

PROGRAM OPERATIONS POLICY

I. INTRODUCTION

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

II. PROGRAM MANAGEMENT COMMITTEE

A. General. The Program Management Committee (PMC) oversees and provides leadership for the Program and its Projects and Working Groups (each a Program “Committee”), in accordance with the Foundation’s Program Governance Policy. The PMC’s responsibilities include:

- Ensuring that the Program and its Committees are operated in accordance with Foundation policy
- Setting the high-level priorities and objectives for the Program
- Approving new Committees within the Program
- Approving lifecycle transitions for the Committees
- Selecting a Chair for each Committee
- Approving new Committers for each Committee
- Approving new Contributors for each Project
- Resolving policy questions raised within the Program
- Measuring and ensuring the ongoing progress and viability of the Program and its Committees
- 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

Changes to this Program Operations Policy must be approved by a 75% supermajority of the PMC before being submitted for Board approval.

B. Roles & Responsibilities.

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

Each 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), and shall be a Committer on one of the PMC's Committees.

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 Program Committer, with the new PMC Lead elected by the Program Committers on a one person, one vote basis, with a tie vote decided by the Program Liaison.

- b. PMC Members.** PMC members shall include (1) the PMC Lead, (2) an additional 4 members elected by majority vote of Program Committers.

- C. New Committees.** A proposal for a new Committee can be put forward by anyone, and is reviewed by the associated PMC. If there is no consensus as to which Program the proposal best fits, the proposal will be brought to the Board to nominate the hosting Program.

- a. Proposal.** All proposals must include the name of the proposed Chair, proposed scope, and initial team composition. Proposals for new Committees must include the business problem the Committee seeks to address, and any identified issues and risks. Additionally, proposals for new Projects must include the proposed technical architecture (programming language, etc.).

Committees that incorporate existing material or have dependencies on third-party materials require legal review and approval before being accepted. In this case the preferred transfer mechanism for those existing materials should be described in the proposal.

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

D. 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.

E. Decision Appeals. Any three (3) PMC Members (collectively) may appeal a new Committee decision within a PMC to the Board, via the Program Liaison.

III. COLLABORATIVE PRINCIPLES

A. Committee 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 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 Contributors have an equal opportunity to participate, by:
 - i.** maintaining all work products (source code, standards documents, etc.) in a Foundation-sanctioned system (source code repository, document management system, etc.);
 - ii.** keeping a public task list up to date to record all work in progress, current themes, and planned releases / publications; The task list ensures there are no surprises, and allows Committee Members to advocate for prioritization of, for example, tasks that are particularly important or urgent. A Chair may not always feel able to acquiesce in all such matters, but should always be prepared to provide a justification for decisions made;
 - iii.** conducting open and transparent interim project management prioritization meetings that give voice to all Committee Members and that consider input from all parties;
 - iv.** responding in a timely manner to bugs and feature requests raised by the community via the Committee's chosen repository and/or issue tracker;
 - v.** actively participating in mailing list discussions relating to the Committee;

- vi. using only publicly available tools and file formats that are free to use; and
 - vii. using a transparent process for granting commit rights to a Committee repository, and accepting new Contributors into a Committee.
- c. ensuring that their action or inaction does not surprise the community, by scheduling reviews for major planned events in the Committee; and
 - d. publish design proposals for public review and feedback for new features or standards, and for major refactoring or redefinition efforts.

IV. COMMITTEES

A. Roles.

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

B. Decision Appeals. The Chair, or at least 25% of the Committee Members may appeal any Committee decision to the PMC.

C. Processes. Committees should:

- a.** Publicly document the requirements for a Committee member to gain Committer privileges;
- b.** Publicly document the requirements for Pull Requests from Contributors to be accepted;
- c.** Track all issues publicly, ensuring they are accurate, descriptive, and well-described by metadata (categorized as bug or enhancement request, labelled appropriately, fix version(s) identified, etc.);
- d.** Ensure all commits and Pull Requests are clearly tracked against an issue;
- e.** Respond to all Pull Requests in an appropriate and timely manner, including clear explanations in the case of a rejection.

V. 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 an individual who is approved to commit directly to a Program repository.
- C. “Contributor”** means developers that participate in one or more Program 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 Program decisions. In general, an organization or individual's influence within the Program should be proportional to the investment that organization or individual is making to support the Program’s goals. Technical influence over Program Governance, Projects, and Working Groups should be proportional to the number of an organization’s Committers and Participants.

- F. “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.
- G. “Open Source Software”** means any software, whether in source code format or binary code format, made available under an Open Source License.
- H. “Participant”** means anyone who has been approved to participate in a Program Committee.
- I. “Program”** means the Hadouken Program of the Fintech Open Source Foundation.
- J. “Project”** means an Open Source Software project within the Program.
- K. “Chair”** means the individual responsible for leading a Committee.
- L. “Working Group”** means a group of Participants organized to produce standards or investigate a topic related to the Program, and to report on or produce other materials related to that topic.