



Sovrin Governing Body Policies

This is a Controlled Document of the [Sovrin Governance Framework](#) V2 approved by the Sovrin Board of Trustees. If you have comments or suggestions, we invite you to contribute them to the [living community version of this document](#)—access is open to anyone. If you are interested in joining the Sovrin Governance Framework Working Group, please visit our [Meeting Page](#).

Document Name	Sovrin Governing Body Policies
Version	V1
Approval Date	2019-03-27
Status	Final
Governs	Chartering, Types and Membership, Chairpersons, Facilitators, Voting, Self-Organization, Meetings, and Meeting Pages
Governed By	Sovrin Board of Trustees

1. Chartering

1. The organizers of a new Sovrin Governing Body MUST submit a charter to the Sovrin Board of Trustees (BoT).
2. The charter MUST be based on the [Sovrin Governing Body Charter Template](#) maintained by the Secretary of the Sovrin BoT.
3. This template MUST include:
 - a. Version number and date of approval.
 - b. General Policies.
 - c. Status (see Types and Membership, below).
 - d. Purpose.
 - e. Principles (if any beyond the Core Principles).
 - f. Activities and Duties.
 - g. Membership.
 - h. Chairperson(s).

- i. Facilitator(s).
- j. Voting.
- k. Funding.
- l. Meeting Schedule.
- m. Meeting Page.
- n. Version History.

4. The version history MUST include the version numbers, dates, and links to all previous versions of the charter.
5. After the required public review period (see Sovrin Governance Framework V2 Master Document section 4.3), a new or revised charter MUST be approved by the Sovrin BoT before it becomes active.
6. Once approved, information about the new or revised Sovrin Governing Body MUST be added to:
 - a. The *Sovrin Governing Bodies* Controlled Document, including all the information required therein.
 - b. The Sovrin Foundation website.

2. Types and Membership

1. A Sovrin Governing Body MUST be one of the following types:
 - a. Council.
 - b. Committee.
 - c. Working Group.
2. All Sovrin Governing Bodies MUST:
 - a. Have at least one and MAY have up to three chairpersons, either appointed by the Sovrin BoT or elected by their members.
 - b. Have at least five members, including the chairperson(s).
 - c. State any other specific membership requirements in its charter.
3. A council:
 - a. MUST have at least one chairperson appointed by the Sovrin BoT who, if not already a Trustee, shall serve as an ex-officio Trustee unless an exception is made by the BoT.
 - b. MAY limit the total number of voting members.
 - c. MAY establish membership term limits.
4. A committee:
 - a. SHOULD have a Trustee serving as at least one of its chairperson(s).
 - b. MAY limit the total number of voting members.
 - c. MAY establish membership term limits.
5. A working group:
 - a. MUST be open to participation by any member of the Sovrin Community.
 - b. MUST NOT establish membership term limits.

3. Chairpersons

1. A chairperson of a Sovrin Governing Body:
 - a. MUST be a member of that Sovrin Governing Body.
 - b. MUST NOT be an employee of the Sovrin Foundation unless an exception is made by the BoT.
 - c. SHOULD NOT be a chairperson of another Sovrin Governing Body.
2. If a Sovrin Governing Body has more than one chairperson, they MUST NOT be affiliated with the same organization.

4. Facilitators

1. A Sovrin Governing Body MAY have one or more facilitators.
2. It is NOT REQUIRED for a facilitator to be a member of that governing body.
3. An employee of the Sovrin Foundation MAY serve as a facilitator.

5. Subgroups

1. In keeping with the Decentralization by Design Principles (section 2.8 of the [SGF V2 Master Document](#)), and in particular the Distributive principle (section 2.8.7), all Sovrin Governing Bodies SHOULD self-organize and delegate work to subgroups as much as possible.
2. A Sovrin Governing Body MAY appoint the following types of subgroups as needed to accomplish its mission:
 - a. **Team**—an ongoing subgroup organized around a focus area.
 - b. **Task Force**—a short-term subgroup organized to accomplish a specified task within a specified time period.
3. An organized subgroup of a Sovrin Governing Body MUST be listed on its meeting page together with information about how to participate in that subgroup.
4. An organized subgroup SHOULD maintain its own meeting page separate from but linked from the governing body's main meeting page.

