

OPENAMP PROJECT CHARTER

1) Mission of the OpenAMP Project

The OpenAMP Project seeks to standardize the interactions between operating environments in a system, as typified by an embedded system with multiple heterogeneous cores, through open source solutions.

2) Membership

- a) The Project will be comprised of: Platinum Members.
- b) All Members will be entitled to participate in general meetings, initiatives, events and any other activities as appropriate; and to identify themselves as members of the OpenAMP Project.
- c) The minimum number of Platinum members required for initial project viability is four. The Governing Board may, from time to time, review the minimum number of Platinum members required for the ongoing viability of the project.
- d) In addition to the other rights set forth in this Charter, Platinum Members will each:
 - i) be entitled to appoint one voting representative to the Governing Board and any other Project committee as established by the Governing Board;
 - ii) enjoy the most prominent placement in displays of membership logos; and
 - iii) receive such other benefits as the Governing Board or Linaro may make available to Platinum Members.

3) Project Governing Board

- a) The Project Governing Board ("**Board**") will consist of
 - i) a representative from each Platinum Member;
 - ii) the Technical Steering Committee ("**TSC**") Chair
- b) Responsibilities of the Governing Board:
 - i) approve periodic budgets directing the use of Project funds;
 - ii) elect a Chair of the Governing Board, from time to time, to preside over meetings
 - iii) authorize non-budgeted expenditures in excess of \$1,500;
 - iv) vote on decisions or matters before the Board;
 - v) oversee all non-technical business, security and marketing matters;
 - vi) create and oversee the TSC
 - vi) determine if required, and define, create and oversee any other committees to further the Project;

- vii) adopt and maintain other policies, rules or procedures for the Project (subject to Linaro approval) as appropriate, such as a Code of Conduct or any certification policies.
- c) The Governing Board may, subject to approval by Linaro, designate officer positions within the Project, set procedures for the election of any such officer, or create other positions (e.g., Project director) within the Project. Any hiring decisions with respect to such positions, are subject to approval by Linaro.

4) Conduct of Board Meetings:

- a) Board meetings will be limited to the Governing Board representatives and follow the requirements for quorum and voting outlined in this Charter. The Governing Board may allow invited guests to attend Board meetings as observers.
- b) Board meetings will be confidential unless approved by the Governing Board. The Governing Board should encourage transparency, including the publication of non-confidential minutes within a reasonable time following their approval.

5) Quorum and Voting

- a) Quorum for Board meetings requires two-thirds of the voting representatives of the Governing Board present either in-person or via electronic means. The Board may continue to meet if quorum is not met, but will not make any binding decisions at the meeting.
- b) It is the goal of the project to operate as a consensus based community, if any decision requires a vote to move forward, the representatives of the Governing Board or any other committees established within the Project will vote on a one vote per representative basis.
- c) Except as provided in section 10(a), decisions by vote will be based on a majority vote of the voting representatives present either in-person or via electronic means.
- d) In the event of a tied vote with respect to an action by the Governing Board or other committee created by the Board, the Chair of the Board or such committee will submit a tie-breaking vote.
- e) The Chair of the Board or other committee created by the Board, as applicable, may conduct any vote using an appropriate electronic voting mechanism, including the collection of votes via email. In the case of an electronic vote where the topic has not been previously discussed in a meeting, if any two voting representatives object to the electronic vote, the topic will be put onto the agenda at the next meeting at which point the decision may then be put up for a vote.

6) Antitrust Guidelines

- a) All members shall abide by Linaro's Community Projects Antitrust Compliance Policy available at: <http://www.linaro.org/communityprojects/antitrust-policy>.
- b) All Project members will encourage open participation from any organisation able to meet the membership requirements, regardless of competitive interests. The Board will not seek to exclude members based on any criteria, requirements or reasons other than those used for all members.

7) Budget

- a) The Governing Board will approve an annual budget and never commit to spend in excess of funds raised.
- b) Linaro will provide the Board with regular reports of expenditure against the budget. In no event will Linaro have any obligation to undertake any action on behalf of the Project or otherwise related to the Project that will not be covered in full by funds raised by the Project. In the event that any unbudgeted or otherwise unfunded obligation arises related to the Project, Linaro will liaise with the Governing Board to address funding the gap or alternative mitigating actions.

8) Treasury and Project Expenses

- a) Linaro will have custody of and final authority over the usage of any membership fees, funds and other cash receipts.
- b) Linaro will charge the Project expenses incurred on a monthly basis covering accounting, legal, operational and infrastructure costs. Expenses will be charged at cost to Linaro, i.e. Linaro will not mark up the costs it incurs on the Project. Linaro will not contract with third-parties, on behalf of the project, without prior approval by the Board.
- c) Under no circumstances will Linaro be expected to or be required to undertake any action on behalf of the Project that would compromise Linaro's tax exempt Mutual Trade status.

9) Project IP Policy and Licensing

- a) Anyone may participate in and contribute to the Project's technical codebase regardless of membership status and subject to any Project contribution guidelines and code of conduct as identified in the Project.
- b) All new inbound code contributions to the Project will be made under the BSD-3-Clause license <https://spdx.org/licenses/BSD-3-Clause.html> accompanied by a Developer Certificate of Origin sign-off (<http://developercertificate.org>);
- c) All outbound code will be made available under the BSD-3-Clause license <https://spdx.org/licenses/BSD-3-Clause.html>.
- d) Contributed documentation will be received and made available by the Project under the Creative Commons Attribution 4.0 International License <http://creativecommons.org/licenses/by/4.0/>
- e) The Board will determine whether any trademarks should be registered relating to the Project, and any such trademarks will be held by Linaro.

10) Technical Steering Committee ("TSC")

- a) The Board will establish a Project Technical Steering Committee the "TSC". The TSC will be responsible for oversight of the technical codebase, the release process and liaison with the technical community. The TSC and Board are expected to operate independently although the TSC will report to and advise the Board as appropriate. During the initial start-up period the TSC members shall consist of appointed representatives from each Board Member.
- b) The TSC shall elect a TSC Chair, who will be a voting member of the Board and will be expected to act as a liaison between the Board and technical leadership of the project.
- c) The TSC shall also be responsible for:

- i) determining the appropriate size and membership composition of the TSC, from time to time, to include as appropriate maintainers, contributors and other technical experts from the community;
- ii) coordinating the technical direction of the Project;
- iii) recommending designated maintainers to the Board, to be approved by Board vote
- iv) communicating with external and industry organizations concerning Project technical matters;
- v) appointing representatives to work with other open source or open standards communities;
- vi) establishing election processes or other selection criteria for Maintainers
- vii) creating sub-committees or working groups to focus on cross-project technical issues or opportunities;
- viii) voting on technical matters relating to the code base.

11) Amendments

- a) This charter may be amended by not less than a two-thirds vote of the total voting representatives, subject to approval by Linaro.