD)



Greg Brentin Skydance Media. LLC



Gregory Ducatel Sony Pictures Entertainment



Guido Quaroni Adobe Inc.



Guy Martin NVIDIA Corporation



Jeff Stringer LAIKA, LLC



Jeremy Smith **General Member** Representative

Hewlett Packard



Wētā FX Limited



Kimball Thurston Kwang Pvo Choi Co. Ltd.



Larry Gritz Samsung Electronics TAC Representative Sony Pictures Imageworks



Mark Jackels DreamWorks Animation



Michael B. Johnson Apple Inc.



Paul Salvini **DNEG**



Phil Parsonage **General Member** Representative The Foundry

Visionmongers Limited



Intel Corporation



Sean Wallitsch Amazon Web Services, Inc.



Sebastien Miglio Epic Games, Inc



Simon Crownshaw Microsoft Corporation



Governing Board Representative Characteristics

- Knowledgeable / has experience in technology and open source in the media and entertainment industry
- Has a point of view on the industry's future
- Is a strategic thinker
- Has previous board experience as a plus, but not necessary
- Is results-driven
- Is an effective communicator
- Is respectful of other points of view
- Is an influential and empowered decision-maker within their own organization
- Is able to create an environment within their organization for developing future ASWF leaders
- Is able to develop a Governing Board member pipeline within their own organization
- Has demonstrated willingness to contribute, to participate in board/committee activities
- Will advocate for the ASWF within their organization

Alternates Policy

- Premier and General member companies with appointed representatives on the Governing Board may appoint alternates.
- Alternates may attend all Governing Board meetings.
 - If the primary representative is present, the alternate may participate in listen-only mode and may not vote or speak.
 - Only if the primary representative is unable to attend the meeting, the alternate may speak and vote in lieu of the primary representative.
- At Strategy and Leadership Meetings (at which no voting occurs), both primary and alternate representatives may speak (the alternate does not need to participate in listen-only mode)

ACTION: To appoint your representative and your alternate, please file a request at members.aswf.io, and have the representatives create an LF ID.

You can change your representative at any time by making a request at <u>members.aswf.io</u>.

Governing Board Alternates



Alexander Wilkie Netflix



Netflix, Inc.



Carol Payne Apple Inc.



The Foundry Visionmongers Limited



Christy Anzelmo Duncan Burbidge Epic Games, Inc



Erik Niemeyer Intel Corporation



Greg Denton Microsoft Corporation



john canning Jonathan Gerber LAIKA, LLC Advanced Micro Devices (AMD)



Keith Stichweh Skydance Animation, LLC



Kevin Sprout NVIDIA Corporation



Morgan Prygrocki Adobe Inc.



Paul DiLorenzo **DreamWorks** Animation



Rachel Rose Industrial Light & Magic



Scott Cler Amazon Web Services, Inc.



Tony Micilotta Autodesk



Youngkwon Lim Samsung Electronics Co. Ltd.



Succession Policy

- Maximum term for any Governing Board representative is 4 years.
 - Individuals may serve again on the Governing Board after a two year break between terms.
 - Individual may serve as an alternate during the two year break.
 - There are no lifetime term limits.
- Governing Board target goal of rotating 25% of Governing Board representatives on an annual basis.
 - If there are less that 25% of new representatives, the Governing Board may request longer tenured representatives to appoint a replacement.



Governing Board Chairperson

Annually in January, the Governing Board will elect a chairperson to serve for the current year.

Duties of the Governing Board Chairperson include:

- Oversee the day-to-day operational decisions of the Academy Software Foundation.
- Work with the foundation staff to prepare the agenda for Governing Board meetings.
- Be a spokesperson for the Academy Software Foundation and the Governing Board, as needed

See <u>Section 3(c)</u> of the Academy Software Foundation Charter for more information about the chairperson role.



Governing Board Treasurer

Annually in January, the Governing Board will elect a treasurer to serve for the current year.

Duties of the Governing Board Treasurer include:

- Serve as the chairperson of the Budget Committee
- Work with the foundation staff to prepare financial updates and reforecasts to the Budget Committee and Governing Board.
- Work with the foundation staff in preparing and leading the approval of the annual budget.

See <u>Section 3(c)</u> of the Academy Software Foundation Charter for more information about the treasurer role.

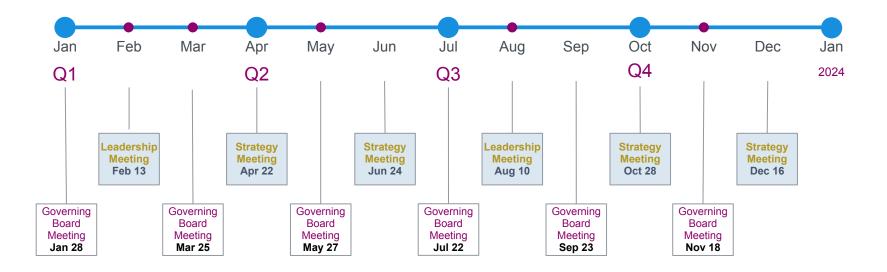
Governing Board Meetings



Meeting Cadence

- The Governing Board has monthly virtual regular meetings, generally on the fourth Thursday of each month.
- Format for the meetings alternates between a formal business meeting and strategy session
 - At the formal business meetings, voting will often take place.
 - For the strategy meetings, the Governing Board will align on a topic to discuss at the previous business meeting.
- Additionally, the Governing Board has two hybrid Leadership Meetings sessions per year (at Open Source Forum in February and Open Source Days in August).
 - TAC voting members and a representative from each General Member are invited to Strategy Sessions.
- In rare and exceptional circumstances (e.g., in an emergency situation), an additional ad hoc special meeting of the Governing Board may be convened.
 - To request a special meeting, please email your request to the Foundation Staff and Governing Board Chair, and they will decide whether a special meeting is necessary or the proposed agenda item can be discussed by email or at the next regular meeting.

