**OFA XWG Meeting**

**October 1, 2020**

**10am Pacific time**

1. Roll Call:

Board Members:

At-Large / Harold Cook

Broadcom / Eddie Wai

**HPE / John Byrne**

Huawei / Daqi Ren

IBM / Bernard Metzler

**Intel / Divya Kolar**

**LLNL / Matt Leininger**

Mellanox / Gilad Shainer

Oak Ridge / Chris Vimmer

**Sandia / Mike Aguilar**

Others:

**Jim Ryan**

**Paul Grun**

IBM/Red Hat / Doug Ledford

Intel / Tatyana Nikolova

Intel / Bob Woodruff

Intel / Phil Cayton

**Sanida/Phil Regier**

1. Opens, Agenda Bashing
2. Discuss further policy documents from the by-laws rewrite effort
   * [Membership Policy DRAFT](https://downloads.openfabrics.org/WorkGroups/board/bylaws_and_policy/2020_member_policy/OFA%20Membership%20Policy_DRAFT_2020_0929.docx)

*Open Fabrics Alliance Membership Policy*

*Adopted mm/dd/yyyy*

***Effective Period***

*This policy is effective as of the date of adoption and remains in effect until superseded.*

***Related Documents***

*This policy document is created pursuant to the relevant provisions of the Corporation’s Bylaws (“the Bylaws”), dated xx/xx/xxxx.*

***Classes of Membership***

*The OpenFabrics Alliance offers four classes of membership:*

*Promoter Members*

*OFA Voting Members*

*OFA Non-Voting Members*

*Individual Members*

*Of these four, the Promoter Member class is the only class of standing membership as required by the Bylaws and carries with it certain specific statutory minimum rights and responsibilities as defined in the Bylaws.*

*The rights and responsibilities afforded to each of the remaining three classes of membership are defined solely by this policy document and may be modified by the Board according to the procedures defined in the Corporation’s Bylaws.*

*The following section defines the specific rights and responsibilities afforded to each of the four classes of membership.*

***All Members***

*All Members, regardless of class, must:*

*Abide by the OFA’s Bylaws and any other policies as authorized by the Bylaws and currently in force,*

*Submit and maintain an executed Membership Agreement,*

*Keep dues current.*

***Promoter Members***

*The specific statutory rights and responsibilities afforded to Promoter Members are defined in the Corporation’s Bylaws. The description given here is a summary.*

*Promoter members are considered “statutory” members within the context of Section 5056 of the California Nonprofit Corporation Law.*

*Certain rights are reserved solely to Promoter Members; these rights are defined in Section 2.7 of the Bylaws.*

*Appoint a Promoter Director to serve on the Corporation’s Board of Directors, subject to the requirements and limitations described in the Bylaws. Under the current Policy, this is in lieu of the right to vote for the election of a director or directors as provided by Section 5056 of the California Nonprofit Corporation Law.*

*In addition to its statutory rights, A Promoter Member may:*

*Nominate an individual to serve as sole Chair, or Co-chair of any OFA Working Group.*

*Participate as a Voting Member in any OFA Working Group in which the Promoter Member is a member in good standing, consistent with the policies and procedures adopted by that Working Group.*

*Participate in the Fabric Software Development Platform (FSDP) program at no charge.*

*Participate fully in all other activities and programs offered by the Alliance including, for example, marketing activities and any educational or other programs.*

*Promoter members enjoy all rights and privileges granted to all other membership levels*

***OFA Voting Members***

*“Voting” refers to the member’s right to vote on matters presented to any OFA Working Group to be resolved by a vote. An OFA Voting Member is not entitled to vote on matters before the Board of Directors.*

*Nominate an individual to serve as Co-chair of any OFA Working Group, provided that the other Co-chair seat is filled by a representative of a Promoter Member.*

*Participate as a Voting Member in any OFA Working Group in which the OFA Voting Member is a member in good standing, consistent with the policies and procedures adopted by that Working Group.*

