Policies and Procedures of Technical Governance of the Open Source Robotics Foundation

Effective as of 18 March 2024.

Introduction

This document defines the policies and procedures ("P&P") used by the Open Source Robotics Foundation ("OSRF") to govern those projects that it has placed under the technical governance of the Open Source Robotics Alliance ("OSRA").

The policies and procedures in this and all other P&P documents may be amended from time to time as necessary, as described in Section 6.

These policies and procedures are intended to carry out the articles and clauses of the OSRA Charter and are considered binding rules of the OSRA.

> ℹ️ Paragraphs offset from the body text in the manner of this paragraph are explanations, rationales, or other informative text. They are not binding rules governing the operation of the OSRA Initiative. They are included in order to better convey the intent of this document.

Purpose of the OSRA

The purpose of the OSRA, as defined in its Charter, is as follows.

> The Open Source Robotics Alliance ("OSRA") is a charitable program of the Open Source Robotics Foundation, Inc. ("OSRF"), a California nonprofit public benefit corporation exempt under Section 501(c)(3) of the Internal Revenue Code ("Code").

> Subject to the control of the OSRF Board of Directors (the "Board"), the specific charitable purpose of the OSRA is to support, promote, protect and organize open-source software for robotic systems, and related activities that:

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> 1. sustain and evolve certain projects of the OSRF and surrounding software ecosystem(s) over time in response to changes in technology and the needs and requests of the user community;

> 1. provide technical oversight, in a vendor-neutral way, of certain projects of the OSRF;

> 1. support the provision of computing, network, storage and human resources to any project of the OSRF that has a bona fide requirement for such resources;

> 1. support the development and hosting of vendor-neutral specifications related to or relevant to the projects of the OSRF, including maintaining publicly accessible online repositories of these specifications;

> 1. support the maintenance of publicly accessible online repositories of certain projects of the OSRF and related documents, reference materials, and reports; and

> 1. further any achievement of OSRA's charitable purposes.

In short, the purpose of the OSRA is to govern specific open-source projects of the OSRF for the good of the entire community over the long term in the pursuit of fulfilling the goals of the OSRF.

The policies and procedures of the OSRA are designed and intended to enable the achievement of this purpose fairly and equitably, giving all members of the community of users and contributors a voice.

The policies and procedures define how all committees and groups of the OSRA operate to ensure smooth operation and effective decision-making while providing a defined process with sufficient time for debate and consideration.

Membership classes and related activities

General

This section describes membership in the OSRA and how member representation is addressed in the OSRA.

Qualifications of TGC member representatives

To facilitate the smooth performance of the TGC's activities, including but not limited to oversight of PMCs, discussion of proposals, and creation of detailed technical policies, member representatives on the TGC must have the technical knowledge, expertise and skills necessary to proactively engage in the activities of the TGC, and make informed decisions and recommendations based on their technical expertise.

TGC member representatives must have access, through their organization, to sufficient resources to proactively participate in TGC activities and fulfill their responsibilities as a member representative.

It is the responsibility of the Chair of the TGC, in consultation with OSRF management and the OSRF Board of Directors, to determine if any nominated or serving TGC member representative does not meet these qualifications and should be rejected or replaced. A member in a particular member class may also request that the Chair of the TGC or the OSRF Board of Directors review the performance of a serving representative of their class.

> ℹ️ It is in the best interests of all members in a particular member class to nominate and elect representatives who will contribute professionally and be proactive in their representation of the class in activities of the TGC.

Duties of member representatives

Platinum member representatives are expected to represent their organization in activities of the TGC, and participate in decision making on behalf of their organization.

Gold, Silver, Associate and Supporting Individual member representatives are expected to represent the collective interests of their member class, not solely their own member organization. To facilitate this, Gold, Silver, Associate and Supporting Individual member representatives are expected to be in regular contact with their member class as a whole to discuss recent activities of the TGC, obtain the opinion of their member class on matters to be decided by the TGC, and receive matters to be brought before the TGC on behalf of their member class.

During TGC activities, Gold and Silver member representatives should clearly communicate all opinions presented by their member class, not just the majority opinion, including stating how much support amongst the members of their class each opinion has. When voting, Gold and Silver member representatives should coordinate within their class of representative to divide their votes proportionally to approximately match the proportion of members supporting, abstaining or opposing a matter to be decided by the TGC. For example, if there are 9 Gold members, and 2 of those members are opposed to an action while the other 7 support it, the three Gold representatives should coordinate their votes so that two vote in favor and one votes against.

