SOFTWARE TRANSPARENCY FOUNDATION CHARTER

Fundación para la Transparencia del Software Madrid, 15th November, 2024

"The vision of the Software Transparency Foundation is a frictionless exchange of validated and related Software Bills of Materials (SBOM) throughout the software supply chain"

1.- Name, legal form and registered office

Fundación para la Transparencia del Software, "Software Transparency Foundation" or "STF", is a Fundación ("Foundation"), according to the article 34 of the Constitución Española and Ley 50/2002 de Fundaciones, registered on 2023-03-09.

The registered office of the Software Transparency Foundation is situated in the following address: Calle Prim 15, 4 derecha. 28004 Madrid

2.- Definitions

1. **Patronato** (Board of Trustees): the main governance body of the STF Foundation, according to the Spanish Law on Foundations (Ley 50/2002, de 26 de diciembre, de Fundaciones). El Patronato holds the legal representation of the Foundation and will focus on strategic matters, as described in this Charter.

2. **Patrono** (Trustee): a Trustee is a member of the member of the Patronato (Board of Trustees). They may be individuals or legal entities. Patronos can be held personally liable for any damage caused to the foundation or third parties due to negligent or willful misconduct in carrying out their duties. Patronos (Trustees) perform their duties free of charge, although the foundation may reimburse expenses incurred during the exercise of their functions.

3. **Membership Class**: a distinct group of membership within the Software Transparency Foundation, each with its own rights, obligations, eligibility criteria, voting rights, financial commitments, and access to resources, as defined by this Charter, the Participation Agreement, and other policies.

4. **Governing Bodies**: Software Transparency Foundation has defined through this Charter a specific structure that, by delegation from El Patronato, will manage the Foundation's operational and tactical matters. We refer in this Charter to this specific structure of governing bodies as Governing Bodies.

5. **Deputy**: appointed individual who serves as a secondary representative or alternate to a primary Member Representative within the governing structure of the foundation. The Deputy is responsible for stepping in when the primary Member Representative is unavailable, ensuring continuity in leadership and decision-making processes. Additionally, the Deputy may assist in carrying out specific duties or functions assigned by the primary Member Representative or the STF Governing Bodies, contributing to the overall effectiveness and efficiency of the

foundation's operations.

6. **Internal Rules**: documents created, maintained, and implemented by the Software Transparency Foundation's Governing Bodies to manage and regulate specific aspects of the Foundation's operations and governance not explicitly defined in this Charter. These rules may expand upon or detail the provisions described within the Charter, providing guidelines, procedures, and policies to support the effective functioning and governance of the Foundation.

7. **Strategic Plan**: formal document that outlines the STF long-term goals, priorities, and strategies for achieving its mission. This Plan serves as a guideline or roadmap for the Annual Action Plan and Annual Budget.

8. **Annual Action Plan**: detailed outline of the specific initiatives, projects, and activities that STF intends to undertake within a given year to support its Strategic Plan. This Plan includes measurable objectives, timelines, and assigned responsibilities to ensure effective implementation and tracking of progress. The Annual Action Plan serves as a practical framework for guiding the Software Transparency Foundation's operations, fostering collaboration among Members and stakeholders in achieving the Foundation's goals.

9. **Annual Budget Plan**: financial document that outlines the projected income and expenditures for the Foundation for the upcoming fiscal year, supporting the Annual Action Plan. The Annual Budget Plan includes estimates of funding sources, allocation of resources to various Programs and Project, and anticipated operational costs, serving as a financial framework to guide the foundation's activities, described in the Annual Action Plan. The Annual Budget Plan is essential for ensuring financial accountability, enabling the Governing Bodies, Program and Project participants to monitor performance against financial goals and make informed decisions regarding resource allocation and strategic priorities.

10. **Annual Expenses Report**: comprehensive document that details the STF financial expenditures over the course of a fiscal year. This report provides transparency regarding the allocation of funds, including categorization of expenses related to Programs and Projects, operations, and administrative activities, and is intended to inform STF Members and stakeholders about the financial health and stewardship of the Software Transparency Foundation. Additionally, the Annual Expenses Report is crucial for accountability, enabling the Governing Bodies to assess financial performance and make informed decisions regarding future budgeting and resource management.

