Foundation Governance
October 2016

Work to date

- **Feb. 2016**: Board sets corporate objective to define Project and Working Group governance in 2016

- [July 2016](): ESCo recommends Foundation to prepare a proposal for Project and WG Governance

- **July-Sept. 2016**: Foundation works on draft proposal for clarifying governing bodies' responsibilities
  - Reviewed comparables (Apache, OASIS, CloudFoundry, IETF)
  - Identified gaps

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Process

In-Scope

- Clarification of **responsibilities** of governing bodies
- High-level **interaction** flows between governing bodies

Out-of-scope/upcoming:

- Major changes to existing/defined roles and processes
- Details of interaction between Governing Bodies (e.g. Project and WG reporting requirements)

Governance Summary

- Governance Status - Oct 2016
- Governance Bodies
  - Board
  - ESCo
  - Working Groups
  - Project Teams
  - Members
  - Foundation Staff
- E.g. Project governance

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Governance Status - Oct 2016

- ***Current***: existing formal and *de facto* authority, responsibilities, and policies based on bylaws, ESCo decisions, other Foundations' best practices

- ***Proposed:*** clarified Operational Bodies and Governance being drafted for ESCo and Members review and approval

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Board of Directors

Formal Authority, Responsibilities, and Policies

- Set policies, criteria, benefits, and fees for membership

- Set policies for Member participation in Symphony Open Source Project, including testing/acceptance criteria, product roadmaps, and release schedules.

- Establish & delegate to Committees

- Set policies, procedures, and standards for ESCo

- Appoint two ESCo members

- Amend or reverse actions by ESCo

- Change structure/composition of Board, ESCo, and Membership

Current

Engineering Steering Committee (ESCo)

Formal Authority, Responsibilities, and Policies

- Maintain and manage the Symphony Open Source Project, including:

  - Establishing product roadmaps

  - Development, testing, acceptance, commitment, and publication of new features and releases

- Vote and act on technical matters relating to the Symphony Open Source Project

- Appoint three ESCo Advisors

Current

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Engineering Steering Committee (ESCo)

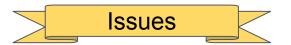### De Facto Authority, Responsibilities, and Policies

- Define standards for Project code quality, security, etc.

- Approve new Working Groups (and chairs)

- Approve new Projects (and initial committers)

- Vote & act according to ESCo voting rules

Current

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Engineering Steering Committee (ESCo)

Gaps/Uncertainty in Authority, Responsibilities, and Policies

- Oversight over and visibility into Project-level technical decisions and roadmaps

- Reporting to Board: scope and frequency

- Overlap of decision-making authority between ESCo, Board, Working Groups, Projects, and Members

- Because ESCo is small, absence of >1 at meetings defeats quorum

Issues

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Engineering Steering Committee (ESCo)

Proposed Clarifications

- Review and provide feedback on Working Group and Project Team status reports

- Report to board on Working Group and Project progress

- Provide feedback to Project Teams on project roadmaps

- Settle disputes within/between Working Groups & Projects

- Quorum for ESCo vote: majority (changed from 2/3)

Proposed

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Working Groups

Formal/Explicit Authority, Responsibilities, and Policies

- No formal authority except what is defined by charter approved by Board and ESCo

Current

Working Groups

De Facto Authority, Responsibilities, and Policies

- Develop industry/technology recommendations to be provided to the ESCo to further development of the Symphony Open Source Project

- Appoint chair to run Working Group

- Manage Working Group membership

Current

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Working Groups

Gaps/Uncertainty in Authority, Responsibilities, and Policies

- Requirements for internal governance of Working Groups

- Interaction between Working Groups and ESCo

- Process for adoption/ratification of Working Group recommendations

Issues

Working Groups

Proposed Clarifications

- Prepare best practice guides, roadmap recommendations for Project Teams, and position papers relevant to charter