Gold, Silver, Associate and Supporting Individual member representatives shall meet with their respective member classes at least once per calendar quarter. This meeting shall be held using a teleconference system provided by the OSRF. The Chair of the TGC shall be responsible for organizing each meeting, in consultation with the representatives of the member class, and shall be present in each meeting to facilitate discussion, unless a majority of members of that class vote for a meeting without the TGC Chair present. Minutes of these meetings shall be kept and be made available to all members of that member class.

Technical Governance Committee

General

This section describes the policies and procedures of the Technical Governance Committee ("TGC") and its subcommittees

> ℹ️ The TGC is an advisory committee to the Board under the OSRF's Bylaws. This means that it is formed for the specific purposes defined in the OSRA Charter and the Board has oversight of its activities.

The TGC is responsible for overseeing the Project Management Committees, ensuring that each Project is managed appropriately with respect to the Project's goals and the OSRF's goals.

In addition, the TGC is expected to undertake technical activities to improve the operation of all Projects.

> ℹ️ Examples of technical activities undertaken by the TGC are developing acceptable quality assurance standards and processes for Projects to use and developing enhancement proposal processes.

Composition

The Technical Governance Committee is composed of a mix of representatives of OSRA members, representatives of OSRA Projects, and delegates from the OSRF as defined in sections 4.5 and 4.6 of the Charter

The specific composition of the TGC at any one time will vary depending on the number and class of paying members.

It is the responsibility of the TGC Chair to manage the number of TGC Members and ensure each position is filled when and if possible.

Chair of the TGC

The Chair of the TGC is selected by the Board of Directors of the OSRF.

The Chair is responsible for the overall operation of the TGC, including organizing and running all TGC meetings, directing the technical activities of the TGC, managing the selection of member and project representatives, and reporting to the Board of Directors of the OSRF on TGC activities.

If the TGC Chair is unavailable, the Vice-Chair (appointed by the Chair) will preside over the TGC. If neither is available, the Board may appoint a temporary chair. The CEO of OSRF will be responsible for coordinating the appointment of the temporary TGC Chair with the Board of Directors of the OSRF.

Meetings of the TGC

The TGC shall hold a meeting at least once per calendar quarter. The TGC Chair may call for more frequent meetings as necessary. Additional meetings may be held if any of the following occurs.

1. The TGC Chair calls a special meeting and provides an agenda. Notice must be given at least ten calendar days before any virtual meetings, or thirty calendar days before meetings with an in-person option.
2. A voting TGC Member requests a special meeting to the TGC Chair, after which the Chair shall call the meeting following all required notice and agenda requirements.

A TGC meeting may only last as long as originally scheduled when the Chair sent notice. No actions or decisions may be taken once the scheduled meeting ends, unless all TGC Members unanimously agree to extend the meeting.

All activities of the TGC shall follow [Robert's Rules of Order](#) and the [Chatham House Rule](#):

"When a meeting, or part thereof, is held under the Chatham House Rule, participants are free to use the information received, but neither the identity nor the affiliation of the speaker(s), nor that of any other participant, may be revealed."

Agendas

The TGC Chair or their designee is solely responsible for creating the agenda of each TGC meeting and distributing it to TGC members.

When providing notice of a TGC meeting to TGC members, the TGC Chair shall provide an agenda generally stating the matters to be discussed in that meeting. If there are decisions expected to be made in the meeting, these shall be clearly stated in the agenda. When distributing the agenda to TGC members, the TGC Chair shall also include any additional documentation that will be referenced when discussing the matters on the agenda.

The Voting TGC Members present at the meeting must unanimously agree to consider an action or motion before it can be discussed. Objection to considering an action or motion shall be noted in the minutes.

No action may be taken or motion passed at any TGC meeting if the adoption of the action or passage of the motion would require more than the majority of Voting TGC Members to agree, unless the subject matter of the proposed action or motion was stated in the agenda delivered with the notice of that meeting, or unless each Voting TGC Member who is not present at the meeting has notified the TGC Chair in writing prior to the meeting that the action or motion may be considered and passed.