11. **Program**: Software Transparency Foundation Members driven initiative to advance the Foundation's mission.

12. **Project**: community driven initiative, supported by Software Transparency Foundation, to develop open source software or open data to advance the Foundation's mission.

3.- Values and Mission

The Software Transparency Foundation operates under the following principles:
1. Openness
2. Transparency

3. Collaboration
4. Open Governance
5. Vendor neutrality

Our mission is to "bring transparency to the software supply-chain" with a goal of harmonizing how information is shared about the software that we build, acquire, and operate. Our focus will be on turning into operational the existing and emerging standards like SPDX and ISO/IEC 5230 using open source tooling and data, and technologies to facilitate generating, notarizing, relating and validating Software Bills of Materials (SBOM).

3.1.- Driving Adoption of SBOM

By providing Open Source tools for generating, notarizing, relating and validating Software Bills of Materials (SBOM), we will facilitate broad adoption. This will ease Software Supply Chain traceability, drastically reducing open source-related cybersecurity and license compliance effort.

The Software Transparency Foundation will provide a complete set of open source Software Composition Analysis (SCA) and other tools, which otherwise are out of reach for small and mid-sized organizations.

3.2.- Enabling a Decentralized Validating Entity.

The Software Transparency Foundation proposes to enable a decentralized SBOM Ledger to allow public validation of SBOMs by comparing their cryptographic checksums published in a blockchain, along with their date stamps and relationships to preceding SBOMs.

A decentralized, immutable SBOM Ledger will contribute to completeness of visibility in the supply chain.

3.3.- Facilitating SBOM Interoperability

The Software Transparency Foundation aims at solving the traceability issue of software components across the supply chain tree, without any depth limitation.

It proposes, among other things, a decentralized SBOM ledger that will offer a format- agnostic registry of Software Bills of Materials and their relation to their parents. This allows easily tracing and validating software components across the supply chain, regardless of the format in which the SBOM document is generated.

4.- Membership

The Software Transparency Foundation has five types of Membership:

1. Strategic Member

2. Gold Member

3. Silver Member

4. Bronze Member

5. Community Member

As used in Charter, the term "Member" shall be used to refer generically to a "Strategic Members", "Gold Member", "Silver Member", "Bronze Members" and "Community Member". All five (5) classes of membership shall be collectively referred to as the "Members".

4.1.- Members Rights and Obligations

Members agree to abide by, and shall have all applicable rights and obligations as set forth in these Charter, the Code of Conduct, the Participation Agreement, including among other things, the requirements to pay the Annual Membership Fee described in such Agreement, and any and all additional policies and procedures adopted by the STF.

Members agree to support and comply with the Software Transparency Foundation's Mission.

Members agree to comply with the decisions of STF Governing Bodies, with the official STF policies and with the STF Trademark Usage Guidelines in their use of Software Transparency Foundation names, logos, or trademarks.

To pay the Annual Membership Fee pursuant to the STF Participation Agreement. In exceptional cases, the Governing Board will consider offers of relevant intellectual property, labor, and other resources as 'payment in kind' towards an annual sponsorship.

Each Member agrees to bear all of its own costs and expenses related to its membership as defined in the Eclipse Foundation Membership Agreement and in connection with the performance of its rights and duties in respect of the STF, including, without limitation, compensation of its employees, travel and living expenses associated with the Members participation in any meeting or conferences called in the framework of the activities of the STF. Any Developer employed by, or acting as a contractor for, a Member to work in activities related to STF projects will be fully compensated by that Member and not by the Software Transparency Foundation.

Each Member shall designate a natural person to act as its permanent representative within the

Software Transparency Foundation (the "Member Representative"). A Member may change its Member Representative at any time by giving written notice by e-mail to the Governing Board of the STF. Such a representative will designate a Deputy who will act on her behalf in her absence.

Every Member representative is entitled to participate in project meetings. Each Member representative, designated or elected, agrees to participate in the Governing Bodies meetings and vote on every call for vote.

Each Member is entitled to identify their organization as Software Transparency Foundation Member

4.2.- Strategic Members

Strategic Members make a commitment (Term) of five years to the Software Transparency Foundation. Such commitment can be renewed.

