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Spin-Out Process Guide for Future Applications

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Abstract

This document provides a comprehensive analysis of the eduMEET spin-out process, concluding with a list of recommendations and next steps.



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Executive Summary

This guide provides a comprehensive analysis of the eduMEET spin-out process. It aims to enhance GÉANT's strategic approach to future spin-out initiatives.

The guide first gives an overview of the success criteria of the spin-out process, before giving reference cases for community-governance of services. Next there is an introduction to The Commons Conservancy, and this is followed by a consideration of relevant financial aspects, sponsorship agreements, legal considerations, and memorandums of understanding.

The guide concludes with a list of recommendations and next steps.

1 Introduction

This guide provides a comprehensive analysis of the eduMEET spin-out process, from initial drivers to total investment, to support GÉANT in refining future decision-making. By outlining key milestones and insights, this guide aims to enhance GÉANT's strategic approach to future spin-out initiatives.

The spin-out process assumes that the service and all related software components, including external libraries, are at a production level, validated through the GÉANT Product Lifecycle Management (PLM) steps. It also assumes that the final form of the spin-out may not be clear from the outset, and that the process will evolve based on the project's development.

2 Overview of Success Criteria

The success criteria for the spin-out process includes ongoing maintenance and development, continued stakeholder engagement, establishment of a sustainable governance structure, and clear pathways for new stakeholder involvement. These criteria ensure the long-term sustainability and growth of the service, with a focus on both financial and in-kind contributions, governance, and community building.

The following success criteria should be considered:

1. Ongoing maintenance and development to keep the product current.
2. Continued engagement of current stakeholders as anchor contributors.
3. Establishment of a sustainable legal entity and governance structure for resource management and community building.
4. Clear opportunities for new stakeholders to engage, including:
 - a. Participation in governance and roadmap steering.
 - b. In-kind contribution of resources (e.g. developer time, infrastructure).
 - c. Financial contributions.
 - d. Partnerships (e.g. integration with other projects).
5. Awareness campaign to attract new stakeholders and communicate engagement opportunities.
6. Successful community building to maintain stakeholder relationships.

Criteria 1 and 2 can be supported by project funds, while criteria 4–6 are ongoing and relevant during the later stages. To ensure progress, key areas to focus on include:

- Reference cases for community-governance of services.
- Identification and selection of third-party supporting foundations.
- Financial aspects and sponsorship agreements.
- Legal considerations.

3 Reference Cases for Community-Governance of Services

Before starting the spin-out process, it's essential to analyse existing solutions that have undergone similar transitions and are functioning as open-source software or services. Examining software with similar origins, target communities, and potential impact can help shape the spin-out strategy.

In the GÉANT model, community-governance of services for new spinouts involves NRENs taking a leading role, while also incorporating external organisations, such as The Commons Conservancy (TCC) for administrative support. Continuous backing from GN projects, co-funded by the European Union, builds trust in the software and ensures its continuity, reducing the risk of abandonment and encouraging greater organisational involvement in development.

The Commons Conservancy (TCC) has successfully supported spinouts like FileSender, eduVPN, and eduMEET, providing administrative, legal, and funding support. In addition, securing external funding from sources like the Vietsch Foundation [\[Vietsch Fndn\]](#), RIPE NCC [\[RIPE NCC\]](#), NORDUnet [\[NORDUnet\]](#), NGI Trust [\[NGI Trust\]](#), or the NLnet Foundation [\[NLnet\]](#) can significantly increase the long-term success of the spin-out.

4 Supporting Foundation: The Commons Conservancy

The Commons Conservancy (TCC) [\[TCC\]](#) is a not-for-profit foundation established in 2016 under Dutch law, focusing on free and open-source projects. It offers a flexible governance infrastructure that allows a project (called a 'programme' inside TCC) to operate as a virtual not-for-profit organisation. TCC provides a streamlined solution for decision-making, and enables projects to receive tax-friendly donations through its partners. TCC manages the rights of free and open technology development for global user communities. Its collaboration process includes mandatory phases and optional phases such as graduation, hibernation, revival, forking, and termination, which add flexibility for future growth.

Each programme's statutes define key areas such as purpose, legal status, financial considerations, governance, voting procedure, integrity, licensing policy, and transition into the statutes (i.e. decisions ratified by the signatories when the statutes take effect).

4.1 Board Selection

Each programme within TCC requires a Board of Directors including a Chair. The process for selecting and confirming Board members should be established early in the spin-out procedure.

It is essential that the selection process is transparent, and that candidates are experienced, trusted, and represent diverse expertise and business backgrounds. For eduMEET, selecting representatives from various regions and communities across Europe was key to addressing the different needs and geopolitical considerations of stakeholders.

Board members must sign an agreement pledging to uphold TCC's principles and obligations.

As well as a Chair, the Board roles may include:

- NREN representatives
- Community representatives
- GÉANT representatives and contact points (e.g. educational topics)
- Promotion managers
- Technical design specialists
- Business manager
- International contact point
- Long-term design specialist
- Evangelist / Communities contact

An early-stage plan for Board meetings, a roadmap for development, and an analysis of potential funding sources should be defined. Priorities for each Board member role and specific contributions should also be identified.

