

Software Transparency Foundation Charter

Fundación para la Transparencia del Software.
Madrid, March 16th, 2022.

“The vision of the Software Transparency Foundation is a frictionless exchange of validated and related Software Bills of Materials (SBOM) throughout the software supply chain”

Mission

Our mission is to “bring transparency to the software supply-chain” with a goal of harmonizing how information is shared about the software that we build, acquire, and operate.

Our focus will be on operationalizing existing and emerging standards like SPDX and ISO/IEC 5230 using open source tooling and data, and technologies to facilitate generating, notarizing, relating and validating Software Bills of Materials (SBOM).

Driving Adoption of SBOM.

By providing Open Source tools for generating, notarizing, relating and validating Software Bills of Materials (SBOM), we will facilitate broad adoption. This will ease Software Supply Chain traceability, drastically reducing open source-related cybersecurity and license compliance effort.

The Software Transparency Foundation will provide a complete set of open source Software Composition Analysis (SCA) and other tools, which otherwise are out of reach for small and mid-sized organizations.



Enabling a Decentralized Validating Entity.

The Software Transparency Foundation proposes to enable a decentralized SBOM Ledger to allow public validation of SBOMs by comparing their cryptographic checksums published in a blockchain, along with their date stamps and relationships to preceding SBOMs.

A decentralized, immutable SBOM Ledger will contribute to completeness of visibility in the supply chain.

Facilitating SBOM Interoperability.

The Software Transparency Foundation aims at solving the traceability issue of software components across the supply chain tree, without any depth limitation.

It proposes, amongst others, a decentralized SBOM ledger that will offer a format-agnostic registry of Software Bills of Materials and their relation to their parents. This allows easily tracing and validating software components across the supply chain, regardless of the format in which the SBOM document is generated.

Membership & Sponsorship Programs

The Software Transparency Foundation offers five sponsorship programs: Diamond, Gold, Silver, Bronze and Community.

Diamond and Gold sponsors are members of the Governing Board. In exceptional cases, the Governing Board will consider offers of relevant intellectual property, labor, and other resources as ‘payment in kind’ towards an annual sponsorship.

All sponsors are entitled to participate in project meetings, and to identify their company/community as sponsors of the Software Transparency Foundation.

The Community Member category of membership is limited to non-profits, open source projects and individuals, and requires approval by the Governing Board, or, if the Governing Board sets criteria for joining as an Community member, the meeting of such criteria.

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Non-Community sponsors have access to the SBOM Ledger application with a number of prepaid transactions defined for every type of Sponsorship Program. The Governing Board shall amend/adopt the Sponsorship Program and publish it on the Software Transparency Foundation website.

Open Governing Board

Members constituted.

- Founders and one appointed representative from each Diamond or Gold sponsor. For companies or entities with strong ties in ownership or business, they can sponsor multiple times, but they can only appoint a maximum of 2 representatives in total per company but shall only have the right to one vote per company/entity. Whether they constitute strong ties is determined by governing board voting. The Board will be able to appoint several high-profile personalities selected in the Foundation's scope of activities according to a qualified majority (3/4) of voting members.
- The Steering Committee Chair.

Rights and Responsibilities.

Matters approved by Open Governing Board through voting should consist of:

- The budget to the use of funds raised from all sources of revenue.
- Electing a Chair of the Foundation to preside over meetings, authorize expenditures approved by the budget and oversee operations.
- Overseeing marketing matters.
- Adopt and maintain policies or rules and procedures for the Foundation as appropriate, such as a Code of Conduct, a trademark policy and any compliance or certification policies.



Obligations and Responsibilities.

- Research on the Board topics and exercise voting rights.

Rules.

Governing Board meetings shall be limited to the Governing Board representatives, the Director, and invited guests and follow the requirements for quorum and voting outlined in this Charter. The Governing Board may decide whether to allow one named representative to attend as an alternate.

The Governing Board meetings shall be confidential unless approved by the Governing Board.

The Governing Board may invite guests to participate in consideration of specific Governing Board topics (but such guests may not participate in any vote on any matter before the Governing Board). The Governing Board should encourage transparency, including the public publication of public minutes within a reasonable time following their approval by the Governing Board.

Steering Committee

Members constituted.

