

PROGRAM OPERATIONS POLICY

I. INTRODUCTION

This program operations policy sets forth the recommended processes under which the Fintech Open Source Foundation (the “Foundation”) Symphony Program (the “Program”) will operate. Consensus shall be the normal operating model for Program governance decisions, based upon Governance by Contribution.

II. PROGRAM MANAGEMENT COMMITTEES

A. General. A Program Management Committee (PMC) oversees and provides leadership for a single Foundation-hosted Program and all Foundation-hosted Projects and Working Groups specific to that Program, in accordance with Foundation policy. The PMC’s responsibilities include:

- Ensuring that the Program and its Projects and Working Groups are operated in accordance with Foundation policy
- Setting the high-level priorities and objectives for the Program
- Approving new Projects and Working Groups within the Program
- Approving lifecycle transitions for the Projects
- Selecting a Project Lead for each Project
- Approving new Committers to the Projects
- Selecting a Working Group Chair for each Working Group
- Approving new Participants in Working Groups
- Resolving policy questions raised within the Program
- Measuring and ensuring the ongoing progress and viability of the Program and its Projects and Working Groups
- Reporting periodically to the Board on the Program’s status, progress, and viability
- Maintaining current and accurate records of the membership of all bodies within the Program

A. Roles & Responsibilities.

- a. PMC Lead.** The PMC Lead is responsible for coordinating the activities of the PMC to fulfill the responsibilities listed above.

The PMC must have a single PMC Lead at all times, who shall serve for a period of two (2) years (or until their earlier resignation, removal, or death). The PMC Lead shall be a member of the PMC.

When a new Program is proposed to the Foundation, the initial PMC Lead must be identified as part of the proposal. Thereafter, PMC Lead candidates may be nominated by any PMC Member, with the new PMC Lead elected by the PMC Members on a one person, one vote basis, with a tie vote decided by the Program Liaison.

- b. PMC Members.** PMC members may be nominated by (1) the PMC Lead, (2) Project Leads from each of the Program's Projects and (3) the Chairs of each of the Program's Working Groups, and are elected or removed by vote of the PMC using the same process as for the election of the PMC Lead as outlined above.

B. New Projects and Working Groups. A proposal for a new Project or Working Group can be put forward by anyone, and is reviewed by the associated PMC.

- a. Proposal.** All proposals must include the name of the proposed Project Lead or Working Group Chair, proposed scope and purpose, ~~LOCATION AND TRANSFER MECHANISM FOR ANY PRE-EXISTING MATERIALS,~~ and initial team composition.

Projects or Working Groups that incorporate existing material or have dependencies on third-party materials should be reviewed to confirm compatibility with the project's open source license.

- b. Review and Approval.** The PMC will determine whether to approve the new Project or Working Group based on its evaluation of the proposal. This must include a due diligence review on any intellectual property issues raised by the proposal.

C. Voting. The PMCs shall operate by consensus. If a PMC Lead determines that consensus cannot be reached on any substantive decision within the Program, a formal vote shall be taken within the PMC, with a tie vote being decided by the Program Liaison.

D. Decision Appeals. Any three (3) PMC Members (collectively) may appeal a new Project or Working Group decision within a PMC to the Board, via the Program Liaison.

III. COLLABORATIVE PRINCIPLES

A. Project and Working Group Members are responsible for adhering to the Foundation's collaborative principles in their day-to-day activities. In particular:

- a.** Ensuring that IP compliance is maintained at all times. In practice this means ensuring to the best of the parties' knowledge that: all incoming intellectual property (e.g. code) to a Project or Working Group is legally contributed; all third-party intellectual property included in or referenced (i.e. as a dependency) by Projects or Working Groups is compatible with the Foundation's licensing requirements; and all Project Committers have contributor license agreements in place covering each of the Projects on which they have commit rights;
- b.** Ensuring that all Project Members and Working Group Participants have an equal opportunity to participate, by:
 - i.** maintaining **SUBSTANTIVE** work products (source code, standards documents, etc.) in a Foundation-sanctioned system (source code repository, document management system, etc.);
 - ii.** keeping suitable public records to record work in progress, current themes, and planned releases / publications;
 - iii.** conducting open and transparent meetings that give voice to all Project and Working Group Members and that consider input from all parties;
 - iv.** responding in a timely manner to relevant bugs and feature requests raised by the community via the Project / Working Group's chosen source code repository and/or issue tracker;
 - v.** actively participating in discussions relating to the Project or Working Group;
 - vi.**
 - vii.** using a transparent process for granting commit rights to a Project, and accepting new Participants into a Working Group.

- c.
- d. reviewing with appropriate Project and Working Group teams new features or standards, and for major refactoring or redefinition efforts.