*Participate fully in the Fabric Software Development Platform (FSDP) program at no charge.*

*Participate fully in all other activities and programs offered by the Alliance including, for example, marketing activities and any educational or other programs.*

***OFA Non-Voting Members***

*Participate fully in the Fabric Software Development Platform (FSDP) program at no charge.*

*Participate fully in all other activities and programs offered by the Alliance including, for example, marketing activities and any educational or other programs.*

***Individual Members***

*Membership in this class is restricted to individuals with a bona fide need to participate in certain Alliance programs, specifically the Fabric Software Development Platform (FSDP) program. The class membership is offered at no cost; membership in the class is by application submitted to the Board of Directors. Individual Memberships are reviewed annually by the Board. The class is intended to support those with a specific need for access to the relevant Alliance program, such as upstream developers.*

*Entitled to fully participate in the Fabric Software Development Platform (FSDP) program.*

***Dues***

*Membership dues are due on January 1 every year.*

*A new member is responsible for a pro-rated membership in its first year of membership, dated from January 1.*

*The following table sets forth the dues for each of the four membership classes.*

|  |  |
| --- | --- |
| ***Promoter*** | ***$tbd*** |
| ***OFA Voting Member*** | ***$tbd*** |
| ***OFA Non-Voting Member*** | ***$tbd*** |
| ***Individual*** | ***Free*** |

* + [General Policies DRAFT](https://downloads.openfabrics.org/WorkGroups/board/bylaws_and_policy/2020_general_policies/OFA%20Policies%20DRAFT_2020_0924.docx)

*OpenFabrics Inc. General Policies*

# *Policies Related to the Composition of the Board of Directors*

* 1. ***Promoter Directors****.* 
     1. ***General.*** *Each Promoter Member that executes a Membership Agreement that is countersigned by the Corporation, will, so long as it is a Member in good standing, be entitled to appoint one Director (a “Promoter Director”) via written notice to the appropriate Board mailing list or as otherwise determined by the Board. While, in order to maintain continuity of the Board and its proceedings, Promoter Directors are expected to be ‘permanent’, a Promoter Member may replace its appointee from time to time upon written notice to the Corporation. Each Promoter Director must be an employee, or authorized agent, of the corresponding Promoter Member. A Promoter Director will serve until (a) he or she is no longer an employee or agent of the Promoter Member, (b) he or she resigns as a Promoter Director or is replaced by the Promoter Member (c) he or she is removed from office by action of the Board, (d) the membership of the Promoter Member that appointed the Director terminates, or (e) the membership status of the Promoter Member that appointed the Promoter Director is changed from Promoter Member to any other class of membership that does not entitle the Member to the appointment of a Director.*
     2. ***Alternates.*** *Each Promoter Director~~,~~ ~~or the Promoter Member that appointed such Promoter Director,~~ may designate an individual to act as a Director in his or her stead. Such designation is made by posting notice to the appropriate mailing list or providing other written notice approved by the Board. The designated Alternate must also be an employee or authorized agent of the relevant Promoter Member. The Promoter Director or Promoter Member may withdraw such designation at any time by posting notice to the appropriate mailing list designated by the Board. The intention of this provision is to allow a Promoter Member to maintain its Board representation if its appointed Promoter Director is temporarily unavailable. However, care should be taken to avoid rapid or regular rotation of alternates.*
     3. ***Good Standing****. In order to be in good standing, and thus have the right to vote in any particular Board meeting, a Promoter Director (or the applicable alternate Director) must be associated with a Promoter Member in good standing and have participated in at least three of the last five duly announced Board meetings prior to the meeting at issue. A Promoter Director appointed by a new Promoter Member will be considered in good standing for the first five meetings after the Promoter Member joins the Corporation. If a Promoter Director is not in good standing due to attendance, he or she must attend two consecutive Board meetings to restore his or her good standing, only after which such Promoter Director will be considered in good standing for the following (third) meeting. Restoration of good standing requires attendance by the Promoter Director; attendance by an Alternate Director will not be considered in the restoration of a Promoter Director’s status of good standing. A Promoter Member in good standing may appoint a new Promoter Director but the new Promoter Director will inherit the standing of the Promoter Director being replaced.*
     4. ***Removal****.**A Promoter Director may be removed from office by the Board for any cause deemed sufficient upon a unanimous vote of all disinterested Promoter Directors in good standing (see Section 3.7(g)(iv) below). In the event of removal of a Promoter Director, the Promoter Member retains its right to appoint a Promoter Director but must not re-appoint the removed Director. Any such replacement Promoter Director inherits the standing of the removed Promoter Director.*
  2. ***Directors At Large.*** *The Board may also include up to two At-Large Directors. The At-Large Directors are intended to help represent the interests of the broader community which is served by the Corporation but who are not themselves members of the Corporation. Therefore, the At-Large Directors are elected by individuals, whether members or not, participating in the Corporation’s workshop, or other designated event (whether in person or virtual) hosted by the Corporation which is open to both members and non-members, as determined by the Board. An At-Large Director may not be an employee of, or have a contractual relationship with, a Promoter Member or an Affiliate (as defined below) of a Promoter Member. Once elected, an At-Large Director will be provided a non-voting Individual Member membership in the Corporation, at no cost, for the duration of the At-Large Director’s term. The term of service of an At-Large Director will begin upon election and end on the date of the next election of At-Large Directors, unless he or she resigns or is terminated prior to such election. An At-Large Director will have no voting rights and may not designate an alternate to participate in board meetings or actions. Participation of At-Large Directors will not count towards quorum for the purposes of conducting Board business.*