5 Financial Aspects and Sponsorship Agreements

Financial support options should be identified and analysed, including both monetary and in-kind contributions.

These might include:

- Financial support from NRENs, organisations, or companies.
- In-kind support (e.g. personnel secondment) from NRENs, organisations, or companies.
- Voluntary work.
- GNn project support.
- Contributions from other related projects (current or future, service-oriented, and with the service as part of bigger picture).

Sponsorship options for the development and maintenance of the programme within TCC should also be explored. TCC can facilitate financial support, enabling hiring additional developers, and in-kind support, such as delegating employees to the project.

Support opportunities vary geographically, with Western and Northern Europe typically providing financial support, while Eastern and Southern Europe may offer in-kind contributions. Flexibility in support methods ensures broader engagement, including individual open-source software (OSS) volunteers.

Future governance models may prioritise donors in roadmap planning and feature implementation based on their level of support. To attract sponsors, a sponsorship agreement template should be prepared, involving the sponsor, TCC, and TCC's financial management unit Commons Caretakers [\[Commons Caretakers\]](#).

Ensuring continued service support within the GNn projects is critical. At a minimum, maintaining the GÉANT collective contribution guarantees stable development and access to essential resources like secure code audits,

licensing checks, and legal assistance (e.g. in determining the scope of policies and agreements). Collaboration with GÉANT's marketing, design, and technical teams is vital for service promotion.

For the service to grow into a widely deployed solution (e.g. NREN-based federation), investment is needed. This will enable the development of a pan-European for NRENs and related organisations. GÉANT's contribution can support outreach to decision makers, CTO-level engagement, and collaboration with Special Interest Groups (SIGs) and Task Forces (TFs), such as:

- SIG-Multimedia: Multimedia Applications.
- TF-EDU: Educational Services and Activities.
- SIG-CISS: Cloud Interoperable Software Stacks.

Other SIGs and TFs may also be relevant, depending on the service being spun out.

6 Legal Considerations

Key legal aspects for the spin-out process, based on the GÉANT Product Lifecycle Management (PLM) process for eduMEET, include:

- Transfer of trademarks and intellectual property to TCC.
- Providing information on past public funding, including EU grants.
- Introducing a Transfer Out/Retire Gate as an alternative to the traditional End-of-Life Gate, enabling transfer to an appropriate entity for ongoing support.
- Continued GÉANT involvement in software development, reviews, and legal support.
- Creation of an official document outlining the spin-out process and involved parties.
- Development of templates for organisations implementing on-premises instances.
- Ensuring licence compatibility for reused elements, such as external libraries.

This comprehensive legal checklist may require multiple iterations throughout the PLM cycle.

Information about public funding (EU grants) during previous phases of service development is needed and should be published on the official website of the service concerned by this spin-out process.

The creation and publication of a privacy notice with an adaptable template for organisations is also recommended to ensure legal compliance. GÉANT's own privacy notice is a good example [\[GÉANT PRIVACY\]](#).

7 Memorandum of Understanding

Based on an analysis of legal aspects and sponsorship options, it is recommended that the use of an additional Memorandum of Understanding (MoU) is explored. The primary aim of the MoU is to clarify all legal areas that may cause issues, such as ownership, intellectual property, and diverse funding mechanisms, throughout the project's lifecycle, including all PLM stages and gates.

Key topics for consideration in an agreement between GÉANT and TCC include trademarks, intellectual property, public funding information, web pages, and the transfer or ongoing support of mailing lists.

For other spin-out candidates, a case-by-case approach should be adopted to reflect their specific situations and legal positions.

8 Recommendations and Next Steps

Steps for initiating and managing spinouts involve analysing reference cases to identify best practices, adopting a governance framework such as TCC, and defining clear success criteria, including roles, funding strategies, and legal requirements. This includes securing financial and in-kind support, addressing intellectual property transfers, and engaging stakeholders through structured outreach and sponsorship agreements.

Ensuring long-term sustainability and stakeholder engagement requires ongoing product maintenance, a strong governance structure, and active stakeholder participation. This includes enabling financial and in-kind contributions, creating pathways for new stakeholders to engage, conducting awareness campaigns, and establishing partnerships to expand community involvement.

Final considerations for decision-makers focus on assessing the spin-out's alignment with strategic goals and long-term viability. Decision-makers should prioritise sustainability, stakeholder involvement, and governance while balancing resource commitments and exploring opportunities for growth and collaboration.

References

[Commons_Caretakers]	https://www.commonscaretakers.com/
[GÉANT_PRIVACY]	https://geant.org/privacy-notice/
[NGI_Trust]	https://ngi.eu/ngi-projects/ngi-trust/
[NLnet]	https://nlnet.nl/
[NORDUnet]	https://nordu.net/
[RIPE_NCC]	https://www.ripe.net/
[TCC]	https://commonsconservancy.org/
[Vietsch_Fndn]	https://www.vietsch-foundation.org/

Glossary

CTO	Chief Technology Officer
MOU	Memorandum of Understanding
NREN	National Research and Education Network
PLM	Product Lifecycle Management
SIGs	Special Interest Groups
TCC	The Commons Conservancy
TFs	Task Forces