THE LINUX FOUNDATION

moja global Project Charter
The Linux Foundation
Effective _____

1. **Mission of the moja global Project ("moja global") is to:**

   a. continuously develop next generation tools to support sustainable land management, including estimating emissions and removals of greenhouse gases from the land sector;
   b. create an open source, technical community to benefit the ecosystem of moja global developers and organizations reliant upon moja global tools;
   c. promote a mechanism for organizations to support moja global financially;
   d. support independent certification systems for compliant software or technical skills;
   e. host the infrastructure for moja global software, establishing a neutral home for community infrastructure, meetings, events and collaborative discussions and providing structure around the business and technical governance of moja global; and
   f. undertake such other activities as may from time to time be appropriate to further the purposes and achieve the goals set forth above.

2. **Participation.**

   a. moja global participation shall be through any of the following means:

      i. technical participation in moja global's development efforts;

      ii. financial support of moja global;

      iii. installation and use of the moja global tools; and

      iv. participation on committees or advisory boards as may be created by moja global.

   b. All participants in moja global, regardless of type of participation, enjoy the privileges and undertake the obligations described in this moja global Project Charter (the "Charter"), as from time to time amended by the Strategy Board in accordance with the requirements of Section 14. All participants agree to comply with all such policies as moja global may from time to time adopt.

3. **Grants**

   a. Grants from supporting organizations including corporations, non-profits, associations or government entities (collectively, "grantor organizations") are an important source of moja global's operational funding. Any organization may make donations or grants available to moja global, with or without conditions on the use of such funds. The Management Board must approve acceptance of any grants to moja global.

   b. Any organization seeking to make a grant to moja global should contact grants@moja.global.

4. **Strategy Board**

   a. Composition

      i. The Strategy Board members shall consist of:

         1. the chair of the Management Board (the "Management Board Chair");

         2. the chair of the Technical Steering Committee;

         3. Grantor Appointees (as defined below);

         4. User Appointees (as defined below);

         5. Regulatory Appointees (as defined below); and

         6. During the Startup Period (as defined below), the Startup Appointees (as defined below).

      ii. Voting members of the Strategy Board shall consist of only those members serving pursuant to Sections 4(a)(i)(1) through 4(a)(i)(5), provided that in the case of members serving pursuant to Sections 4(a)(i)(2) through 4(a)(i)(5), any such member (or the organization for which such a member is a representative) may, at any time following such member's appointment to the Strategy Board, notify the chair of the Strategy Board that such member will assume a non-voting role. Following such a notification, such member may not participate in any vote on any matter before the Strategy Board but may otherwise continue to participate in all activities of the Strategy Board.

      iii. Following the launch of the project until the Strategy Board has at least three members that are Grantor Appointees, User Appointees and/or Regulatory Appointees (the "Startup Period"), the individuals listed in Annex A (the "Startup Appointees") shall serve as voting members on the

Strategy Board, with the Startup Appointee indicated in <u>Annex A</u> as "Chair" serving as the chair of the Strategy Board during the Startup Period. Upon the end of the Startup Period, (i) the Startup Appointees shall automatically be deemed to have resigned from the Strategy Board and (ii) the Strategy Board shall elect a new chair of the Strategy Board in accordance with Section 4(c)(viii). In the event of the resignation of any Startup Appointee during the Startup Period, any remaining Startup Appointees shall appoint a replacement Startup Appointee.

b. <u>Conduct of Meetings</u>

    i. Unless otherwise provided by the Strategy Board, attendance at meetings of the Strategy Board shall be limited to the members of the Strategy Board set forth in Section 4(a)(i) and invited guests and Linux Foundation personnel. The chair of the Strategy Board may invite guests to participate in consideration of specific topics before the Strategy Board, subject to such procedures as the chair of the Strategy Board or the Strategy Board as a whole may set, but such guests and any Linux Foundation personnel attending in their capacity as such may not participate in any vote on any matter before the Strategy Board.

    ii. Strategy Board meetings will observe the requirements for quorum and voting outlined in Section 8.

    iii. Meetings of the Strategy Board shall follow the agenda prepared by the chair of the Strategy Board.

    iv. The Strategy Board may set rules regarding publication of minutes or other records of the meetings of the Strategy Board.

