

.NET Foundation Advisory Council Proposal

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Background

The .NET Foundation, an independent 501(C)(6) corporation, is chartered to foster open development and collaboration around the growing collection of open source technologies for .NET. It will serve as a forum for commercial and community developers alike to strengthen the future of the .NET ecosystem by promoting openness, community participation and rapid innovation.

The mission of the .NET Foundation is to build a broad based community of .NET developers focused on collaborating on commercially-friendly open source software projects that enhance the .NET platform and create value within the .NET ecosystem.

As stewards of the community, the .NET Foundation objectives are:

- To cultivate a vibrant open source community whose members have the ability to contribute to and benefit from the .NET platform, languages, tools, and ecosystem
- To foster openness in our governance of the foundation, its projects, and the ecosystem
- To create opportunity through the development of an ecosystem of complementary products and services based on the .NET platform and framework and to promote their value to the broader software community
- To build trust in the .NET brand and the products and services provided by the ecosystem

The .NET Foundation Board of Directors would like to establish an Advisory Council to act as an advisory body and help ensure that the general community is involved and informed in decisions pertaining to the .NET Foundation's stewardship of open source within the .NET ecosystem.

Rationale

An Advisory Council is a collection of individuals who bring unique knowledge and skills which complement the knowledge and skills of the Board of Directors in order to enable the Board to

direct the organization to act most effectively to accomplish its goals. In addition, Advisory Councils are sometimes used to maintain formal and visible relationships with people who have particularly strong community status. For example, people whose terms have expired on the Board of Directors, leaders in the community and people with highly respected skills in certain areas.

With this in mind, there are a variety of reasons why an Advisory Council is essential to the long term health and success of the .NET Foundation:

- Because of its close affiliation to Microsoft, the .NET Foundation has a long term goal to establish its own credibility through independence and impartiality. An Advisory Council where the majority of seats are held by external community members can help achieve this goal; especially if the Advisory Council is tasked with making real decisions and policy recommendations.
- The Board of Directors of the .NET Foundation does not have the capacity on its own to fulfill all of its operational obligations. It requires additional resources which an Advisory Council can help provide.
- The .NET Foundation requires high profile individuals to evangelize the benefits of open source in the .NET ecosystem. In addition, high profile members of the .NET community have a desire to contribute to the .NET Foundation success in a public and visible manner. The Advisory Council provides a mechanism to formalize this symbiotic relationship.
- The .NET Foundation would like to provide stewardship, education, and leadership to open source .NET projects of all size, popularity, and stature. An Advisory Council can bring a wealth of practical experience, wisdom, and business acumen to the table to assist in the pursuit of this goal.
- The .NET Foundation needs a way to allow community stakeholders to provide feedback and guidance on its value proposition, governance model, and to weigh in on key decisions affecting its direction and operation. An Advisory Council can serve as a proxy for community feedback.
- The .NET Foundation will be expected from time to time to be a final point of escalation and act as an arbitrator in resolving conflicts within the open source .NET ecosystem. An Advisory Council can be utilized to help the Foundation deal decisively and impartially with these sensitive community issues.

Recommendation

Advisory Councils should be formalized to ensure proper governance and alignment with organizational goals. This is usually documented as part of an official Charter which outlines the Advisory Council structure, composition, and operations. The Charter needs to be thorough enough to provide a solid foundation, and clear enough to be shared publicly with the general community.

The following is a suggested Charter for the .NET Foundation Advisory Council. It is written in a manner that provides an operational framework for establishing and managing the .NET Foundation Advisory Council. Once the Charter is approved, the Board of Directors can proceed with the identification of individuals who match the criteria provided, and who could comprise the initial Board of Advisors.

