

Governing Board Meeting #40

April 25th, 2025

The following reflects the proceedings from 40th meeting held of the Software Transparency Foundation Governing Board on April 4th 2025 at 10:10 (CEST), online.

The meeting was called to order by Mr. José María Lancho and was held by video conference.

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ATTENDEES:

The names marked did participate in the meeting (attendees):

- ☒ ~~Mr. Jose María Lancho Rodríguez, STF Patronato President~~
- ☐ Mr. Luis Ignacio Español Bouché, STF Patronato Vice-President
- ☒ ~~Mr. Julian Coccia~~
- ☒ ~~Mrs. Hongge (Tina) Zhang~~



- ☐ ~~Mr. Oscar Enrique Goñi~~
- ☐ ~~Mr. Agustin Benito~~
- ☐ ~~Mr. Ricardo Jin~~
- ☐ ~~Mr. Wonjae Park~~
- ☐ ~~Mr. Andrés Saulino~~

No quorum required for this meeting.

Approved on: 2025-05-30

Agenda

Topic	Responsible	Time
	Agustin B.B.	5 min
Motion: dissolving the current Governing Board to create a new one under the recently approved Charter	José M ^a Lancho	5 min
Motion: Creation of the new Governing Board	José M ^a Lancho	5 min
Motion: STF Governing Board Chair election	José M ^a Lancho	5 min
Motion: participation of deputies at the Governing Board	José M ^a Lancho	5 min
Motion: Governing Board invitees	José M ^a Lancho	5 min
Approval of the 39 th STF Governing Board meeting minutes	Agustin B.B.	5 min
Motion: approval of Wonjae Park, LGE representative, as Silver Member class representative at the STF Governing Board	José M ^a Lancho	5 min
AOB	Agustin B.B.	5 min

Minutes

Creation of the new Governing Board

According to the SFT Charter, section 5.3

The 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*



Patronato representatives

These are the representatives from The STF Patronato:

1.- José María Lancho Rodríguez is a Member of the Patronato

~~☐ Confirmed by José María Lancho Rodríguez~~

José María Lancho Rodríguez is candidate to become a Member of the STF Governing Board in representation of the Patronato

~~☐ Confirmed by José María Lancho Rodríguez~~

2.- Luis Ignacio Español Bouché is a Member of the Patronato

☐ Confirmed by José María Lancho Rodríguez

Luis Ignacio Español Bouché is candidate to become a Member of the STF Governing Board in representation of the Patronato

☐ Confirmed by José María Lancho Rodríguez

Strategic Member representatives

At per today, the STF strategic Members are

- SCAN OPEN SOURCE SOFTWARE SL (SCANOSS)
- HUAWEI

Julián Coccia is the representative of SCANOSS at STF

~~☐ Confirmed by José María Lancho Rodríguez, STF President~~

Julián Coccia is SCANOSS candidate to represent the company at STF Governing Board

~~☐ Confirmed by Julián Coccia, SCANOSS representative~~

Hongge (Tina) Zhang is the representative of Huawei at STF

~~☐ Confirmed by José María Lancho Rodríguez, STF President~~

Hongge (Tina) Zhang is Huawei candidate to represent the company at STF Governing Board

~~☐ Confirmed by Hongge (Tina) Zhang is Huawei representative~~

Other representatives

- STF has no Gold Members
- STF Has no Silver Members
- STF has no Community Members
- The Steering Committee and the Outreach Committee have not been constituted at this point so there is no Chair of any of them to make part of the Governing Board



So, there are no other representative that is eligible to become a voting Member of the STF Governing Board

Constitution of the new STF Governing Board

The STF Governing Board, under the new Charter, is formed by:

- José María Lancho Rodríguez representing the Patronato as Representative 1
- Julián Coccia, representing SCANOSS, STF Strategic Member
- Hongge (Tina) Zhang, representing Huawei, STF Strategic Member

☐ ~~Confirmed by José María Lancho Rodríguez, STF Patronato President~~

Appointment of Deputies

According to the STF Charter, definition 5,

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.

In addition, the STF Charter, section 4.1, states

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.

The Gov Board representatives appoint the following deputies

José María Lancho Rodríguez representing the Patronato as Representative 1, appoints <name and surname> as his deputy at the Governing Board

☐ No candidate at this point

Julián Coccia, representing SCANOSS, STF Strategic Member, appoints Óscar Enrique Goñi as his deputy at the Governing Board

☐ ~~Confirmed by Óscar Enrique Goñi~~



Hongge (Tina) Zhang, representing Huawei, STF Strategic Member appoints Yixiong Chen as her deputy at the Governing Board

~~☐ Confirmed by Yixiong Chen~~

STF Governing Board Chair election

Background

The STF Charter, section 5.2 states about every Governing Body Chair

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.