Even if proper notice was given, the TGC Chair may postpone (on a "one time" basis) consideration of any action or motion for at least seven (7) additional calendar days upon the written request received prior to the meeting from any Voting TGC Member who is unable to be present at the noticed meeting when such matter was to be first considered. The TGC Chair shall either call an additional meeting of the TGC to consider that matter, or hold an asynchronous vote.

> ℹ️ If an item is not on the agenda of a TGC meeting then the preference is to not discuss or decide it in that meeting. Instead, the item should be postponed to the next regularly scheduled TGC or, if it is urgent, a special meeting of the TGC should be called and that item placed on its agenda. This is necessary to ensure all members of the TGC have a fair opportunity to provide their input to discussion and contribute to making any related decisions.

Decision making

Following Robert's Rules of Order, a motion must be made by a TGC member and seconded by another TGC member before a decision can be taken.

Decision making can only happen in a TGC meeting when there is a quorum of TGC members participating. The quorum is specified in Article 5.4 of the the OSRA Charter. Participation can be in-person, remote, or by written proxy (presented to the TGC Chair or Secretary prior to the meeting).

Within a TGC meeting, decisions are made using one of the following methods. These are listed in order of preference.

1. By consensus decision-making.
2. By a vote of all voting TGC members present in the meeting. The decision is affirmed if a majority of the voting TGC members present support it, except in specific cases (listed below) where a two-thirds majority of the voting TGC members present is required. The method used for casting votes shall be determined and stated at the time of the vote by the TGC Chair. Acceptable methods include, but are not limited to, a show of hands and an electronic secret ballot.

> ℹ️ It is important to recognise the difference between unanimity, in which all TGC members agree on and support the decision made, and consensus, in which all TGC members participate in forming the decision to meet as many of the concerns of all as possible and be the best decision for the group as a whole, but each individual member may not have their specific preferences entirely met. It is possible to have both consensus and unanimity together.

Outside of a TGC meeting ("action by written consent without a meeting"), decisions are made by an asynchronous vote. The quorum for a vote outside of a meeting is the same as the quorum for a decision taken in a TGC meeting. The threshold for an approval outside of a meeting is the same as if the vote were taken within a TGC meeting: a simple majority of the participating voting TGC members, except in cases where a two-thirds majority of the participating voting TGC members is required.

The TGC Chair is responsible for administering these decisions. The process is as follows.

1. A TGC member notifies the TGC Chair of their request for a decision to be made outside of a meeting, or the TGC Chair identifies that such a decision is required.
2. The TGC Chair confirms that the decision should be made outside of a meeting, if not it should be deferred to the agenda for the next meeting.
3. The TGC Chair distributes the written documentation of the decision to be made, any additional relevant documentation, instructions on how to vote, and the date by which each voting TGC member must vote.
4. Each voting TGC member casts their vote by the specified process.
5. If the necessary voting threshold is reached to approve the action, it shall be deemed passed.

The following actions and motions of the TGC shall require a two-thirds (⅔) majority of the voting TGC members present at a meeting or participating in a vote held without a meeting.

1. Proposing a change to this Policies and Procedures document.
2. Approving the proposal to the Board of the removal of a TGC Member.
3. Approving the proposal to the Board of the removal of the TGC Chair or the Secretary.
4. Approving the proposal to the Board of the formation and Charter of a new OSRA Project.
5. Approving the proposal to the Board of the modification of the Charter of an existing Project.
6. Approving the proposal to the Board of the suspension of a Project.
7. Approving the proposal to the Board of the disbanding of a Project.
8. Approving the removal of a Project Leader or a PMC Member.

Minutes of a TGC meeting

Minutes of TGC meetings shall use the Chatham House Rule.

The TGC Chair is responsible for the correct taking, preparation, and distribution of the minutes of each TGC meeting. The TGC Chair will typically delegate these tasks to the Secretary, when available.

The draft minutes of a TGC meeting will be made available first to TGC members for review. If a TGC member or member representative wishes that a part of the minutes be redacted, they are required to inform the TGC Chair of this at their earliest convenience, but no later than seven (7) days from receipt of the draft minutes. The TGC Chair has discretion over whether to accommodate such requests.

The TGC Chair or their designee shall post the final minutes publicly at their earliest convenience after the seven day notification period has passed.