# *Policies Governing Conduct of Meetings of the Board.*

* 1. ***Open Meetings***

*Consistent with the Board’s stance as an open organization, all meetings of the Board, with the exception of defined “Executive Sessions” are open and may be attended by anyone, regardless of membership in the Corporation. Participation of all participants, both Promoter Members and non-members alike, is subject to the conduct policy described in Section 2.4 below.*

* 1. ***Action by the Board.***

*Before the Board can take action (i.e., adopt a motion) to address a given issue, such issue and the action being requested (i.e. a binding vote) must be listed on the agenda for that meeting, with the agenda published no later than 48 hours before the beginning of the meeting. Posting the agenda to the relevant mailing list is considered sufficient publication.*

*In the 48-hour interval prior to the meeting, or during the meeting itself, any Promoter Director or designated alternate may request that the issue being considered, along with the requested action, be tabled until the next regularly scheduled Board meeting. Such a tabling may occur only once.*

*In the normal course of discussing the issue and considering the requested action, amendments to the proposed action may naturally arise. The chair may exercise his or her prerogative to reject such proposed amendments as being out of scope of the original issue being discussed. Such a rejection may be cured by the amender by raising the issue at a subsequent Board meeting with proper notice.*

*Similarly, during a regularly scheduled Board meeting, an issue may be raised spontaneously and accompanied by a request for Board action. As above, the chair may exercise his or her prerogative to table such action until the next regularly scheduled Board meeting pending proper notification to the Board as described above. For example, the chair may exercise this prerogative if in his or her judgement inadequate time to prepare was provided or for any other reason.*

* 1. ***Email Voting, Action without a Meeting.***

*In general, all actions of the Board, such as votes to approve a motion, must be taken during a meeting of the Board. Under extraordinary circumstances, the Board may defer completion of its action pending an email vote. An email vote can only be authorized by the chair of the meeting if i) the request for Board action had been submitted to the Board consistent with the requirements in Section 2.1* ***Action by the Board.*** *and ii) been considered and discussed by the Board at its regularly scheduled or special meeting. An email vote must not be used to circumvent the Board’s normal practice of conducting business during its regular or special meetings and is only offered in extraordinary circumstances, for example to allow a Promoter Director to confer with his or her Promoter Member organization following discussion of the proposal. In the case of an email vote, the Chair of the meeting shall set the terms of the vote, including the method by which votes are collected, and the window during which the vote is to remain open.*