In addition, about voting, the same section 5.2 of the STF Charter states

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.*

Candidates

José Maria Lanco Rodríguez nominates himself as candidate to the STF Governing Board position

~~☐ Confirmed by José María Lanco Rodríguez, STF Governing Board Member~~

If there is any other nomination, the Governing Board will:

1. Confirm that is a valid candidate to the Chair position



2. Provide an audience to the candidate. The rest of the Members will be able to ask questions to the candidate, which should be answered.
3. Members will deliberate and vote

Is there any other nomination?

☐ ~~No~~

The candidates are:

1. José María Lancho Rodríguez

Every candidate got audience and answered the proposed questions

☐ ~~No~~

No need to vote since there is only one candidate

The Governing Board declares José María Lancho Rodríguez as its new Chair

Motion: participation of deputies at the Governing Board

At the discretion of the corresponding representative, deputies can participate in any Governing Board session, even if the corresponding representative is present.

☐ ~~Approved unanimously~~

Motion: STF Governing Board invitees

José María Lancho Rodríguez, as STF Governing Board Chair, propose for consideration appointing Agustín Benito Bethencourt, currently STF Ecosystem Lead, as STF Governing Board invitee playing the role of STF Governing Board Secretary

☐ ~~Approved unanimously~~

José María Lancho Rodríguez, as STF Governing Board Chair, propose for consideration appointing Andrés Saulino, as STF Governing Board invitee playing the role of STF Governing Board Treasurer

☐ ~~Approved unanimously~~

Motion: Approval of the 39th STF Governing Board Meeting minutes



All participants have read, the meeting minutes corresponding to the STF Governing Board Meeting #39 and approve them

☐ ~~Approved unanimously~~

Motion: approval of LGE as new Silver Member

Action	Reference	Confirmed by	Comment
STF Participation Agreement has been signed and received	Charter section 4.7	<input type="checkbox"/> Confirmed by STF Gov. Board Chair	
LGE appointed a representative	Charter section 4.1, Participation Agreement	<input type="checkbox"/> Confirmed by LGE representative	LGE representative is Wonjae Park
LGE representatives names his Deputy and communicates it to STF	Charter section 4.1	<input type="checkbox"/> Confirmed by STF Gov Board Chair	Wonjae will name his deputy in the near future
STF Gov Board provided audience to LGE representative, who answered the questions asked.	Charter section 4.7	<input type="checkbox"/> Confirmed by STF Gov Board Chair	
STF Governing Board approves that LGE becomes a STF Member as part of the Silver Member class	Charter section 4.7	<input type="checkbox"/> Approved unanimously <input type="checkbox"/> Confirmed by STF Gov Board Chair	Charter: " The admitting decision requires the affirmative vote of two-thirds (2/3) of the Governing Board Members present."

Motion: approval of Wonjae Park, LGE representative, as Silver Member class representative at the STF Governing Board

Action	Reference	Confirmed by	Comment
LGE representative is eligible for a position as Governing Board representative	Charter section 4.4	<input type="checkbox"/> Confirmed by LGE representative	
LGE nominates Wonjae Park as Silver Member class Representative at the STF Governing Board	Charter section 4.4	<input type="checkbox"/> Confirmed by LGE representative	
STF Governing Board confirms that Wonjae Park is the only candidate to represent the Silver Member class in the STF Governing Board	Charter section 5.3	<input type="checkbox"/> Confirmed by STF Chair	LGE is the only Silver Member at STF
STF Governing Board proclaim LGE representative Wonjae Park as Governing Board representative of the Silver Membership class	Charter section 5.2 and 5.3	<input type="checkbox"/> No vote needed since Wonjae is the only candidate <input type="checkbox"/> Confirmed by STF Gov Board Chair	
Wonjae Park appoints <name + surname> his deputy at the STF Governing Board	Charter Definition 5 and section 4.1		<input type="checkbox"/> Wonjae will appoint a deputy in the near future

Summary of the Governing Board composition

The current STF Governing Board composition is:

Voting Members:

1. José María Lancho Rodríguez, representing the Patronato as Representative 1
2. Julián Coccia, representing SCANOSS, STF Strategic Member
 - a. Deputy: Óscar Enrique Goñi
3. Hongge (Tina) Zhang, representing Huawei, STF Strategic Member
 - a. Deputy: Yixiong Chen
4. Wonjae Park, representing the STF Silver Member class

Non-voting Members

None

Invitees (no voting rights)



1. Agustín Benito Bethencourt, STF Ecosystem Lead, acting as STF Governing Board Secretary
2. Andrés Saulino acting as STF Governing Board Treasurer

AOB

Agustin.

New Governing Board next steps:

- Representatives and deputies join STF communication channels
- Representatives and deputies are included in the STF Governing Board meeting calendar invitations
- The STF Board web page gets updated
- Announcement: LGE joins STF as Silver Member

Points for the next session:

- STF Governing Board meetings schedule
- 2025Q1 activity status report

END