Selection of Member Representatives

The TGC Chair is responsible for organizing the selection of representatives of OSRA member classes when a vacancy occurs amongst member representation in the TGC.

The election of Gold, Silver, Associate and Supporting Individual representatives shall be held once per calendar quarter, with the representative's term beginning on the first day of the next calendar quarter (January, April, July and October).

If there is an equal number of candidates as member representative positions open, then the candidates shall be deemed to have won a vote by default. If there are more candidates than positions open, the election of member representatives shall be performed using the Condorcet method of ranked-choice voting as implemented by the Condorcet Internet Voting Service. Only the OSRA members of the same member class shall vote in the election for that class's member representative.

Candidates for a member representative position must self-nominate directly to the TGC Chair or their designee. No nominations of others shall be accepted.

There is no limit on the number of terms a member representative may serve.

Selection of Project Representatives

The TGC Chair is responsible for organizing the selection of representatives of projects when a vacancy occurs amongst project representation in the TGC.

The election of project representatives shall be held once per calendar quarter, with the representative's term beginning on the first day of the next calendar quarter (January, April, July and October).

The TGC Chair shall allocate project representative seats in the TGC to projects based on, in the view of the Chair of the TCG, the necessary representation of each project, and to satisfy any other conditions placed on the composition of the TGC by the Board of Directors of the OSRF. The TGC Chair shall perform this allocation upon a vacancy occurring, and prior to the

A new project representative being selected to replace a project representative who has resigned or otherwise lost their position as a project representative, or who's term has ended, shall be selected from the same project as that previous project representative, unless the TGC Chair determines that the project representative seat should be reallocated to another Project.

If there is an equal number of candidates as project representative positions open, then the candidates shall be deemed to have won a vote by default. If there are more candidates than positions open, the election of project representatives shall be performed using the [Condorcet method](#) of ranked-choice voting as implemented by the [Condorcet Internet Voting Service](#). Only the PMC members of the project with open positions shall vote in the election.

Candidates for a project representative position must self-nominate directly to the TGC Chair or their designee. No nominations of others shall be accepted. It is expected that the relevant PMC shall hold internal discussions prior to candidates submitting their candidacy to the TGC Chair, in order to prevent acrimonious outcomes.

There is no limit on the number of terms a project representative may serve.

Subcommittees of the TGC

The TGC may vote to create a subcommittee to address a specific need of the OSRA. A subcommittee of the TGC shall be a Special Interest Group or a Technical Committee. All subcommittees of the TGC shall have a Charter defining their purpose and method of operation.

The Chair of a subcommittee of the TGC shall be a TGC member, or an employee, officer, director, or consultant of a Platinum, Gold, or Silver OSRA member. The Chair shall be designated by the TGC upon chartering the subcommittee.

All recommendations of a subcommittee to the TGC must be ratified by the TGC via a formal decision.

Meetings of subcommittees of the TGC shall be held at places and times, and using methods of meeting that encourage maximum participation by those participating, taking into account the active subcommittee members' varying schedules, time zones, and widely-recognised holidays, to the extent possible.

Special Interest Groups

The content of the charter of a Special Interest Group shall specify at least the following.

1. The title of the Special Interest Group.
2. The Chair of the Special Interest Group.
3. The purpose of the Special Interest Group, including the topic to be addressed in information gathering, relevant secondary topics, and topics that must not be addressed (if any).
4. The minimum frequency of Special Interest Group meetings.
5. The notice period of Special Interest Group meetings and required contents of that notice.
6. The minimum frequency of the Special Interest Group providing a report on its activities to the TGC.
7. The names of individuals appointed to the Special Interest Group by the TGC.
8. Who else, in addition to the above, may participate in the Special Interest Group.
9. The date at which the Special Interest Group shall be automatically dissolved.

The TGC may, through a formal decision, renew the Charter of a Special Interest Group prior to its dissolution date. This renewal may be performed any number of times.

Special Interest Groups do not take actions or accept formal motions. They exist solely as an information-gathering body, with the intended goal of gathering information regarding a topic of interest to the TGC and/or the OSRA, and providing that information in distilled form to the TGC at the frequency stated in the Charter.

Special Interest Groups have no formal membership other than the Chair and additional individuals appointed by the TGC and stated in the Special Interest Group's Charter.