Besides the general membership rights set out in the "Members Rights and Obligations" section of this Charter, Gold Membership includes, among others, the right:

a) to be entitled to nominate a Governing Board representative

b) to be entitled to nominate a Steering Committee representative

c) to be entitled to nominate an Outreach Committee representative

d) to participate in round-tables, workshops, expert groups, or committees and any other activities and meetings of the STF

e) to propose amendments to this Charter, the IP Policy, the Code of Conduct or to any other policy or process of the STF

f) to be eligible for the Software Transparency Foundation Patronato as Trustee after the end of the third year of the Strategic Membership Term

Besides the general membership obligations set out in this Charter, Strategic Members have the following membership obligations:

a) to nominate and notify the name of every Member Representative to every STF Governing Body where the Member has representation.

b) to allow the Software Transparency Foundation the use and display of its name and logo on the STF websites and anywhere where similar Members' names and logos are displayed, pursuant to the terms of STF Participation Agreement unless otherwise agreed therein and consistent with the then current logo and trademark usage guidelines of the Strategic Member.

4.3.- Gold Members

Gold Members make a commitment (Term) of one year with the Software Transparency Foundation. Such commitment can be renewed.

Besides the general membership rights set out in the "Members Rights and Obligations" section of this Charter, Gold Membership includes, among others, the right:

a) to be entitled to nominate a Governing Board representative

b) to be entitled to nominate a Steering Committee representative

c) to be entitled to nominate an Outreach Committee representative

d) to participate in roundtables, workshops, expert groups, or committees and any other activities and meetings of the STF

e) to propose amendments to this Charter, to the IP Policy, the Code of Conduct or to any other policy or process of the STF

Besides the general membership obligations set out in this Charter, Gold Members have the following membership obligations:

a) to nominate and notify the name of every Member Representative to every STF Governing Body where the Member has representation.

b) to allow the Software Transparency Foundation the use and display of its name and logo on the STF websites and anywhere where similar Members' names and logos are displayed, pursuant to the terms of STF Participation Agreement unless otherwise agreed therein and consistent with the then current logo and trademark usage guidelines of the Gold Member.

4.4.- Silver Members

Silver Members make a commitment (Term) of one year with the Software Transparency Foundation. Such commitment can be renewed.

Besides the general membership rights set out in the "Members Rights and Obligations" section of this Charter, Gold Membership includes, among others, the right:

a) to be eligible or propose a candidate for a position as Governing Board representative

b) to be eligible or propose a candidate for a position as Steering Committee representative

c) to be eligible or propose a candidate for a position as Outreach Committee representative

d) to participate in roundtables, workshops, expert groups, or committees and any other activities and meetings of the STF;

e) to propose amendments to this Charter, to the IP Policy, the Code of Conduct or to any other policy or process of the STF through the Silver Members representatives in any of the STF governing bodies

Besides the general membership obligations set out in this Charter, Silver Members have the following membership obligations:

a) to nominate and notify the name of every candidate to become a Member Representative in STF Governing Bodies

b) to allow the Software Transparency Foundation the use and display of its name and logo on the STF websites and anywhere where similar Members' names and logos are displayed, pursuant to the terms of STF Participation Agreement unless otherwise agreed therein and consistent with the then current logo and trademark usage guidelines of the Silver Member

4.5.- Bronze Members

Bronze Members make a commitment (Term) of one year with the Software Transparency Foundation. Such commitment can be renewed.

Besides the general membership rights set out in the "Members Rights and Obligations" section of this Charter, Gold Membership includes, among others, the right:

a) to be eligible or propose a candidate for a position as Steering Committee representative

b) to be eligible or propose a candidate for a position as Outreach Committee representative

c) to participate in round-tables, workshops, expert groups, or committees and any other activities and meetings of the STF

d) to propose amendments to this Charter, to the IP Policy, the Code of Conduct or to any other policy or process of the STF through the Bronze Members representatives in any of the STF governing bodies

Besides the general membership obligations set out in this Charter, Bronze Members have the following membership obligations:

a) to nominate and notify the name of every candidate to become a Member Representative in STF Governing Bodies

b) to allow the Software Transparency Foundation the use and display of its name and logo on the STF websites and anywhere where similar Members' names and logos are displayed, pursuant

to the terms of STF Participation Agreement unless otherwise agreed therein and consistent with the then current logo and trademark usage guidelines of the Bronze Member

4.6.- Community Members

Community Members make a mid-term commitment (Term) of three years with the Software Transparency Foundation. Such commitment can be renewed.