.NET Foundation Advisory Council Charter

1. DEFINITIONS

1.1 In these Terms of Reference:

- a) "Foundation" means the .NET Foundation, a non-profit corporation chartered in the State of Washington and based in Redmond, Washington, USA;
- b) "Board of Directors" means the Board of Directors for the .NET Foundation;
- c) "Advisory Council" means the .NET Foundation Advisory Council established by the Board of Directors;
- d) "Executive Director" means the person duly appointed by the Board of Directors as the Executive Director of the .NET Foundation consistent with the Foundation Bylaws;
- e) "Members", mean individuals that hold an official seat on the Advisory Council;
- f) "Confidential Information" means any and all technical and non-technical information of the Foundation that is not publicly known. "Confidential Information" also includes proprietary or confidential information of any third party who may disclose such information to the Foundation or Member in the course of conducting the Foundation's business activities.

2. ESTABLISHMENT

2.1 By resolution dated 1/20/2015, the Board of Directors has formally established an Advisory Council for the .NET Foundation.

2.2 The Advisory Council will operate until dissolved by the Board of Directors.

3. MANDATE

3.1 The mandate of the Advisory Council is to act as an advisory body to the Board of Directors, ensuring that the .NET community is involved and informed in decisions pertaining to the Foundation's stewardship of open source within the .NET ecosystem.

4. MEMBERSHIP

4.1 The Advisory Council shall be comprised of up to nine (9) Members from the .NET community and may include no more than four (4) Microsoft or Microsoft affiliate employees.

4.2 Members should have a passion for .NET technology as well as a proven track record in maintaining and/or participating in open source projects. They need to be motivated to actively contribute to the promotion of the Foundation and its mission.

5. APPOINTMENT

5.1 Appointments to the Advisory Council shall be made as follows:

- a) The Board of Directors may appoint up to nine (9) Members to serve on the Advisory Council, with any such Member being appointed upon approval by the Board of Directors' to fill an existing empty position; and
- b) The Board of Directors shall appoint one Member as a Chairperson of the Advisory Council.

5.2 If any vacancy should occur during the term of any Member for any reason, the Executive Director, upon approval from the Board of Directors, shall immediately appoint a person to fill the vacancy for the balance of the said term.

6. TERM

6.1 The term of each Member shall be one (1) year from the date of appointment, provided, that any Member appointed as a replacement Member to complete the unfinished term of a former Member shall serve for the remaining period of the unfinished term. Members wishing to serve for an additional term must provide written notice to the Executive Director of their desire to seek re-election for another term at least thirty (30) days prior to the end of their existing term.

6.2 Members who complete a full term and are not renewed for another term will retain a public "emeritus" status and will be allowed to continue to promote their affiliation with the Foundation indefinitely; however, they will no longer serve as a Member.

7. GOVERNANCE

7.1 The Chairperson shall be elected by members of the Advisory Council at the first meeting of the new Advisory Council each year and shall serve until the next election, provided that the Board of Directors shall appoint the initial Chairperson.

7.2 If any vacancy in the office of the Chairperson should occur during the term for any reason, the members of the Advisory Council shall immediately elect a Member to fill the office for the balance of the said term.

7.3 The Board of Directors may, by resolution, remove any member of the Advisory Council (including the Chairperson) from office at any time.

7.4 The Advisory Council shall meet at least twelve (12) times during each calendar year.

- 7.5 Any member who is absent from three (3) consecutive meetings of the Advisory Council, without a formally registered leave of absence, shall automatically cease to be a member of the Advisory Council, and the Executive Director, upon approval from the Board of Directors, shall appoint a new member to fill the vacancy.
- 7.6 The Executive Director may summon a special meeting of the Advisory Council by giving at least two (2) days' notice to each member, stating the purpose for which the meeting is called.
- 7.7 Minutes of the regular Advisory Council meeting must be taken by a designate of the Executive Director and must be:
- a) Signed by the Chairperson or a Member presiding at the meeting;
 - b) Filed with the Foundation and posted publicly.

