

**OpenChain Project**  
Charter  
The Linux Foundation  
Effective April 15, 2016

**1) Vision and Mission of the OpenChain Project (the “Project”).**

- a) The Vision of the Project:
  - i) A software supply chain where free/open source software (FOSS) is delivered with trusted and consistent compliance information.
- b) The Mission of the Project:
  - i) Establish requirements to achieve effective management of free/open source software (FOSS) for software supply chain participants, such that the requirements and associated collateral are developed collaboratively and openly by representatives from the software supply chain, open source community, and academia;
  - ii) Establish a governance model that provides long-term support for the current work of the OpenChain work group and enables OpenChain to grow into an effective and reliable software supply chain standard; and
  - iii) Develop and implement specific projects (including, for example, training and educational programs) to further the goals of the Project.

**2) Membership.**

- a) The Project shall be composed of Platinum and Community Members. All Platinum Members must be current corporate members of The Linux Foundation at any level to participate in the Project.
- b) The Community Member category of membership is limited to non-profits, open source projects and individuals, and requires approval by the Governing Board, or, if the Governing Board sets criteria for joining as a Community Member, the meeting of such criteria.
- c) Platinum Members and Community Members shall be entitled to:
  - i) participate in Project meetings, initiatives, events and any other activities (note: Governing Board meetings will be limited to attendance by Governing Board representatives, unless otherwise determined by the Governing Board); and
  - ii) identify their company (or, in the case of an individual who is a Community Member, such individual) as a member of, or participant in, the Project.

- d) Platinum Members shall be entitled to appoint one representative (who need not be the same individual in each case) to each of the Governing Board, the Outreach Committee, the Steering Committee and any other committees established by the Governing Board.
- e) The Governing Board may create an OpenChain Industry Delegate Program through which organizations approved by the Governing Board, or pursuant to criteria set by the Governing Board with the approval of the Linux Foundation, may (a) call themselves an OpenChain Industry Delegate and (b) observe, on a non-voting basis, meetings of the Governing Board. An OpenChain Industry Delegate is not a member of the Project, and does not denote compliance with the Specification (as defined below).

### **3) Governing Board.**

- a) Composition – the Governing Board voting members shall consist of:
  - i) one representative appointed from each Platinum Member; and
  - ii) the Steering Committee Chair.
- b) Responsibilities – the Governing Board responsibilities consist of:
  - i) approving the budget to direct the use of funds raised from all sources of revenue;
  - ii) electing a Chair of the Project to preside over meetings, authorize expenditures approved by the budget and oversee operations;
  - iii) voting on decisions or matters before the Governing Board;
  - iv) overseeing all Project business and marketing matters; and
  - v) adopt and maintain policies or rules and procedures for the Project (subject to LF approval) as appropriate, such as a Code of Conduct, a trademark policy and any compliance or certification policies.
- c) Conduct of Meetings
  - i) Governing Board meetings shall be limited to the Governing Board representatives, the Director (if any), and guests agreed by the board and follow the requirements for quorum and voting outlined in this Charter. Quorum for Governing Board or TSC meetings will be met when two-thirds of the voting representatives join either in person or via electronic means or assent to the meeting proceeding in their absence subject to a minimum of one third of the voting representatives being present. If advance notice of the meeting has been given per normal means and timing, the Governing Board or TSC may continue to meet even if quorum is not met, but shall be prevented from making any decisions at the meeting on behalf of the Governing Board. The governing board has a goal of making sure that all the members are included wherever possible in the votes.

- ii) The Governing Board meetings shall be confidential unless approved by the Governing Board. The Governing Board may invite guests to participate in consideration of specific Governing Board topics (but such guest may not participate in any vote on any matter before the Governing Board). The Governing Board should encourage transparency, including the public publication of public minutes within a reasonable time following their approval by the Governing Board.

#### **4) Steering Committee.**

- a) It is anticipated that the Steering Committee will meet monthly and will include work teams, as may be created by the Steering Committee, reporting up to the Steering Committee. Participation on the Steering Committee and its work teams is open to all interested parties, subject to such reasonable rules as the Governing Board may set with the approval of the Linux Foundation. The Director, if any, shall be entitled to observe all meetings of the Steering Committee and any work team meetings on a non-voting basis.
- b) Composition – the voting members of the Steering Committee shall consist of:
  - i) One appointed representative from each Platinum Member;
  - ii) Each work team lead, as such may be determined pursuant to procedures decided upon by the Steering Committee with approval of the Governing Board; and
  - iii) One elected representative from the Community Members.
- c) Responsibilities: The Steering Committee shall be responsible for:
  - i) Development, management and updating of the OpenChain Compliance Specification (the “Specification”);
  - ii) Appointment of a Chair to preside over meetings and to serve on the Governing Board; and
  - iii) Such other activities as the Governing Board may assign to the Steering Committee.