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, it requires meeting such criteria.

Besides the general membership rights set out in the "Members Rights and Obligations" section of this Charter, Gold Membership includes, among others, the right:

a) to be eligible or propose a candidate for a position as Governing Board representative

b) to be eligible or propose a candidate for a position as Steering Committee representative

c) to be eligible or propose a candidate for a position as Outreach Committee representative

d) to participate in round-tables, workshops, expert groups, or committees and any other activities and meetings of the STF

e) to propose amendments to this Charter, to the IP Policy, the Code of Conduct or to any other policy or process of the STF through the Community Members representatives in any of the STF Governing Bodies

Besides the general membership obligations set out in this Charter, Community Members have the following membership obligations:

a) to nominate and notify the name of every candidate to become a Member Representative in STF Governing Bodies.

b) to allow the Software Transparency Foundation the use and display of its name and logo on the STF websites and anywhere where similar Members' names and logos are displayed, pursuant to the terms of STF Participation Agreement unless otherwise agreed therein and consistent with the then current logo and trademark usage guidelines of the Community Member.

4.7.- Member Admission and Termination

Admission

Any organization becomes a new Software Transparency Foundation Member Candidate after

signing the Participation Agreement and send it to the Governing Board following the instructions in that Agreement.

In the first Governing Board meeting after the reception of the signed Participation Agreement, the Member Candidate representative will be invited to introduce themselves and answer questions from The Governing Board Members, followed by a voting process.

The admitting decision requires the affirmative vote of two-thirds (2/3) of the Governing Board Members present.

The detailed admission process will be defined by the Governing Board through a specific policy, as part of the Internal Rules.

Termination

Membership in the various membership categories ends with immediate effect, by death or loss of legal capacity if the concerned Member is a natural person, or by bankruptcy, insolvency, judicial reorganization, liquidation or dissolution if the concerned Member is a legal entity or with immediate effect, by dissolution of the Software Transparency Foundation.

The Member whose membership ended is required to fulfill its obligations, including their Membership fees.

Any Member shall have the right to withdraw from membership, by written notice to be sent by e-mail or simple letter to the STF Governing Board.

In the event that a Member does not pay its Membership Fee, other dues and all compounded late fees within ninety (90) calendar days of the invoice due date ("Dues Delinquent") in spite of the notification of a payment reminder by the Governing Board giving an additional delay of thirty (30) calendar days to execute the payment, said Member shall deemed have resigned, with immediate effect, from its membership.

Any Member can be expelled by a decision of the STF Governing Board for a material breach of the Software Transparency Foundation Participation Agreement, Charter and/or other related Software Transparency Foundation agreements or policies, without curing such breach within thirty (30) days of receipt of written notice from the STF.

The Member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held no fewer than five (5) days before the effective date of the proposed expulsion. The hearing shall be held by the Governing Board. The notice to the Member of its proposed expulsion shall state:

- The rationale for the proposed expulsion

- That such Member is entitled, upon request, to such hearing

- That a date, time and place of the hearing will be established upon receipt of request therefore

- In the absence of such request, the effective date of the proposed expulsion and termination of Membership.

The expelling decision requires the affirmative vote of two-thirds (2/3) of the Governing Board Members present, represented or participating remotely in the meeting after a hearing duly held in accordance with the previous paragraph. The expelled Member is required to fulfill its obligations.

Members terminated may only be reinstated upon the affirmative vote of at least two-thirds (2/3) of the Governing Board Members present, represented or participating remotely in the meeting.

The end of the Membership shall not affect the Members' obligation to pay the respective Annual Membership Fee or any other sum due on the date of the end of Membership because of obligations incurred or commitments made prior such date. Except as otherwise set forth in this Charter, a Member whose Membership ends shall not be entitled to receive any refund, pro rata or otherwise, of any Annual Membership Fee, dues or assessments previously paid.