The meetings of a Special Interest Group may be open to any and all participants, including non-members of the OSRA, or they may be closed to all but those individuals specified in the Charter. This decision is solely the responsibility of the TGC when chartering the Special Interest Group.

A Special Interest Group is not required to keep formal minutes of its meetings.

Technical Committees

The content of the charter of a Technical Committee shall specify at least the following.

10. The title of the Technical Committee.
11. The Chair of the Technical Committee.
12. The purpose of the Technical Committee, including the specific task(s) it is to perform.

13. The expected work product(s) the Technical Committee is expected to provide to the TGC upon completion of its task or dissolution of the Technical Committee.
14. The date by which the Technical Committee must complete its work, report back to the TGC, and be dissolved, or receive an extension from the TGC.
15. The minimum frequency of Technical Committee meetings.
16. The notice period of Technical Committee meetings and required contents of that notice.
17. The minimum frequency of the Technical Committee providing a report on its activities to the TGC.
18. The names of individuals appointed to the Technical Committee by the TGC.
19. Confidentiality requirements of the Technical Committee and its participants.

The TGC may, through a formal decision, renew the Charter of a Technical Committee prior to its dissolution date. This renewal may be performed a maximum of two times. All Technical Committees automatically terminate after three years.

A Technical Committee is only empowered to perform the specific task assigned to it by the TGC upon chartering of the Technical Committee. If the Technical Committee is unable to complete its assigned task within the time frame provided by the TGC it must report this to the TGC as early as is practicable.

Formal participation in a Technical Committee is limited to only those individuals who are listed in the Technical Committee's Charter, the TGC Chair, and Officers and Directors of the OSRF. The Chair of the Technical Committee may invite other individuals to attend meetings on an as-needed basis. Only those individuals listed in the Charter may participate in decision making.

Project Governance

General

When the OSRF assigns responsibility for governance of one of its open source projects to the OSRA, the OSRA sets up the structure described in Section III of the OSRA Charter.

This section describes policies and procedures that apply to governance of Projects.

Project Governance Structure

By default, all Committers are PMC Members. Each project's Charter may alter this as appropriate for that project, in order to meet the project's specific needs by allowing for a greater number of Committers than PMC Members. For example, a large project with a large number of repositories may require more Committers to handle the management of those repositories, while keeping the number of PMC Members to a smaller number to facilitate smooth project management.

Composition of the PMC

The PMC for a project is composed of the following individuals.

1. The Project Leader, who also acts as the Chair of the PMC.
2. All PMC Members for the project.
3. The Chair of the Technical Governance Committee.
4. One or more Supporting Individual Representatives. The exact number is specified in the project's Charter.

Supporting Individual Representative(s)

Each Supporting Individual Representative for a project is chosen through an election. The representative serves for a term of one year. The representative may serve any number of consecutive or non-consecutive terms.

The TGC Chair is responsible for organizing the election of a Supporting Individual Representative when an appropriate vacancy occurs on a PMC.

The election of Supporting Individual representatives to projects shall be held once per calendar quarter, with the representative's term beginning on the first day of the next calendar quarter (January, April, July and October).

Candidates for a Supporting Individual representative position must self-nominate directly to the TGC Chair or their designee. No nominations of others shall be accepted.

If there is an equal number of candidates as Supporting Individual representative positions open, then the candidates shall be deemed to have won a vote by default. If there are more candidates than positions open, the election of Supporting Individual representatives shall be performed using the Condorcet method of ranked-choice voting as implemented by the Condorcet Internet Voting Service. Only the Supporting Individual members of the OSRA in good standing shall vote in the election.

Selection of the Project Leader

The candidates for Project Leader for a project shall be nominated by the PMC via a formal decision using one of the decision-making methods specified in that project's Charter. The PMC may nominate one or more candidates. In nominating candidates, PMC Members are encouraged, but not required, to consult Committers of the Project who are not PMC Members, if any. The PMC has a responsibility to provide the list of candidates to the Chair of the TGC a minimum of fourteen (14) days prior to the last TGC meeting before the end of November.

The list of candidates may also include additional comments, if any, supporting or opposing the nominated candidates from PMC Members that were provided to the Chair of the TGC along with the list of nominated candidates or separately. The TGC Chair shall include these comments in notice of the TGC meeting or action where the Project Leader candidates will be reviewed. These comments may be anonymous at the choice of the PMC Member providing them, in which case the Chair of the TGC shall not include the name of the providing PMC Member in the notice to TGC members.