* 1. ***Conduct of Board Meetings****.*

*The chair for any given meeting of the Board may take such actions as necessary to ensure the orderly conduct of the meeting. This includes, for example;*

* + - * *Establishing the agenda for the meeting,*
      * *Limiting the topics to be discussed and/or acted upon at any given meeting,*
      * *Limiting the length of discussion on any given topic,*
      * *Determining who may speak and for what period of time,*
      * *Deciding whether a given proposal conforms to normal Board processes*
      * *Other actions as may be necessary to ensure an orderly and productive meeting*

*The chair for any given meeting shall be an Officer. In the event that no officers are present, the remaining Directors, representing a quorum, may select someone from among themselves to serve as chair for that meeting.*

* 1. ***Executive Session***

*Except for designated Executive Sessions, all meetings of the Board of Directors are open and may be attended by anyone. Participation in such meetings by other than Promoter Directors, is at the discretion of the Chair.*

*An executive session is called at the discretion of the Chair.*

# *Policies related to Board Committees and Working Groups*

* 1. ***Working Groups***
     1. ***Establishment.*** *The Board may establish technical and non-technical working groups from time to time in its discretion (a “Working Group”) and will specify the goals of the applicable Working Group in a charter.*
     2. ***Management.*** *A Working Group must have at least one chair/interim chair and may have co-chairs. A Working Group chair or co-chairs are responsible to the Board for the accomplishment of the goals specified in the Working Group’s charter. A Working Group chair or co-chairs will be appointed by a majority vote of the Board and are re-appointed at least annually; they can be removed at any time by a majority vote of the Board. A Working Group chair may resign at any time. In the event of such a resignation, the Board may appoint an interim Working Group chair to temporarily oversee operation of the Working Group pending appointment of a permanent chair (or co-chairs). It is anticipated that an interim chair will be a short-lived appointment. - the Board may appoint an Interim Chair or Interim Co-chairs to serve for a period of no more than 90 days. The Board may re-authorize a Working Group interim chair. The chair, interim-chair, or one of the co-chairs of each Working Group must be an employee or authorized agent of a Promoter Member in Good Standing. If there are co-chairs for any Working Group, the other co-chair may be a non-member of the Corporation. Any Working Group that does not have a chair or interim chair for 30 days or more may be dissolved by the Board.*
     3. ***Governance.*** *A newly chartered Working Group shall be required to produce a governance policy and procedures that are consistent with any direction given to the Working Group at the time it is chartered. Such governance policies and procedures must be ratified by the Board by majority vote. A Working Group that lacks approved governance policies and procedures after 90 days will be dissolved.*
     4. ***Participation.*** *Participation of non-OFA Members in Working Groups is allowed if specified in the applicable Working Group’s charter.*
     5. ***Status Reports.*** *The Working Group shall be required to make regular status reports to the Board. These reports will occur at the intervals required by the Board and can be delivered in writing or verbally.*
  2. ***Executive Working Group****.**The Executive Working Group (XWG) is a standing board committee established as a discussion forum for the specific purpose of reviewing and discussing Corporation business in advance of a Board meeting. The intent is to streamline and accelerate Board meetings to the extent possible. As an informal discussion forum, the XWG is not empowered to take any action (votes) nor is it subject to rules of quorum or attendance. All Corporation Board members are de facto members of the XWG. As with all other OFA working groups, participation in the XWG is open to all.*

# *Financial Administration and Recordkeeping Policies*

* 1. ***Budgeting Process****.*

# *Indemnification and Insurance*

* 1. ***Indemnification and Payment of Expenses in Advance****.*
  2. ***Insurance****. The Board may authorize the purchase and maintenance of insurance on behalf of any particular agent of the Corporation (including a Director, officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent arising out of the agent’s role as an agent of the Corporation, consistent with best practices for corporate governance.*