Except as otherwise set forth in this Charter or allowed by applicable law, the Member whose membership ended shall not be entitled to claim any of Software Transparency's funds or assets nor to claim any other compensation or refund.

Except in the case of expulsion of a Member, within ten (10) days of end of Membership within the Software Transparency Foundation, a Member may appeal in writing to the Board for a pro-rata refund of its Annual Membership Fee.

The appeal will specifically set forth any circumstances that the Member believes justify a refund in its case. The Board shall decide by simple majority of the directors present, represented or participating remotely in the meeting upon the appeal in its sole discretion at its first meeting following the appeal scheduled.

5.- Software Transparency Foundation structure

The Software Transparency Foundation governing structure is formed by the Patronato and the Governing Bodies. The Software Transparency Foundation Governing Bodies are:

1. Patronato

2. Governing Board

3. Steering Committee

4. Outreach Committee

5.1.- Patronato

The Patronato is a unique governance structure in Spanish law on Foundations, serving as the superior oversight, strategic decision-making body and legal representative. As the Software Transparency Foundation is established under Spanish law, the Patronato plays a key role in its governance and liability framework.

There are several necessary integration of the Patronato into the governance structure of the Software Transparency Foundation, serving the following purposes:

- Firstly, it aligns the foundation's activities with the strategic vision and oversight of the Spanish legal entity responsible for its operations.

- Secondly, it provides a mechanism for the Patronato to directly influence the foundation's main decision-making and ensure alignment with Spanish regulatory requirements.

- Thirdly, it establishes a system of checks and balances, where the Patronato can intervene in cases where the Governing Bodies' decisions lack sufficient consensus among the members.

- Finally, it reinforces the foundation's commitment to transparency and accountability, with regular reporting to the Patronato as the superior governing body.

The key points regarding the Patronato's involvement in the activities of the Governing Bodies of the Software Transparency Foundation are:

- Representation on Governing Bodies:

  - The Patronato shall have the right to appoint two members to the Governing Board, Steering Committee, and Outreach Committee of the Software Transparency Foundation.

  - This ensures direct Patronato representation and influence within the foundation's key decision-making bodies.

- Arbitration Rights:

  - Any decision made by the Governing Board, Steering Committee, or Outreach Committee with less than 60% support can be submitted to arbitration by 40% of the members in that governing body.

  - The Patronato shall serve as the arbiter in such cases, ensuring that the most critical decisions have broad consensus and are subject to the Patronato's oversight.

- Reporting and Strategic Oversight:

○ The Governing Bodies of the Software Transparency Foundation shall provide periodic reports to the Patronato, at least every quarter (three months)

○ For matters of strategic importance, the Governing Bodies shall report to the Patronato immediately

○ The Patronato, as the superior legal and responsible body for the foundation, shall have the exclusive authority to approve strategic decisions that affect the core purpose and definition of the Software Transparency Foundation

5.2.- Governing Bodies general rules

These are the general rules affecting the STF Governing Bodies:

Agenda and Minutes

Every STF Governing Body will encourage transparency, including the public publication of public minutes within a reasonable time following their approval by the corresponding Governing Body. Such minutes will not include the discussions, which will be confidential. The minutes will include at least the agenda, decisions and resolutions taken by the Governing Body, as well as the documentation used during the deliberations whenever possible.

The agenda of every STF Governing Body meeting will be public.

Governing Bodies Chair

• Each Governing Body will elect a Chair among the representatives with voting rights.

• Each Governing Body can revoke their elected Chair.

The Governing Bodies can invite any Member representative or individual to specific meetings or on a regular basis. These invitees will have no voting rights.

Voting

Any meeting of any Governing Body will follow the requirements for quorum and voting outlined in this Charter.

• 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 Bodies, as applicable, shall vote on a one vote per voting representative basis.

• Decisions by vote shall be based on a majority vote, provided by more than sixty percent

(60%) of the Governing Board, Steering Committee, Outreach Committee or other committee representatives, as applicable, must be either present or participating electronically or by written action to conduct a valid vote.

- In the event of a tied (greater or equal than 50% but less than 60%) vote with respect to an action by the Governing Bodies, the corresponding Chair of the Governing Body shall be entitled to submit a tie-breaking vote.