c. <u>Responsibilities</u> – the Strategy Board shall be responsible for:

    i. mapping out the overall strategy for moja global, consistent with the mission of the organization set forth in Section 1;

    ii. preparing and approving the annual budget consistent with the requirements of Section 10(a);

    iii. formulating funding priorities for the projects supported by moja global;

    iv. drafting any guidelines or criteria for funding decisions;

    v. periodically approving general criteria for whether a grantor organization will be eligible to appoint a representative to the Strategy Board (each such appointee, a "Grantor Appointee") and the duration of such Grantor Appointee's term;

vi. periodically approving general criteria for whether a user organization will be eligible to appoint a representative to the Strategy Board (each such appointee, a "User Appointee") and the duration of such User Appointee's term;

vii. periodically appointing to the Strategy Board representatives of international organizations or regulatory agencies that set technical compliance standards, guidelines and/or guidance applicable to moja global tools and determining the duration of the term of any such representatives (each such appointee, a "Regulatory Appointee") for such term or terms as the Strategy Board, or, in the absence of instruction from the Strategy Board, the chair of the Strategy Board, may set or adjust from time to time;

viii. electing a chair of the Strategy Board from the membership of the Strategy Board, whose responsibilities shall consist of preparing the agenda and presiding over meetings of the Strategy Board; and

ix. periodically electing representatives to sit as voting representatives on the Management Board for 3-year terms.

5. **Management Board**

   a. <u>Composition</u>:

      i. The Management Board members shall consist of:

         1. 3 voting members appointed by the Strategy Board for renewable terms of 3 years each; provided, however, that at launch of moja global the initial terms of each voting member shall be staggered so that one has a one-year term, one has a two-year term and one has a three-year term.

         2. the chair of the Strategy Board, as a permanent observer without voting rights; and

         3. the chair of the Technical Steering Committee, as a permanent observer without voting rights.

      ii. The Management Board may, at its election, expand the number of voting members under Section 5.b.i. from three to five and may adjust the initial terms of the new voting members so as to stagger, as possible, elections of voting members of the Management Board.

iii. At launch of moja global, the individuals listed in <u>Annex B</u> shall serve as voting members on the Management Board ("Start-up Management Board Members") with staggered terms as defined under Section 5.a.i.1.

iv. In the event of the resignation of a member of the Management Board, the remaining Management Board members shall appoint a replacement for the remainder of the term of the member who resigned.

b. <u>Conduct of Meetings</u>

i. Attendance at meetings of the Management Board shall be limited to the voting members of the Management Board, permanent observers, Linux Foundation personnel and invited guests. The Management Board Chair may invite guests to participate in consideration of specific topics before the Management Board, but such guests, permanent observers and Linux Foundation personnel attending in their capacity as such may not participate in any vote on any matters before the Management Board.

ii. Management Board meetings will observe the requirements for quorum and voting outlined in Section 8.

iii. Meetings of the Management Board shall follow the agenda prepared by the Management Board Chair.

iv. The Management Board may set rules regarding publication of minutes or other records of the meetings of the Management Board.

c. <u>Responsibilities</u> – the Management Board shall be responsible for:

i. coordinating with and implementing the directives of the Strategy Board;

ii. implementing the budget approved by the Strategy Board;

iii. implementing the funding priorities for the projects supported by moja global approved by the Strategy Board;

iv. electing the Management Board Chair from the voting membership of the Management Board, whose responsibilities shall consist of preparing the agenda and presiding over meetings of the Management Board;

v. overseeing grants and financial contributions from organizations to moja global, including:

1. establishing criteria, work flows and procedures for the submission, approval and rejection of project or funding proposals;

2. approving the use of funds within funding priorities that meet any guidelines or criteria set by the Strategy Board;

3. approving or rejecting funding proposals, including modification or cancellation of previously approved funding decisions; and

4. leveraging the Strategy Board where helpful to guide funding decisions;

vi. overseeing all business and marketing matters;

vii. establishing and overseeing an Outreach Community as the Management Board deems necessary, in accordance with Section 7;

viii. creating any advisory groups, committees or ad-hoc subcommittees, and establishing criteria for joining the same or adding or removing members of the same; and

ix. voting on all decisions or matters coming before the Management Board.

