

TSC CHARTER OF ODPi

Section 1. Introduction and Purpose.

The Board of Directors of the ODPi (“Initiative”) has adopted this charter (“TSC Charter”). Its purpose is to set forth the roles and principal governance terms of the Technical Steering Committee (“TSC”), which oversees the inclusion, infrastructure, and lifecycle of projects hosted by the Initiative under the oversight of the Board of Directors. Any capitalized terms not defined in this TSC Charter are defined in the By-laws of the Initiative. The TSC Charter sets the overall technical governance for the Initiative. The TSC may create and adopt its own additional policies or guidelines without approval from the Board of Directors so long as such policies are within the scope of this TSC Charter and do not conflict with this TSC Charter, the Bylaws or any other policies adopted by the Board of Directors.

Section 2. Terminology

“ODPi Projects” are projects hosted by ODPi within the scope of the Initiative set by the Board of Directors operating under the oversight of the TSC.

The “ODPi Developer Community” is defined as the open community of developers and users that contribute to one or more ODPi Projects. Each ODPi Project is to define the criteria for contributing to it within its governance structure.

Section 3. TSC Mandate

The duties and authority of the TSC are found in Section 5.4 of the Bylaws. In furtherance of that mandate, the TSC is expected to facilitate driving neutral consensus for:

- (i) defining and maintaining the technical vision for the Initiative;
- (ii) approving new ODPi Projects and creating a conceptual architecture for such projects;
- (iii) removing and archiving ODPi Projects;
- (iv) defining common practices to be implemented across ODPi Projects as appropriate;
- (v) aligning ODPi Projects and mediating technical conflicts within and between ODPi Projects;
- (vi) organizing inter-project collaboration;
- (vii) serving as the Initiative’s primary technical liaison body with other consortia and groups; and
- (viii) such other duties and authority as may from time to time be set forth in this TSC Charter

Section 4. Guiding Principle.

The Initiative will operate transparently, openly and collaboratively. The proposals, timelines, and status of the work in process shall at all times be open and easily visible to non-Members.

Section 5. TSC Composition

The TSC shall be composed of members of the ODPi Developer Community as follows, each of whom must be a “maintainer,” as defined by her project community:

- (i) a representative of each ODPi Project that is considered to be in an active or mature state (as defined by the TSC in its project lifecycle process); and
- (ii) representatives from the ODPi Developer Community generally (“at large representatives”). The exact number of representatives shall be the number of ODPi Projects plus one (1).

Any ODPi Developer Community maintainer may be (a) chosen by his or her project to represent it on the TSC, or (b) nominated by his or her project to run for an at large representative seat. At large vacancies may be filled by appointment by the TSC.

The elections for TSC Members will be held annually in the first two weeks of December upon thirty (30) days prior notice to the ODPi Developer Community on the date of such notice. Each elected TSC Member will serve until the last day of December of the following year.

The TSC desires to ensure diversity in managing ODPi Projects. This diversity shall be implemented by limiting the number of TSC Members who are “Affiliated” with a Member or its Related Companies. An individual is Affiliated with a Member if the individual is (A) a member of a board of directors, officer or employee of the Member or its Related Companies, or (B) an independent contractor to the Member or its Related Companies who has earned more than \$60,000 in the most recent twelve-month period. The TSC shall not have more than two TSC Members who are Affiliated (the “TSC Member Diversity Requirement”). If Affiliations change such that the TSC Member Diversity Requirement is violated during the term, those Affiliated individuals shall decide which TSC Member shall resign. If a TSC Member becomes Affiliated during his or her term and such Affiliation violates the TSC Member Diversity Requirement, such individual shall resign as a TSC Member. A violation of the TSC Member Diversity Requirement may be waived by a Super Majority Vote of the Board of Directors (not including the Directors who are appointed by the Member who are Affiliated with the TSC Members). No TSC Member may take office if the addition of the TSC Member would cause a violation of the TSC Member Diversity Requirement. If the election of an individual(s) to the TSC would violate the TSC Member Diversity Requirement, the TSC shall determine an appropriate procedure to select a TSC Member not in violation of the TSC Member Diversity Requirement.

The TSC Members will annually elect one of the TSC Members to be a chairperson. The chairperson will lead the TSC and represent the TSC as a Director on the Board. There are no limits on the number of terms a TSC Member or a TSC chairperson may serve.

Section 6. ODPi Project Approval and Operations

New ODPi Projects intended to be created be within the Initiative, whether based upon contributions of existing code are originating wholly within ODPi, shall be proposed using a project proposal template adopted by the TSC and be approved by the TSC for inclusion in the Initiative. The TSC members shall be afforded sufficient time to discuss and review new ODPi Project proposals. New ODPi Project proposals shall include details of the roles in the project, the governance proposed for the project and identify alignment with the Initiative’s role and values.

ODPi Projects are expected to establish processes for determining roles such as committer and maintainer based on an individual's level and duration of contribution. Maintainer status should be achieved through contribution to a given ODPi Project over time and validation by peer committers.

Each ODPi Project shall have its own community. Each ODPi Project must have a well-defined scope and must operate within that scope. The TSC may establish a process for the TSC to oversee and approve changes in the lifecycle of an ODPi Project (e.g., incubation state, mature state, integrated, etc.), which will include consideration of the following criteria:

- (i) adequacy of code quality;
- (ii) ample and diverse contributors and maintainers to assure vitality of the ODPi Project;
- (iii) stability (e.g., presence of test suites and use of an appropriate source-code control system);
- (iv) predictability of releases; and
- (v) alignment with the Initiative's goals and priorities.

The ODPi Developer Community members of an ODPi Project are free to establish criteria for merit within their project, as long as decision-making is done in a collaborative fashion.

An ODPi Project may vary significantly in the level of commitment and work expected to be considered for role(s) within such project. The ODPi Developer Community members of an ODPi Project shall be solely responsible for granting commit privileges for new project members and managing votes.

The roles and merit within an ODPi Project are not transferable to other ODPi Projects. Each ODPi Project shall manage its contributor and maintainer lists independently.

Section 7. TSC Charter Amendment.

This TSC Charter is intended to reflect a balanced role for the TSC and the Board of Directors in the governance of the Platform. However, this TSC Charter may evolve over time as needed. Amendments to the TSC Charter shall be approved as follows:

- (i) amendments are first approved by the TSC, either at the initiative of the TSC or at the request of the Board;
- (ii) amendments to the TSC Charter approved as provided above must be approved by the Board of Directors by a majority vote prior to becoming effective; and
- (iii) if the Board of Directors does not approve any such amendment, the Board of Directors Chairperson shall inform the TSC of its reasons for withholding approval in sufficient detail so that the TSC may address the concern and resubmit the amendment(s) for approval.

Because the role of the TSC will continuously evolve, the Board of Directors shall retain the right to amend the TSC Charter