5.3.- Governing Board

The Governing Board is empowered with the management of the Software Transparency Foundation as organization and oversee of all the activities done within the context of the STF or those activities where STF participates with other organizations, projects or forums.

The Governing Board assumes all the functions, responsibilities and obligations of the other Governing Bodies until they get constituted.

Members constituted

Governing Board Members, with voting rights are:

- Two Trustees, in representation of the STF Patronato.

- Every Strategic Member representative

- Every Gold Member representative

- One Silver Member class representatives elected annually by the Silver Members as a class

- One Community Member class representative elected annually by the Community Members as a class

Governing Board Members, with no voting rights are:

- Steering Committee Chair

- Outreach Committee Chair

Benefits and Responsibilities

1. To propose and approve the STF Strategic Plan

2. To coordinate the creation and to approve the STF Annual Action Plan

3. Create and approve the STF Annual Budget, directing the use of funds raised by STF from

all sources of revenue, that supports the STF Annual Action Plan.

4. To define, approve and amend the STF Participation Agreement

5. To amend this Charter

6. To admit and terminate new Members

7. Appoint and revoke a Chair of the STF to preside over meetings, authorize expenditures approved by the budget and manage any day-to-day operations

8. Vote on decisions or matters

9. Define, maintain and oversee that everyone involved in STF activities meet the STF policies, rules and procedures, including but not limited to the IP Policy (copyright, patent or trademark), the Code of Conduct, the Internal Policy or to any other policy or process.

10. Approving procedures for the nomination and election of (1) Silver Member and Community Member representatives to the Governing Board and (2) any other positions created by the Governing Board;

11. To Oversee operations and qualification efforts

12. To Establish and oversee any Governing Board committees created to drive the mission of the STF

13. To create and agreed on an Internal Policy describing how to manage the agenda, the meetings, elections and voting processes, decision-making procedures, minutes approval and publication process, compatible with the Spanish legislation applied to every STF Governing Body and with this Charter. Such a policy will be public. The Internal Policy will also define the attributions, rights and responsibilities of every Governing Body Chair and Program Lead.

14. 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.

15. Create and extinguish Projects and Programs based on the Steering Committee proposal or its own initiative, which should be justified.

5.4.- Steering Committee

The Steering Committee is empowered with:

•   The coordination of the cross-Programs/Projects actions across the Software Transparency

Foundation as well as those activities developed in collaboration with other organizations.

- The support to every Program and Project individually.

The Steering Committee does not participate in any Program or Project internal affairs. Program and Projects operate autonomously, under consensus-driven decision-making and open collaboration processes and practices, inspired by the open source movement.

The Steering Committee establishes the general, high-level policies and procedures in which the different Programs and Projects should operate so supporting them as a whole can be manageable by the STF.

Members constituted

Steering Committee Members, with voting rights are:

- Two Trustees, in representation of the STF Patronato.

- Every Strategic Member representative

- Every Gold Member representative

- Two Silver Member class representatives elected annually by the Silver Members as a class

- One Bronze Member class representative elected annually by the Silver Members as a class

- One Community Member class representative elected annually by the Community Members as a class

- Every STF Program Lead

Steering Committee Members, with no voting rights are:

- Governing Board Chair

- Outreach Committee Chair

Benefits and Responsibilities

The key rights and responsibilities of the Steering Committee are:

1. Creating, proposing to the Governing Board, Managing and reporting on the Action Plan.

2. Propose the approval and extinguish of Programs and Projects to the Governing Board.

3. Oversee that Programs and Projects remain within scope and healthy according to the STF policies and the procedures defined by communities themselves.

4. Define, approve and maintain those general, high-level policies and procedures that Programs and Projects should meet

5. Appointing representatives to work with third party open source, open data or open standards communities when required by the Programs and Projects

6. Support cross-Program/Projects coordination, pollination and collaboration.

7. Creating sub-committees or working groups

8. Appoint a Chair to preside over meetings and to serve on the Governing Board.

9. Serve as escalation point for the management and resolution of conflicts, violations of procedures or guidelines in any cross-Program or cross-project or impact issues that cannot be resolved at the project team level.