#### **5) Outreach Committee.**

- a) Composition – the voting members of the Outreach Committee shall consist of:
  - i) One appointed representative from each Platinum Member.
- b) Responsibilities: The Outreach Committee shall be responsible for designing, developing and executing efforts to build an OpenChain compliance ecosystem throughout relevant supply chains on behalf of the Governing Board and in collaboration with the Governing Board, and shall appoint a chair to preside over meetings of the Outreach Committee.

- c) The Director, if any, shall be entitled to observe all meetings of the Outreach Committee on a non-voting basis.

## 6) **Voting.**

- a) While it is the goal of the project to operate as a consensus based community, if any decision requires a vote to move forward, the representatives of the Governing Board, Steering Committee, or Outreach Committee, as applicable, shall vote on a one vote per voting representative basis.
- b) Except as provided in section 6(c), decisions by vote will be based on a majority vote, provided that at least sixty percent (60%) of the Governing Board, Steering Committee, Outreach Committee or other committee representatives, as applicable, are either present, participating electronically or via electronic vote (e.g., such as by email, or in a form as specified by the board materials) in advance of the meeting.
- c) A two-thirds majority vote will be required for any vote altering the size of the Governing Board, removing a governing board member, approving the budget or amending this Charter.
- d) In the event of a tied vote with respect to an action by the Governing Board, Steering Committee, Outreach Committee or other committee created by the Governing Board, the chair of such board or committee shall be entitled to submit a tie-breaking vote.
- e) Any matter that is not resolved in either the Steering Committee or Outreach Committee may be submitted by the respective Chair of that Committee to the Governing Board for resolution.
- f) Any matter that is not resolved in a work team may be submitted by a work team member to the respective Committee under which that work team was formed.
- g) The Governing Board may, subject to approval by the Linux Foundation: (a) designate officer positions within the Project; and (b) set procedures for the conducting of the election of the Community Member representative to the Steering Committee and the election of any officer or other position within the Project. Hiring decisions with respect to, and the scoping of, officer positions, including the Director position, are subject to approval by the Linux Foundation.

## 7) **Antitrust Guidelines.**

- a) All members shall abide by The Linux Foundation Antitrust Policy available at <http://www.linuxfoundation.org/antitrust-policy>. All members shall encourage open participation from any organization able to meet the membership requirements, regardless of competitive interests. Put another way, the Governing Board shall not seek to exclude members based on any criteria, requirements or reasons other than those used for all members.

**8) Code of Conduct.**

- a) The Governing Board shall adopt a specific Project code of conduct, with approval from the LF.

**9) Budget.**

- a) The Governing Board shall approve an annual budget and never commit to spend in excess of funds raised. The budget shall be consistent with the non-profit mission of The Linux Foundation to promote, protect and standardize open source software. The Linux Foundation shall provide regular reports of spend levels against the budget.

**10) General & Administrative Expenses.**

- a) The Linux Foundation shall have custody of and final authority over the usage of any fees, funds and other cash receipts.
- b) A General & Administrative (G&A) fee will be applied by the Linux Foundation to funds raised to cover Finance, Accounting and operations. The G&A fee shall equal 9% of the Project's first \$1,000,000 of gross receipts and 6% of the Project's gross receipts over \$1,000,000.

**11) General Rules and Operations.** The Governing Board shall:

- a) Demonstrate plans and the means to coordinate with the open source project's broader community, including on topics such as branding, logos, and other collateral that will represent the community;
- b) Engage in a professional manner consistent with maintaining a cohesive community, while also maintaining the goodwill and esteem of The Linux Foundation in the open source software community;
- c) Respect the rights of all trademark owners, including any branding and usage guidelines;
- d) Engage The Linux Foundation for all press and analyst relations activities;
- e) Upon request, provide information regarding project participation, including information regarding attendance at project-sponsored events, to The Linux Foundation;
- f) Engage The Linux Foundation for any websites directly for the Project; and
- g) Operate under such rules and procedures as may from time to time be approved by the Project's Governing Board and confirmed by The Linux Foundation.

**12) Intellectual Property Policy.**

- a) All documentation will be received and made available by the Project under the Creative Commons Zero License version 1.0 Universal (CC0 1.0) (available at <https://creativecommons.org/publicdomain/zero/1.0/>).

- b) The Specification shall be made available under a URL to be specified by the Governing Board (at the time this document was first circulated, it was provisionally posted as a work-in-progress at <https://etherpad.wikimedia.org/p/openchain>).

### 13) **Amendments.**

- a) This charter may be amended by a super majority vote of all Governing Board members, subject to approval by The Linux Foundation. A super majority vote is defined as a vote in favor by 70% of the Governing Board, ignoring any abstentions.