FY2025 Meeting Schedule



Future Meetings of the Governing Board for 2025 will be held at 1:00 pm US Pacific Time unless noted



How to propose an agenda item

- If you would like to propose an agenda item for discussion at a Governing Board meeting, please submit your proposal to the Academy Software Foundation Executive Director & the Governing Board Chair.
- Please include in your request:
 - A description of the topic
 - Board resolution or discussion-only item
 - Requested amount of time to discuss the item
- For a regular Governing Board meeting, please submit your proposed agenda item at least 10 days prior to the meeting.
- For a Strategy Session, please submit your proposed agenda item at least 30 days prior to the meeting.

Proposing an agenda item (continued)

- Please be patient. Our board meeting agendas are often very full. If we cannot accommodate your request in the upcoming meeting we may:
 - Wait until the following meeting to discuss the topic
 - Call a special meeting to discuss your topic, or
 - Refer the topic to the appropriate committee or task force of the Governing Board.
- We may ask you to provide slides 5 days before the meeting, and slides are subject to change (with your approval) to fit the broader meeting slide deck.



Governing Board Materials

- Agendas and Exhibits for Governing Board meetings will be made available one week prior to the scheduled meeting
 - The FINAL deck will be made available one day prior to the meeting.
- Past meeting materials can be found <u>here</u>.
- All meeting materials are confidential and for the view of Governing Board representatives and their alternates ONLY, unless otherwise specified.
 - No meeting of the Governing Board is recorded unless the Governing Board provides explicit consent to do so.



Discussion Channels

Relevant Mailing Lists

- Governing Board:
 board@lists.aswf.io
- TAC: <u>tac@lists.aswf.io</u>
- Budget Committee: <u>budget@lists.aswf.io</u>
- Legal Committee:
 legal@lists.aswf.io

Slack Channel

- You can join Academy
 Software Foundation
 slack here.
- To join the Governing Board slack channel, make a request at members.aswf.io.

Governing Board Committees



Budget Committee

- The Budget Committee is lead by the Governing Board Treasurer and collaborates with the Academy Software Foundation staff to develop and review the Academy Software Foundation budget.
- Any Governing Board representative may join (not alternates)
- Meets generally monthly on the Monday of the week before the Governing Board meeting

ACTION: If you want to participate in the Budget Committee, make a request at <u>members.aswf.io</u>.



Legal Committee

- The Legal Committee makes recommendations to the Governing Board regarding license exception requests from Academy Software Foundation projects and other questions submitted to the Legal Committee by the Governing Board.
- The Legal Committee does not represent Academy Software Foundation and does not have an attorney-client relationship with Academy Software Foundation.
- Meets on an as needed basis.
- Governing Boards may attend only if accompanied by their legal counsel.

Policies and Other Resources



Important Academy Software Foundation Policies and Resources

- Academy Software Foundation Charter
- Linux Foundation Antitrust Policy
- <u>Foundation GitHub repository</u> with many other public facing policies and materials including...
 - <u>Elections Process</u>
 - <u>Academy Software Foundation hosted project charters</u>, which define each project's intellectual property and licensing policies.
- ASWF Landscape
- High Level Overview



LFX Organization Dashboard

<u>LFX Organization Dashboard</u> provides access to key membership materials, including...

- Member contacts, which you can change at any time (look under 'Users' > and then under the 'Key People' tab)
- Membership details (look under 'Membership' > 'Academy Software Foundation'), including...
 - Membership Overview Deck and High Level Overview Deck (look under the 'Resources' tab)
 - Your fully executed membership agreement (look under the 'Membership' tab)
 - Details on how to leverage membership benefits (look under the 'Benefits' tab)
 - Insights on contributors from your organization (look under the 'Project Contributors' tab)

ACTION: Request access to LFX Organizational Dashboard here.



Foundation Staff



David Morin
Executive Director



Deb Giles Event Director



Emily Olin
Director of Marketing
Communications



John Mertic
Director of Program
Management



Molly Sanchez Event Planner



Yarille Ortiz
Senior Project
Coordinator

Contact the staff at <u>members.aswf.io</u>



Who's Who in the Academy Software Foundation

- Academy Software Foundation Members
- Staff: <u>Academy Software Foundation Staff</u>, <u>Linux Foundation</u>
 <u>Leadership</u>
- Governing Board Members
- <u>Technical Advisory Council Members</u>
- Academy Software Foundation Project and Working Group Leads

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Thank you!

If you have any questions, feel free to contact the staff at members.aswf.io.