IV. PROJECTS

A. Roles.

- a. **Project Lead.** Each non-archived Project will have one Project Lead, and this person will represent the body to the associated PMC. This person shall have responsibility for setting Project direction, coordinating work amongst that Project members, resolving disputes within that Project, communicating status to the PMC and Foundation Membership, and running meetings.
 - i. **Selecting a New Project Lead.** If a Project Lead is removed or decides to step down for any reason, the Project’s Committers shall decide by consensus who the new Project Lead will be. If consensus is not reached, the PMC Lead shall call for a Governance by Contribution vote by the Project’s Committers. Tie votes will trigger a new Governance by Contribution vote by the PMC that oversees the Project.
 - ii. **Delegation.** A Project Lead may temporarily delegate their responsibilities to any Committer in the Project.
- b. **Committers.** Committers have commit rights to the Project’s repository and may merge pull requests at the Project Lead’s discretion. Committers take direction on a day-to-day basis from the Project Lead. Committers can be developers, testers, documenters, designers, or others as determined by the PMC.
- c. **Contributors.** Contributors’ contributions are made via pull requests, and may be merged by any Project member, at the discretion of the Project Lead.
- d. **Project members.** Project members include that Project’s Committers and the Project Lead.

B. Decision Appeals. The Project Lead, or at least 25% of the Project Committers may appeal any Project decision to the PMC.

C. Processes. Projects should:

- a. Publicly document the requirements for a community member to gain Committer privileges;
- b. Publicly document the requirements for Pull Requests from Contributors to be accepted;
- c. ~~MAINTAIN A PUBLIC LOCATION FOR ISSUE TRACKING~~
- d.
- e.
- f. Respond to all Pull Requests in an appropriate and timely manner, including clear explanations in the case of a rejection.

V. WORKING GROUPS

A. Roles.

- a. **Working Group Chair.** Each non-archived Working Group will have one Working Group Chair, and this person will represent the body to the associated PMC. This person shall have be responsible for setting Working Group direction, coordinating work amongst that Working Group's Participants, resolving disputes within that Working Group, communicating status to the PMC and Foundation Membership, and running meetings.
 - i. **Selecting a New Working Group Chair.** If a Working Group Chair is removed or decides to step down for any reason, the Working Group Participants shall decide by consensus who the new Working Group Chair will be. If consensus is not reached, the PMC Lead shall call for a Governance by Contribution vote by that Working Group's Participants. Tie votes will trigger a new Governance by Contribution vote by the PMC that oversees the Working Group.
 - ii. **Delegation.** A Working Group Chair may temporarily delegate their responsibilities to any Participant in the Working Group.
- b. **Participants.** Participants are individuals who have been approved to fully participate in the activities of the Working Group, including attending meetings, collaborating on documents and other work products, and being included in decision-making.

- c. Working Group Members.** Working Group members include that Working Group’s Chair and all of the Participants.
- B. Decision Appeals.** The Working Group Chair, or at least 25% of the Working Group Participants may appeal any Working Group decision to the PMC.
- C. Processes.** Working Groups should:
 - a.** Publicly document the requirements for a community member to become a Participant;

VI. DEFINITIONS

Each capitalized term within this document will have the meaning provided below, unless otherwise defined in the Bylaws.

- A. “Board”** means the Board of Directors of the Foundation.
- B. “Committer”** means a developer who is approved to commit directly to Foundation-hosted Projects.
- C. “Contributor”** means developers that participate in one or more Projects in a non-committer capacity (i.e. collaborating via pull requests).
- D. “Contribution”** means any information or materials, including software source code, documentation, or related materials, provided to the Foundation by a Member or other party for inclusion in a Project or Working Group.
- E. “Governance by Contribution”** is the voting process by which Committers and Participants vote in Foundation decisions. In general, an organization or individual's influence within the Foundation should be proportional to the investment that organization or individual is making to support the Foundation’s mission. Technical influence over Programs, Projects, and Working Groups should be proportional to the number of an organization’s Committers and Participants.
- F. “Member”** means a member of the Foundation in good standing in accordance with the Bylaws, Foundation Policy, and any applicable Membership Agreement.
- G. “Membership Agreement”** means the agreement between the Foundation and each Member regarding each such Member’s rights and obligations as a Member.
- H. “Open Content License”** means a license that permits the royalty-free use, modification, and redistribution of the licensed content, including for commercial purposes.

- I. **“Open Source License”** means any license approved as an open source license by the Open Source Initiative or as a free software license by the Free Software Foundation.
- J. **“Open Source Software”** means any software, whether in source code format or binary code format, made available under an Open Source License.
- K. **“Participant”** means anyone who has been approved to participate in a Foundation-hosted Working Group.
- L. **“Program”** means a Foundation-hosted strategic initiative focused around a technology and/or topic of interest. Projects and Working Groups represent specific tactical work streams within a Program.
- M. **“Project”** means a Foundation-hosted open source software project.
- N. **“Project Lead”** means the individual responsible for leading a Project.
- O. **“Working Group”** means a group of Participants organized to investigate a topic related to a Foundation Program, and to report on or produce other materials related to that topic.
- P. **“Working Group Chair”** means the person responsible for coordinating the activities of a Working Group. Each Working Group Chair is appointed according to the Operations Policy of the Program within which the Working Group operates.