The TGC is responsible for reviewing Project Leader candidates and disqualifying any inappropriate candidates. Disqualifications may be appealed to the Board of Directors of the OSRF by the disqualified candidate or any other PMC Member of that project. If the TGC reviews candidates in a TGC meeting, those candidates may, at the discretion of the TGC Chair, be invited to participate as observers in that TGC meeting for the purpose of answering questions from TGC members. The TGC has a responsibility to perform this review and produce a final list of candidates by the end of November.

After the TGC has approved the final list of candidates, an election shall be held. The TGC Chair is responsible for organizing the election. If there is only one candidate, that candidate shall be deemed to have won the election by default. If there are two or more candidates, the election of Project Leader shall be performed using the [Condorcet method](#) of ranked-choice voting as implemented by the [Condorcet Internet Voting Service](#). Only the PMC Members of that project vote in the election. Voting must be completed by the 14th of December. The TGC Chair shall announce the winner of the election to both the TGC and the relevant PMC on the 15th of December. The elected Project Leader's term commences on the 1st of January of the following year.

A currently serving Project Leader may be nominated to be Project Leader for an additional term in the following calendar year. There is no term limit on Project Leaders; they may be re-elected every year for as long as that project's PMC nominates them and the TGC accepts their nomination.

When the Project Leader changes, the retiring Project Leader is expected, but not required, to provide assistance to the new Project Leader in order to facilitate the continued smooth management of the project and operation of the PMC.

Should the PMC fail to choose a Project Leader prior to the term of the currently serving Project Leader ending, the TGC shall appoint an interim Project Leader to serve until a new selection can be performed.

PMC Members

PMC Members have their first duty to their project, not the Project Management Committee or Project Leader. PMC Members are required to report any and all irregularities in the management and/or operation and/or execution of their project to the TGC.

A PMC Member for one Project shall not automatically be a PMC Member for any other project governed by the OSRA, nor shall their PMC Member status gain them any special privileges or shortened mentorship time to gaining PMC Member status for another OSRA project.

Committers

A candidate to be a Committer may not become a Committer nor have any of the rights usually given to a Committer on that project until acceptance by the PMC, except as otherwise specified by the PMC upon acceptance of that candidate's mentorship and only as necessary to facilitate the mentorship. Such rights as are granted at the start of the

mentorship shall be removed immediately upon termination of the mentorship should the PMC reject the Committer candidate at any time during the mentorship process.

A Committer for one project shall not automatically be a Committer for any other project governed by the OSRA, nor shall their Committer status gain them any special privileges or shortened mentorship time to gaining Committer status for another OSRA project.

Meetings of a PMC

Meetings of a Project Management Committee are organized and Chaired by the Project Leader or, in their absence, their designee.

The Project Leader shall provide a minimum of three (3) days' notice of a PMC meeting. If there are formal decisions expected to be made in the PMC meeting, the required notice shall be seven (7) days.

Meetings of a PMC should be held "in the open," by default, allowing any individual, including non-OSRA members, to participate as an observer. The Project Leader may request that all or a subset of observers leave any part of a PMC meeting. The Project Leader may, when necessary, call a closed meeting of the PMC, in which only those individuals who compose the PMC may participate.

Observers of a PMC meeting shall not speak unless called upon by the Project Leader. In fully- or partially-online meetings. The Project Leader shall use the facilities of the teleconference service provided by the OSRF to enforce this.

Agendas

The Project Leader is solely responsible for creating the agenda of each PMC meeting and distributing it to voting members of the PMC. Voting members of the PMC and Committers should inform the Project Leader of items they wish placed on the agenda of a PMC meeting. Others (contributors and users) should contact the Supporting Individual representative(s) and request that an item be placed on the agenda of a PMC meeting. The Project Leader may reject any item from being added to the agenda, but this rejection should be recorded in the minutes of the PMC.

When providing notice of a PMC meeting to participants, the Project Leader shall provide an agenda generally stating the matters to be discussed in that meeting. If there are formal decisions expected to be made in the meeting, these shall be clearly stated in the agenda. When distributing the agenda to the PMC, the Project Leader shall also include any additional documentation that will be referenced when discussing the matters on the agenda.