6. Funding

1. A Sovrin Governing Body MAY request a specified level or type of funding in its charter.
2. A Sovrin Governing Body MAY make a special request for funding to engage outside professionals or other external resources to assist in their work provided any financial compensation is approved by the Sovrin Foundation Executive Director.

7. Voting

1. All Sovrin Governing Bodies SHOULD strive to reach decisions by consensus.
2. Consensus MAY be achieved via discussion at a web-meeting or face-to-face meeting or via any online mechanism, such as a mailing list, that provides adequate notice to all members and enables any member to lodge an objection and request a formal vote.
3. When a formal vote is required, it MUST be conducted using a voting process agreeable to the majority of the group, or if such an agreement cannot be reached, then under [Roberts Rules of Order, Newly Revised](#), 11th Edition, ISBN [978-0-306-82021-2](#).
4. If members feel that a decision has been reached improperly, they may appeal the decision to the Sovrin BoT who MUST serve as the final authority in all disagreements.

8. Intellectual Property Rights

1. In keeping with the mission of the Sovrin Foundation as an open public trust organization, all contributions by participants in a Sovrin Governing Body MUST be free of intellectual property rights or other usage restrictions.
2. Excluding explicit contributions as defined in 8.1, participants in a Sovrin Governing Body retain all rights to their existing intellectual property and participation in a Sovrin Governing Body MUST NOT be construed as a license to any existing intellectual property rights.

9. Meetings

1. In keeping with the Transparency Principle ([SGF V2 Master Document](#) section 2.6), Sovrin Governing Bodies:
 - a. MUST conduct open, transparent meetings with the exception of special closed sessions.
 - b. MUST only conduct special closed sessions (not open to the public) when the group needs to deal with matters where confidentiality is required due to:
 - i. Legal regulations.
 - ii. Security concerns (breach responses, confidential procedures, etc.).
 - iii. Steward concerns (policy violations, business transitions, etc.)
 - iv. Discrimination, harassment, or other human resource matters.
 - v. Other matters where confidentiality is advised by Sovrin Foundation legal counsel.
 - c. SHOULD conduct meetings that allow virtual participation whenever possible.

10. Meeting Pages

1. All Sovrin Governing Bodies MUST maintain a meeting page based on the [Sovrin Governing Body Meeting Page Template](#).
2. A link to the meeting page for a Sovrin Governing Body MUST be included in the listing in the *Sovrin Governing Bodies* Controlled Document and on the Sovrin Foundation website.
3. The meeting page MUST include:
 - a. All information about the group listed in [Sovrin Governing Bodies](#), including a link to the current charter.
 - b. A list of the current chairperson(s).
 - c. A list of the current facilitator(s).
 - d. A list of current active members.
 - e. Information about how to join the group.
 - f. Information about any organized subgroups, including:
 - i. The name and purpose of the subgroup.
 - ii. Membership requirements.
 - iii. Instructions on how to participate.
 - iv. A link to the subgroup's meeting page, if applicable.
 - g. A schedule of open public meetings.
 - h. Information about how to participate in open public meetings (physical or virtual).
 - i. Information about how to participate in open public chat channels (e.g., Rocketchat).
 - j. Agendas and meeting minutes/notes listed in reverse chronological order.
 - k. Links to any archived versions of the meeting page.
4. The minutes or notes of each meeting MUST be recorded on or linked to the meeting page.
5. The meeting page SHOULD be periodically archived to prevent it from growing too large.

11. Reporting

1. All Sovrin Governing Bodies:
 - a. SHOULD designate a member to attend and give a monthly report to the Sovrin BoT.
 - b. MUST submit a monthly summary report of activity to the Sovrin BoT via either:
 - i. An oral report given during the monthly BoT meeting with a written summary added to the BoT Meeting Page.
 - ii. A written report added to or linked to the BoT Meeting Page.
 - c. SHOULD send the same monthly report to the Steward mailing list.
2. The Secretary of the Sovrin BoT MAY request oral or written reports as needed.