8. MEETINGS

- 8.1 The Chairperson of the Advisory Council will organize and chair the meeting. In the event that the Chairperson is absent, the Executive Director will organize and chair the meeting.
- 8.2 Members must be provided advance notice of an Advisory Council meeting at least thirty (30) days prior to when the meeting is scheduled to occur. The invitation must contain reasonable methods for all Members to attend the meeting, either electronically or in person.
- 8.3 Five (5) members of the Advisory Council shall constitute a quorum for a meeting. In case, Advisory Council has less than 9 current members, majority of current strength shall constitute a quorum for a meeting.
- 8.4 If a quorum is not established prior to the scheduled start of the meeting, the meeting will be cancelled by the chair and rescheduled at a later date.
- 8.5 The only persons entitled to be present at an Advisory Council meeting are voting Members, the Executive Director, and the Board of Directors. Any other person may be admitted only upon the invitation of the chair of the meeting or by resolution of the members.
- 8.6 Members may make a motion during a meeting. The chair recognizes the motion and calls for a second. If no one seconds the motion, it dies. If someone does second, the motion then goes into discussion.
- 8.7 Motions that are seconded are considered active. The chair of the meeting will open the floor for discussion. Participants should indicate they want to be recognized and wait for the chair to call on them. Discussion can continue as long as necessary. The motion can also be tabled if more research is needed. To table the motion until the next meeting, the chair needs a motion to table, a second and a majority of yes votes.
- 8.8 Once discussion has concluded, the voting Members present will vote. A decision will be determined based on the majority of the votes cast. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or deciding vote.

9. DUTIES AND RESPONSIBILITIES

9.1 The Advisory Council will act in an advisory capacity to the Board of Directors and Executive Director, in matters pertaining to the operations and strategic direction of the Foundation, and will:

- a) Co-operate with organizations in the advancement of the Foundation, as requested by the Executive Director;
- b) Make recommendations to the Board of Directors regarding:
 - i) strategic governance and operational effectiveness of the Foundation; and
 - ii) how to effectively serve the interests and requirements of the .NET community and open source project owners;
- c) Promote the Foundation mission and encourage community transparency and collaboration;
- d) Assist the Foundation in the creation and execution of project governance and community cultivation best practices;
- e) Mentor open source projects in terms of operational planning and execution, promotion and recognition, and business model development to help them grow and flourish;
- f) Review submissions from community groups with respect to issues pertaining to understanding, sensitivity, and attitudes towards open source and .NET;
- g) Assist the Executive Director in bringing together informal groups to determine the needs of the community, resolve disputes between community groups, and aid in awareness and adoption of open source in the .NET community; and
- h) Consider and make recommendations with respect to such issues as referred to from time to time by the Board of Directors.

9.2 The internal and external activities of each Member of the Advisory Council will be monitored by the Executive Director and the results will be shared with the Board of Directors as part of the process for member term renewal.

10. COMPENSATION

10.1 The Foundation will not compensate Members for delivering advisory services.

10.2 The Foundation will not reimburse Members for any out-of-pocket expenses incurred in connection with the rendering of advisory services.

10.3 Members are not expected to donate funds to the Foundation

11. INDEPENDENT RELATIONSHIP

11.1 Member's relationship with the Foundation is that of an independent contractor, and is not intended to be, or should not be construed as, a partnership, agency, joint venture or employee relationship.

12. CONFIDENTIAL INFORMATION

12.1 Member will use Confidential Information solely to perform the advisor services for the benefit of the Foundation. The Member represents that they exercise reasonable care to protect their own Confidential Information. Member will immediately give notice to the Foundation of any unauthorized use or disclosure of the Confidential Information. Member agrees to assist the Foundation in remedying any such unauthorized use or disclosure of the Confidential Information.

13. RESPONSIBILITIES OF THE CHAIRPERSON

13.1 The Chairperson shall:

- a) With the approval of the Executive Director, prepare an agenda for each meeting of the Advisory Council, and chair the meeting; and
- b) At the request of the Board of Directors or Executive Director, report to the Board of Directors on matters referred to in these Terms of Reference.

13.2 The Chairperson may delegate any of the foregoing responsibilities to any other member of the Advisory Council.