6. Technical Steering Committee ("TSC")

a. <u>Composition</u>:

i. The voting members of the TSC shall consist of the project leads of each project designated as a top-level project. At launch of moja global, the initial project leads and top-level projects are as set forth on <u>Annex C</u> hereto; and

ii. the TSC shall create and periodically review election processes for determining the election of project leads and/or other technical roles and may set criteria for which projects constitute top-level projects and otherwise adjust which projects constitute top-level projects.

b. <u>Conduct of Meetings</u>

i. TSC meetings shall be open to observation by all. The chair of the TSC may invite guests to participate in consideration of specific topics before the TSC, however, such guests and any observers may not participate in any vote on any matter before the TSC.

ii. TSC meetings will observe the requirements for quorum and voting outlined in Section 8.

iii. Meetings of the TSC shall follow the agenda prepared by the chair of the TSC.

c. <u>Community</u> – TSC projects will generally involve Contributors, Maintainers, Policy Advisors, and Lead Scientists, as defined in <u>Annex D</u> hereto.

d. <u>Responsibilities</u> – the TSC shall be responsible for:

    i. establishing and periodically reviewing an election process for determining membership in the TSC and other leadership roles in the technical community that are not within the scope of any single project;

    ii. electing a chair of the TSC from the membership of the TSC, whose responsibilities shall consist of:

        1. serving as a permanent observer on the Management Board;

        2. preparing the agenda and presiding over meetings of the TSC;

        3. coordinating between projects and efforts in the policy, scientific and coding areas;

        4. acting as a liaison between the Management Board and the Strategy Board on the one hand and the technical leadership of moja global on the other hand;

    iii. facilitating technical and scientific contributions to the TSC and the moja global community by Contributors, Maintainers, Policy Advisors and Lead Scientists (as defined in <u>Annex D</u> hereto) generally by:

        1. establishing work flows and procedures for the submission, approval and closure or archiving of policy, science or code projects;

        2. establishing criteria and processes for the promotion of Contributors to Policy Advisor, Lead Scientist and/or Maintainer status, and

        3. defining and, as necessary, adjusting or creating new roles for technical and scientific contribution to the moja global community and participation in the TSC;

    iv. coordinating the direction of moja global through policy, science and technical projects and approving policy, science and technical project proposals (including, but not limited to, incubation, deprecation and changes to a given project's objectives or scope) in accordance with a project lifecycle document to be developed, approved and maintained by the TSC;

v. ensuring that moja global tools meet international reporting requirements and are compliant with established standards, guidelines and guidance;

vi. estimating projects' implementation time and cost

vii. designating top-level projects;

viii. creating sub-committees or working groups to focus on cross-project technical issues or opportunities;

ix. coordinating community engagement with the Management Board and Strategy Board with respect to requirements, architecture, implementation, use cases, etc.;

x. communicating with external and industry organizations concerning technical matters of projects;

xi. appointing representatives to work with other open source or standards communities;

xii. establishing community norms, workflows or policies for releases and delivery dates for policy and science projects;

xiii. discussing, seeking consensus and, where necessary, voting on technical matters relating to the code base that affect multiple projects; and

xiv. establishing election processes for other leadership roles in the technical community that are not within the scope of any single project.

7. Outreach Community

a. The Management Board may establish an Outreach Community to promote the project and communicate its vision and success in the ecosystem encouraging participation and adoption of the moja global platform. The Management Board shall establish participation and voting requirements for the Outreach Community.

b. Responsibilities: The Outreach Community shall be responsible for designing, developing and executing marketing efforts on behalf of the Management Board. The Outreach Community is expected to coordinate closely with the Management Board, the Strategy Board and the TSC to maximize the outreach and visibility of moja global.

8. Voting; Quorum

a. General Rule – For each of the Strategy Board, Management Board, TSC and other committee or advisory group subsequently constituted:

i. Each voting representative shall have one vote.

ii. Two-thirds of the voting representatives of a given board, committee or advisory group, either present (in person or by teleconference) or represented by proxy shall constitute a quorum for the transaction of business at a meeting of such board, committee or advisory group. A meeting at which quorum is not met may continue to meet but shall not have the authority to make any decisions or take other action on behalf of such group.

iii. Except as otherwise set forth in the Charter, any action taken by a given board, committee or advisory group must be approved by the consent of a majority of the voting representatives of such group present at a meeting at which there is quorum.

