OpenFabrics Inc. General Policies

Adopted 06/15/2023

# Effective Date

This policy document is effective as of the date of adoption and remains in effect until superseded.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 provision of the Corporation’s Bylaws (“the Bylaws”), dated 05/18/2023.

# Policies Related to the Composition of the Board of Directors

N.B. The following policies apply to Promoter Directors serving on the Board of Directors. They do not impact the rights or responsibilities of Promoter Members, which are defined in detail in the Bylaws.

* 1. **Promoter Directors**.
     1. **Appointment, Time in Office.** 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 Directormay designate an individual (“Alternate”) to act in his or her stead, exercising all the rights, responsibilities, and privileges assigned to the Promoter Director. 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 and may serve until any of the conditions defined in Section a) above pertains or until the Promoter Director or Promoter Member withdraws such designation by posting notice to the appropriate mailing list designated by the Board. The intention of this provision is to improve continuity of Board membership over time. 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 Alternate) must be associated with a Promoter Member in good standing and either that Promoter Director or Alternate must have participated in at least three of the last five duly noticed 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, (or Alternate), 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. A Promoter Member 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. 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 in its discretion may include up to two At-Large Directors. The At-Large Directors are intended to help represent the interests of the community being served by the Alliance but who are not themselves members of the Alliance. Therefore, the At-Large Directors are elected by individuals, whether members or not, participating in the Corporation’s workshop, or other event designated by the Board (whether in person or virtual) which is open to both members and non-members. An At-Large Director may not be an employee of, or have a contractual relationship with, a Promoter Member or an Affiliate of a Promoter Member. Once elected, an At-Large Director will be provided an Individual Member membership, 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 does not count towards quorum for the purposes of conducting Board business.
  3. **Officer Elections.** Officer elections shall be held annually at the June Board Meeting.

# Policies Governing the 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 members and non-members alike, is subject to any written conduct policy adopted by the Board. As described below, the chair retains the right to limit participation and/or discussion as necessary to ensure the orderly conduct of the OFA’s business.

* 1. **Executive Session**

The Chair may call an Executive Session of the Board, limiting participation to Promoter Directors only. Such a call for an executive session must include the topic to be discussed. The use of such Executive Sessions should be limited to sensitive matters which, if discussed in a public forum, may have a deleterious impact on the Alliance, its members, employees, contractors, or other personnel.

* 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 (e.g. 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 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.

Consideration of an issue will proceed as follows:

Informal introduction and discussion of the topic at hand may occur at a preceding meeting of e.g., the XWG. Note the XWG is not a decision-making body. Such discussion may be re-played during the Board meeting itself. The objective is to ensure that all Promoter Directors are familiar with the issue and have had an opportunity to consider it. As a matter of courtesy, Promoter Directors are encouraged to attend any relevant meeting, such as an XWG meeting, where a topic is introduced or discussed prior to a Board meeting.

The formal process during the Board meeting is as follows:

1. The chair calls for a reading of a motion offered by a qualified Promoter Director (or Alternate).
2. A call by the chair for a discussion of the motion.
   1. Amendments may be added subject to the approval of the motioner.
3. Following the first discussion, the chair calls for a second. Lacking a second, the motion fails
4. Receiving a second, the chair may call for any additional discussion.
   1. Amendments may again be added, subject to the approval of the motioner and the second.
5. The chair calls the question. At his or her discretion, the chair may either ask the Secretary to call the role, or the chair may ask for any objections or abstentions. Hearing none, the chair may declare the motion passed by unanimous acclamation.
   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 4.1 **Action by the Board.** and ii) been considered and discussed by the Board at its regularly scheduled or special meeting using the process described above. 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,

Normally, the Chair of the corporation serves as the chair for any given meeting, however any other officer may serve as chair in the absence of the Chair. 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.

# 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 Working Group in a charter.
     2. **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.
     3. **Copyright.**  Any OFA Working Group shall behave in a manner consistent with the OFA’s Intellectual Property Rights (IPR) policy.
     4. **Management.** A Working Group must have at least one chair/interim chair and may have two co-chairs. A Working Group chair or co-chairs is/are responsible to the Board for the accomplishment of the goals specified in the Working Group’s charter. An initial Working Group chair or co-chairs will be appointed by a majority vote of the Board and are re-appointed by vote of the Board 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 for a period of not more than 90 days pending appointment of a permanent chair (or co-chairs). The Board may re-authorize a Working Group interim chair. The chair, interim-chair, or at least 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.
     5. **Participation.** Participation of non-OFA members in Working Groups is allowed if specified in the applicable Working Group’s charter.
     6. **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 by allowing time for informal discussions to occur prior to a formal discussion at a Board meeting. 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 Promoter Directors are considered de facto members of the XWG. Participation by Promoter Directors is strongly encouraged as a matter of courtesy in order to allow for efficient conduct of Board meetings, however there are no penalties for absence.

As with all other OFA working groups, participation in the XWG is open to all.

# Financial Administration and Recordkeeping Policies

* 1. **Budgeting Process**. The OFA’s fiscal year shall coincide with the calendar year. The Board, under the direction of the Treasurer, shall begin the budgeting process during the 2nd quarter of each year with the final budget for the next fiscal year, including any action related to dues, to be approved prior to the conclusion of the 3rd quarter.

# Indemnification and Insurance

* 1. **Insurance**. The Board shall authorize the purchase and maintenance of insurance, commonly known as Directors and Officers (D&O) Insurance, on behalf of any agent of the Corporation as authorized by the Board (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.

In addition, the Board shall ensure that the OFA is covered by Professional Liability Insurance.