- Coordinate as needed with Project Teams to align software development work with WG recommendations

- Periodically report to ESCo on progress

- Chair to liaise with ESCo and Members

- Appoint co-chair to take minutes and to run meetings when chair is unavailable

- Adopt governance model (ESCo-style voting recommended)

Proposed

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Project Teams

De Facto Authority, Responsibilities, and Policies

- Establish Project roadmap

- Day-to-day maintenance / management of Project

- Accept Contributions (PRs, docs, etc.) and approve additional committers

- Develop, test, accept, commit, and publish new Project features and releases

Current

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Project Teams

Proposed Clarifications

- Periodically report to ESCo on progress & metrics

- Appoint a Project Leader responsible for the Project and to liaise with ESCo and Members

- Projects with >1 committer appoint co-Project Leader to run Project when the Project Leader is unavailable

- Liaise as needed with Working Groups to align to recommendations

- Adopt governance model: either "benevolent dictator" (recommended) or ESCo-style voting model

Proposed

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Members

Formal Authority, Responsibilities, and Policies

- Platinum, Gold, and Silver (as a class): elect two ESCo members

- Platinum: each appoints one director

- Gold: nominate and vote for 5 Gold Directors

- Silver: nominate and vote for 1 Silver Director

- Every class: nominate and vote for one ESCo Advisor to represent class

Current

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Members

De Facto Authority, Responsibilities, and Policies

- Propose new Working Groups and Projects

- Participate in Working Groups and Projects

Current

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Foundation Staff

De Facto Authority, Responsibilities, and Policies

- Onboard new Members and grow the Community

- Support work of ESCo, Working Groups, and Project Teams

- Develop, measure, refine, and propose processes for governing bodies' activity and coordination

Current

Foundation Staff

Proposed Clarifications

- Manage community policies and processes, e.g. resolve Code of Conduct violations

Proposed

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Process

Next Steps

- Socialize refinements with ESCo
- Socialize refinements with Board
- Document & implement clarifications
- Ratification
- Prioritization and implementation of interaction processes

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Thanks!

Appendix:
Project Governance

Project Governance Roles

Role	Who approves?	Mandates	Comments
Project Team	Initial committers approved by ESCo ➤ Additional Committers approved by existing Project Team	- **Write access** on Code (Direct commit) - Accept Project Contributions (e.g. Pull Requests) - Release projects as Open Source	Requires ICLA/CCLA (Individual/Corporate Contributor License Agreement)
Contributors	Contributions approved by Project Team	- Raise issues/bugs - Send patches (bug & new features) via Pull Requests - Might become Committers by active participation	Requires ICLA / CCLA
Community	N/A	- **Read access** on Code (Apache License) - Access to public Mailing Lists - Propose new CONTRIButions	
ESCO	1 Symphony 2 Board 2 Platinum, Gold, and Silver Members 7 (Advisors) selected by ESCo and Members	- Approve new Projects and Initial Committers ➤ Align and resolve conflicts between Projects - Promote projects through Lifecycle states ➤ Monitors WG & project activity and liveliness	Guidance, not control over projects
Working Groups	Only open to Member organizations Approved by the ESCo	- Work at design / standardization level ➤ Liaise with Projects as needed	

➤ Proposed clarification

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Governance Example

Only Project Committers have write access to code in the OSS Projects

- Initial Project Leader and committers approved by ESCo upon initial contribution
- Additional committers added by existing Committers (based on "worthiness")
  Neither ESCo, Working Groups, Board can "force" what's committed
- Expectation is for Committers to engage with Community / Working Groups / ESCo

Example Contribution process

1. ACME Contributes XYZ Project
2. ACME Provides names / CCLA / Github ID for proposed Initial Committers
3. ESCo approves the Contribution (incl. initial Committers)
4. Approved ACME committers develop those Projects in the Open / accept PRs
5. Initial / Existing Committers decide which Contributions to accept and which new Committers to add

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