b. <u>Reserved Matter</u> – Notwithstanding anything else set forth in this Charter and for the avoidance of doubt, the approval of the The Linux Foundation shall be required for any action by or on behalf of moja global which may endanger the tax status of The Linux Foundation.

c. <u>Actions Without a Meeting</u> – Any action required or permitted to be taken at any meeting of the Strategy Board, Management Board, TSC or other committee or advisory group may be taken without a meeting of such group if a consent in writing, setting forth the action so taken shall be signed by voting members of such group representing the requisite number of votes that would be required to take the applicable action at a meeting of such group at which all of the members of such group were present and, when so signed, such written consent shall constitute the approval of such group of such action, and notice of any action taken shall be provided to those members of such group who have not consented in writing promptly following the taking of such action.

d. <u>Ties</u> - In the event of a tied vote with respect to an action brought before the Strategy Board, the TSC or any other committee or advisory group created by the Management Board, such matter shall be referred to the Management Board for resolution. In the event of a tied vote of the Management Board, the chair of the Management Board shall be entitled to refer the matter to The Linux Foundation for assistance in reaching a decision.

e. <u>Removal of Strategy Board Member</u> – Any member of the Strategy Board may be removed with or without cause by the vote of at least two-thirds of all members of the Strategy Board.

9. Antitrust Guidelines

a. All members shall abide by The Linux Foundation Antitrust Policy available at http://www.linuxfoundation.org/antitrust-policy.

b. All members shall encourage open participation from any organization able to meet the membership requirements, regardless of competitive interests.

10. Budget

a. The Strategy Board shall approve an annual budget consistent with funds raised or otherwise available. Such annual budget and any other funding directives which the Strategy Board approves shall never commit to any spending in excess of funds raised. The budget and the purposes to which moja global applies its funds shall be consistent with the non-profit mission of The Linux Foundation.

b. The Linux Foundation shall provide the Management Board with regular reports of spend levels against moja global's annual budget. In no event will The Linux Foundation have any obligation to undertake any action on behalf of moja global or otherwise related to moja global that will not be covered in full by funds raised by moja global.

c. In the event any unbudgeted or otherwise unfunded obligation arises related to moja global, The Linux Foundation will coordinate with the Management Board and if necessary, the Strategy Board, to address the funding gap.

11. General & Administrative Expenses

a. The Linux Foundation shall have custody of and final authority over the usage of any fees, funds and other cash receipts.

b. A General & Administrative (G&A) fee will be applied by The Linux Foundation to funds raised (including without limitation grants) to cover Finance, Accounting, and operations expenditures. This G&A fee shall equal 9% of moja global's first $1,000,000 of gross receipts each year, 6% of moja global's gross receipts over $1,000,000 each year and shall be payable in arrears.

c. Under no circumstances shall The Linux Foundation be expected or required to undertake any action on behalf of moja global that is inconsistent with the tax exempt purpose of The Linux Foundation.

12. General Rules and Operations. moja global participants are expected to:

a. engage in the work of the project in a professional manner consistent with maintaining a cohesive community, while also maintaining the goodwill and esteem of The Linux Foundation in the open source software community;

b. respect the rights of all trademark owners, including any branding and usage guidelines;

c. engage The Linux Foundation for all moja global press and analyst relations activities, which activities The Linux Foundation shall perform in consultation with the Clinton Foundation until November 1, 2019;

d. coordinate with The Linux Foundation and, until November 1, 2019, the Clinton Foundation in relation to any websites created directly for moja global; and

e. operate under such rules and procedures as may from time to time be approved by the Management Board.

13. Intellectual Property Policy

a. Unless otherwise approved by the Management Board on a case-by-case basis:

   i. All new inbound code contributions to moja global shall be made under the Mozilla Public License Version 2.0 (available https://www.mozilla.org/en-US/MPL/2.0/)

   ii. All contributions shall be accompanied by a Developer Certificate of Origin sign-off (http://developercertificate.org) that is submitted through a Management Board and LF-approved contribution process. Such contribution process will include steps to also bind non-Member Contributors and, if not self-employed, their employer, to the licenses expressly granted in the Mozilla Public License, Version 2.0 with respect to such contribution.

   iii. All outbound code will be made available under the Mozilla Public License Version 2.0

   iv. All documentation will be contributed under the Creative Commons Attribution 4.0 International License (available at http://creativecommons.org/licenses/by/4.0/).