10. Such other activities as the Governing Board may be assigned to the Steering Committee.

5.5.- Outreach Committee

The Outreach Committee is empowered with

- The definition, management and evaluation of the communication, outreach and marketing actions related to the Software Transparency Foundation as an organization including those developed in collaboration with other organizations.

- The support in communication, outreach and marketing activities to each Program and Projects individually.

The Outreach Committee does not participate in any Program or Project internal affairs. Program and Projects operate autonomously, under consensus-driven decision-making and open collaboration processes and practices, inspired by the open source movement.

The Outreach Committee establishes the general, high-level policies and procedures in which the different Programs and Projects should operate in relation with communication, outreach and marketing activities, so supporting them can be manageable by the STF.

Members constituted

Outreach Committee Members, with voting rights are:

- Two Trustees, in representation of the STF Patronato.

- A representative of every Strategic Member.

- A representative of every Gold Member

- Two Silver Member class representatives elected annually by the Silver Members as a class

- One Bronze Member class representative elected annually by the Silver Members as a class

- One Community Member class representative elected annually by the Community Members as a class

- Every STF Program Lead

Steering Committee Members, with no voting rights are:

- Governing Board Chair

- Outreach Committee Chair

Benefits and Responsibilities

The key rights and responsibilities of the Outreach Committee are:

1. Creating, proposing to the Governing Board, Managing and reporting on the outreach, communication and marketing sections of the Action Plan.

2. Oversee that Programs and Projects remain within scope with STF outreach, communication and marketing policies and the procedures defined by communities themselves.

3. The Outreach Committee shall be responsible for designing, developing and executing efforts to build a Software Transparency Foundation ecosystem throughout relevant supply chains on behalf of the Governing Board and in collaboration with the Governing Board

4. Define, approve and maintain those general, high-level policies and procedures around outreach, communication and marketing that Programs and Projects should meet

5. The Outreach Committee should report directly to the Governing Board and coordinate with the Steering Committee.

6.- Additional Policies and key governing documents

6.1.- Financial policies and documents

The **STF Strategic Plan** is a multi-annual plan where the strategy of the STF is described.

The STF Strategic Plan is proposed and approved by the Governing Board, which will review it at least once every two years.

The **STF Annual Action Plan** goal is for the STF Foundation, Programs and Projects to meet the key objectives defined by the STF Strategic Plan according to the Foundation's vision and mission.

The **STF Annual Budget**, which should commit to never spend more than funds raised, will be structured in quarters and will establish a clear relation between the available funds and the key actions defined in the STF Annual Action Plan.

The STF Annual Budget for the next year will be presented to the Governing Board in October of the current year and approved no later than November of the current year. The STF Annual Action Plan will be presented first and then approved at least two weeks before the STF Annual Budget.

The Governing Board shall provide regularly reports of spending levels against the STF Annual Budget.

Once approved, the STF Strategic Plan, the STF Annual Budget and the STF Action Plan will be published.

The Governing Board will discuss and approve the **Annual Expenses Report** against the Budget. A summary of the Annual Expenses Report will be published.

6.2.- Intellectual Property Policy

All documentation will be received and made available by the Software Transparency Foundation under the Creative Commons Zero License version 1.0 Universal (CC0 1.0). The rest of the intellectual property rights owned or managed by the Foundation shall remain under the same license terms and requirements as were acquired by the foundation.

The Governing Board will create, approve and maintain an Intellectual Policy (IP) Policy which should be public, following the guidelines of this Charter. The IP Policy will be public.

6.3.- Code of Conduct

The Governing Board shall define, adopt and apply when required a Code of Conduct, which will be public.

7.- Addendum

This Charter will serve as an expression and projection of the principles and values that inspire the formal statutes of the Foundation, adopted under the regulation of Spanish laws. In the event of a conflict between the provisions established in this Charter and the terms contained in the formal

statutes, the provisions of such statutes shall prevail in all cases.

Nevertheless, the formal structure of the Foundation shall make its best efforts and act in good faith to ensure that the decisions adopted within the framework of this Charter are consistent with and aligned with the principles and objectives established in the statutes.

This Charter will also be annexed to the Participation Agreement. In the event of a discrepancy between the provisions of this Charter and the terms established in the Participation Agreement, the content of this Charter shall prevail in all cases.