- Founders and one appointed representative from each Diamond or Gold sponsor. For companies with strong ties in ownership or business, they can sponsor multiple times, but they can only appoint a maximum of 2 representatives in total per company but shall only have the right to one vote per company/entity. Whether they constitute strong ties is determined by governing board voting. The Steering Committee will be able to appoint several high-profile personalities selected in the Foundation's scope of activities according to a qualified majority (3/4) of voting members of the Board.
- Each project team lead, as such may be determined pursuant to procedures decided upon by the Steering Committee with approval of the Governing Board (should be selected by project team self, and the selecting process and result should be put on record under SC).

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- One elected representative from the Community Members.

Rights and Responsibilities.

Matters approved by Steering Committee through voting should consist of:

- Creating, maintaining and amending projects lifecycle procedures and processes, and base those to manage projects lifecycle.
- Coordinating collaboration among Projects, including development of an overall technical vision for the community.
- Managing conflicts, violations of procedures or guidelines and any cross-project or high-level issues that cannot be resolved at the project team level.
- For the internal affairs of the project, the Steering Committee does not participate in the decision-making, respects the right of the project to operate independently based on the principles of project-autonomy and democracy. The Steering Committee can approve the project-charter, and supervise the execution of the project-charter.
- Appointment of a Chair to preside over meetings and to serve on the Governing Board.
- Such other activities as the Governing Board may assign to the Steering Committee.

Obligation and Responsibilities.

- Participate in the Steering Committee meeting monthly.
- Research on the Steering Committee topics and exercise voting rights.

Rules

Steering Committee meetings can include any project teams, and Steering Committee meetings are open to all interested parties. The Director, if any, shall be entitled to observe all meetings of the Steering Committee and any work team meetings on a non-voting basis.



Outreach Committee

The voting members of the Outreach Committee shall consist of one appointed representative from each Diamond or Gold sponsor and the Founders.

The Outreach Committee shall be responsible for designing, developing and executing efforts to build a Software Transparency Foundation ecosystem throughout relevant supply chains on behalf of the Governing Board and in collaboration with the Governing Board, and shall appoint a chair to preside over meetings of the Outreach Committee.

The Outreach Committee should report directly to the Governing Board.

The Director shall be entitled to observe all meetings of the Outreach Committee on a non-voting basis. During this period of the foundation, the president will be the director.

Voting

While 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, Steering Committee, or Outreach Committee, as applicable, shall vote on a one vote per voting representative basis.

Decisions by vote shall be based on a majority vote, provided by more than sixty percent (60%) of the Governing Board, Steering Committee, Outreach Committee or other committee representatives, as applicable, must be either present or participating electronically or by written action in order to conduct a valid vote.

In the event of a tied (greater or equal than 50% but less than 60%) vote with respect to an action by the Governing Board, the chair of the Governing board or committee shall be entitled to submit a tie-breaking vote.

In the event of a tied (greater or equal than 50% but equal or less than 60%) vote with respect to an action by the Steering Committee, Outreach Committee or other committee created by the Governing Board should be submitted by the respective Chair of that Committee to the Governing Board for resolution.



Any matter that is not resolved in either the Steering Committee or Outreach Committee may be submitted by the respective Chair of that Committee to the Governing Board for resolution.

Any matter that is not resolved in a project team may be submitted by a project team member to the respective Committee under which that project team was formed.

The Governing Board may designate officer positions within the Project and set procedures for the conducting of the election of the Community Member representative to the Steering.

Committee and the election of any officer or other position within the Project.

Code of Conduct

The Governing Board shall define and adopt a code of conduct.

Budget

The Governing Board shall approve an annual budget and commit to never spend in excess of funds raised.

The annual budgeted spend shall be shaped substantially according to the following framework:

- Research and development 50%.
- Outreach (mostly marketing) 30%.
- Other 20%.

The Governing Board shall adjust the framework from time to time based on the needs of the project.

The Governing Board shall provide quarterly reports of spend levels against the budget.



Intellectual Property Policy

All documentation will be received and made available by the Project under the Creative Commons Zero License version 1.0 Universal (CC0 1.0). The rest of the intellectual property rights owned or managed by the Foundation shall remain under the same license terms and requirements as were acquired by the foundation.

Addendum

This Charter will be an Annex to the Foundation formal original statutes adopted under the regulation of the Spanish laws. In case of conflict between the Charter and the provisions of the statutes, the statutes will prevail but, in any case, the formal structure of the Foundation shall make its best and good faith efforts to comply with the decisions adopted under the Charter.