   v. If an alternative inbound or outbound license is required for compliance with the license for a leveraged open source project or is otherwise appropriate or advisable to achieve moja global's mission, the Management Board may approve the use of an alternative license for specific inbound or outbound contributions on an exception basis in its sole discretion. Any exceptions must be approved by a two-thirds vote of the entire Management Board and The Linux Foundation and must be limited in scope to what is required for such purpose.

vi. The Management Board will be responsible for all decisions regarding, and establishing policies and guidelines concerning, the use, application, registration and maintenance of any trademarks, service marks and certification marks for use in connection with moja global, including the "moja global" mark. Unless otherwise agreed in writing by The Linux Foundation, the Management Board and the Clinton Foundation, all trademarks and service marks incorporating "moja" or "moja global" (collectively, "moja global Marks") owned by the Clinton Foundation, if applicable, shall be assigned to The Linux Foundation at or immediately after launch. Should a transfer of the moja global Project to a non-profit organization (a "Transferee") independent of The Linux Foundation ever be authorized by a two-thirds vote of each of the TSC and the Strategy Board, The Linux Foundation shall assign, in connection with such transfer of the project, its interest in the moja global Marks to the Transferee. The Management Board may engage The Linux Foundation to determine the availability of, pursue registration of and maintain trademarks, service marks, and certification marks on behalf of moja global.

14. Charter Amendments

a. Amendments to the Charter must be approved unanimously by the Management Board in consultation with the Strategy Board and are subject to the approval of the Linux Foundation.

<u>ANNEX A</u>

The initial "Startup Appointees" to the Strategy Board are as follows:

- Jim Baker*
- Molly Bartlett
- Jackson Kimani

*Chair of the Strategy Board during the Startup Period.

ANNEX B

The "Startup Management Board Members Appointees" to the Management Board and their staggered terms are as follows:

- Robert Waterworth for a 3 year term
- Guy Janssen for a 2 year term
- Dymphna van der Lans for a 1 year term

ANNEX C

INITIAL TOP-LEVEL PROJECTS AND PROJECT LEADS

1. At launch, the following projects are designated as top-level projects:

   a. FLINT framework
      i. Core FLINT framework (C++ libraries)
      ii. FLINT modules
         1. System utility and library modules (C++, C#, Python)
         2. Module wrapper extensions for other languages (C++, C#, Python, R)
      iii. Data repository framework (C++ library)
      iv. Results aggregation and analysis (C++, Docker, Spark, MongoDB, …)
   b. User interfaces
      i. Web interfaces to run versions of FLINT
      ii. Input Database editors
      iii. Websites for viewing Simulation results
   c. Data inputs and outputs
      i. Input data pre-processing and QA/QC
      ii. Input database design
      iii. Results storage, querying and business intelligence tools
   d. Distributed systems
      i. Containers (Docker Swarm)
      ii. Open source Apache projects Hadoop, Spark, and Kafka
      iii. Cloud based solutions (AWS, Azure)
   e. Policy, science and reporting
      i. Module design and assessment
      ii. Configuration set-up and management
      iii. Default data input assessment
      iv. Management of default systems
      v. Alignment with international policy and reporting requirements

2. At launch the following individuals are project leads for the respective top-level projects, and shall constitute either (a) a Maintainer, (b) a Policy Advisor or (c) a Scientific Lead as defined in Annex D depending upon whether the respective top-level project is focused on code development, policy or science.

   a. FLINT framework: Maintainer: Malcolm Francis
   b. User interfaces: Maintainer: Robert deLigt
   c. Data inputs and outputs: Maintainer: Malcolm Francis
   d. Distributed systems: Maintainer: James Leitch
   e. Policy, science and reporting: Scientific Lead: Werner Kurz

ANNEX D

Roles Within the TSC Community

TSC projects will generally involve Contributors, Maintainers, Policy Advisors, and Lead Scientists.

- Contributors: Members involved in the policy, science or technical community that contribute to the policy discussions, scientific approach, software code, documentation or other technical artifacts of the moja global tools.

- Maintainers: Active contributors to the codebase who have the ability to commit code and contributions to a project's main branch.

- Policy Advisors: Active contributors to policy discussions pertaining to the activities of moja global who leads a policy project.

- Lead Scientists: Active contributors to scientific conceptualization and testing of tools who leads a science project.