No action may be taken or motion passed at any PMC meeting if the adoption of the action or passage of the motion would require more than the majority of voting members of the PMC to agree, unless the subject matter of the proposed action or motion was stated in the agenda delivered with the notice of that meeting, or unless each PMC constituent who is not

present at the meeting has notified the Project Leader in writing prior to the meeting that the action or motion may be considered and passed.

Even if proper notice was given, the Project Leader may postpone (on a "one time" basis) consideration of any action or motion for at least seven (7) additional calendar days upon the written request received prior to the meeting from any PMC constituent who is unable to be present at the noticed meeting when such matter was to be first considered. The Project Leader shall either call an additional meeting of the PMC to consider that matter, or hold an asynchronous vote.

> ℹ️ If a formal decision item is not on the agenda of a PMC meeting then the preference is to not discuss or decide it in that meeting. Instead, the item should be postponed to the next regularly scheduled PMC or, if it is urgent, a special meeting of the PMC should be called and that item placed on its agenda. This is necessary to ensure all constituents of the PMC have a fair opportunity to provide their input to discussion and contribute to making any related decisions.

Minutes of a PMC meeting

A PMC is not required to take detailed minutes of its meetings and discussions. However, the details of all formal decisions taken shall be recorded in the minutes ledger of the PMC. These details shall include:

1. the matter that was decided upon;
2. the description of that matter as given in the agenda;
3. any additional reference information included with the agenda relevant to that matter;
4. the method of decision making used; and
5. if the decision was made by vote, the vote of each PMC constituent.

The minutes of the PMC shall be reported to the TGC, and made available publicly on the website of the project or another website as specified by the TGC Chair.

Working Groups

A PMC may vote to create a Working Group to address a specific need of the project. All Working Groups shall have a Charter defining their purpose and method of operation. The Charter shall specify, at a minimum:

1. the title of the Working Group;
2. the Chair of the Working Group, who must be a PMC Member or a Committer of the project;
3. the purpose of the Working Group;
4. the task the Working Group is expected to perform;
5. the expected output, if any, of the Working Group to the chartering PMC;
6. the date, if any, by which the Working Group must complete its work;
7. the minimum frequency of Working Group meetings; and
8. the minimum frequency of reports from the Working Group to the chartering PMC.

Working Groups shall preferentially be used for time-boxed tasks that require more frequent discussion and/or greater coordination amongst members than is typically available from the chartering PMC. Working Groups without an expiration date are not forbidden, but should be avoided without good reason. The PMC is responsible for reviewing all Working Groups on an annual basis and formally deciding, for each Working Group, whether to:

1. dissolve the Working Group;
2. allow the Working Group to continue with its existing Charter; or
3. allow the Working Group to continue, but with a new or revised Charter.

The Project Leader is responsible for organizing Working Group reviews and working with the Chair of each Working Group to get the necessary information for the PMC to perform the review accurately. The results of Working Group reviews must be reported to the TGC.

> ℹ️ Although Working Groups are very useful for compartmentalizing in-depth discussion to only those people who are interested, and for getting greater direct contributions from contributors, they are also a drain on resources. It is the responsibility of each PMC to ensure that its resources, including time, are used appropriately.

A Working Group shall have no formal membership other than the PMC Member or Committer assigned to Chair the Working Group. All other participation is on an irregular basis. Meetings of a Working Group are held "in the open", with participation in the Working Group's meetings and other activities open to any individuals who wish to participate. There is no expectation of minimum participation or minimum commitment on any individual in order to participate in a Working Group.

Participating in a Working Group shall not entitle any individual to additional rights, such as access rights to repositories of the project, than they would otherwise be entitled to.

A Working Group's assigned task, and the activities it undertakes, may only involve the project of the chartering PMC. A Working Group's activities may not cross projects. If the PMC requires a task performed that involves multiple projects, the Project Leader or a project representative should refer that task to the TGC.

Adoption and Modification of this Document

This document was ratified by the Board of Directors of the OSRF upon the creation of the OSRA and adoption of its Charter.

Proposed changes to this document must be approved by a two-thirds (⅔) majority of the TGC and ratified by the Officers of the OSRF as authorized by the Board of Directors of the OSRF. The Officers of the OSRF may reject proposed changes, providing their reason for rejection to the TGC. The TGC may revise its proposed changes, or appeal the rejection to the Board of Directors of the OSRF.