FOLIO Governance Model

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Introduction

In July 2019 a taskforce was charged by the FOLIO Stakeholder group in Cologne, Germany, to research and recommend a governance model that would replace the current "tripartite" model. The underlying problems with the tripartite model were threefold:

1. Unclear how new organizations could join the community and influence the project
2. Clear that OLE's mission is tied to FOLIO but there should be a transition into the FOLIO organization while continuing to advocate libraries' interests in FOLIO
3. Funding FOLIO sustainably requires a more realistic model than "split three ways" as the three central stakeholders, EBSCO, Index Data and OLE are not the same and don't have identical access to resources, funding, etc.

Eighteen months and hundreds of hours later we have a proposed model that has been vetted and discussed with stakeholders and community alike. We have a model that distributes the following responsibilities and decision making among three councils: Community, Product and Technical.

The model allows organizations to be recognized as members whether they commit to paying dues or donating the time of people to do the work needed to create and sustain FOLIO. It allows all participants in the community to select council members.

It outlines dues structure to address the financial needs of the project, and provides for financial management via the Community Council.

FOLIO Guiding Principles

As a community driven open source project, FOLIO aspires to operate using the following guiding principles:

- Open, transparent and respectful collaboration
- Enable local decision making authority wherever possible
- Create a sustainable community and ecosystem that is open and neutral for all community participants

In order to promote transparency, all Council meetings and business will be open except as required as part of negotiations or licensing or other reasons requiring confidentiality.

Council decisions are made by "lazy consensus" (http://community.apache.org/committers/lazyConsensus.html) and documented to the public. If necessary to reach a decision, any council member may call for a vote.

FOLIO is a community member project of the Open Library Foundation.

Governance

Overview

The Governance model will be made up of three councils, each of which to be responsible for a specific set of concerns for the FOLIO Project

- Community Council
- Product Council
- Technical Council

Each of these councils' seats will be filled by elected members of the community. Elected members will have two year terms and in order to foster diversity and involvement by a wide group of members, seats will have restrictions on length of terms and number of seats per organization per council.

The Community Council is the ultimate escalation point for any and all councils and groups that are part of FOLIO.

The Community Council is responsible for this Governance Model. While it is responsible for ensuring a healthy governance model exists for FOLIO, all councils will need to ratify any changes to it.

Definitions

Member Organization - An organization that has made a formal commitment of resources to the FOLIO project viaMemorandum of Understanding. This may include dues or personpower or both.

Member - an individual who is an employee or a sponsored contractor of a Member Organization.

Participant - an individual who has registered to use FOLIO's collaboration tools such as Jira, Confluence (wiki), or Slack.

Council Operations

In conducting day to day business all three of the councils that are defined in this document will operate in accordance with the following guidelines:

- Councils may choose to form an Executive Committee to aid in the accomplishment of their respective goals/activities.
- Shall coordinate their work, activities and communicate regularly with each other

- Councils may charter working groups: Special Interest Groups (SIGs), task forces, advisory groups, or other teams related to the functions of the appropriate Council. When doing so they must:
    - Coordinate the work of such working groups
    - Ensure appropriate and sufficient representatives of the working groups are in conversation on topics of shared interest by stimulating the initial membership.
    - Establish communication pathways that ensure open and transparent operation of the working groups.
    - Ensure new working group members have an understanding of open, transparent, and community-oriented user-centered design based agile software projects
    - Revise SIG charters, membership, and accountability as needed
    - Disband SIGs as appropriate
- Coordinate the work of FOLIO community ("who does what") that are relevant for their Council
    - Ensure contributors are versed in the "FOLIO Way" of agile, open, transparent, and community-oriented user-experience-first design.
    - Encourage the community to create apps that interact well with FOLIO platform features
- Communicate the activities and priorities of the Council and project
- Councils will elect their own Chair
- The chairs of each council will meet **monthly** to communicate and share updates/experiences, etc.
- Quarterly the Councils will meet as one group as part of a "FOLIO Community Update". This meeting will be chaired by the Community Council Chair. The Chairs of all three councils will be responsible for preparing agendas. At least one of these quarterly meetings should be face to face at WOLFcon.

All Council members are expected to:

- Follow the [FOLIO code of conduct](#)
- Attend regular virtual meetings and other active participation that may occasionally rise to several hours per week
    - Group projects or writing efforts
    - Individual engagement including email, writing, and review
- Attend and contribute to relevant periodic face-to-face meetings, potentially twice a year
- Identify and bring to bear appropriate expertise from the broader community
- Actively contribute and work productively on this team

Council Charters and Descriptions

Community Council

Charter

To foster a healthy and productive community ecosystem of sustainable collaboration for the FOLIO project.

Description

This council has two key roles. Firstlyto ensure the community is strong and healthy, which can include recruiting, marketing and many external facing activities. Secondly, this council is responsible for the smooth operation of community activities, including coordinating with other councils, ensuring the community is collaborative and inclusive and managing the project's financial responsibilities.

More specifically, the Community Council will take on the following activities:

- Promotes FOLIO as a strong open source community and project
- Coordinates and encourages community engagement in FOLIO
    - Onboards new members, whether individual or institutional
    - Reaches out to library partners
    - Reaches out to vendor partners
    - Reaches out to external projects that are related or strategic to the goals of FOLIO
    - Investigates issues related to resourcing needs and Identifies possible development partners to fill gaps
- Reviewing, changing, and expanding core community documentation and processes, including, but not limited to:
    - Official participation requirements (e.g. membership requirements.)
    - FOLIO Code of Conduct and Diversity Policies
    - Community-specific policies or requirements (e.g. local community group charters.)
- Managing the election process for all councils
- Reviewing and approving new official governance policies in the community, based on discussions with other councils as applicable
- Maintaining andrequiring governance, and community documentation and reporting requirements for the overall FOLIO project
- Maintain an operating budget and other financial requirements
- Regularly setting meetings with other chairs on a scheduled basis (at least quarterly) to determine if any issues or concerns need to be addressed
- Providing direct contact for the OLF regarding community related issues and queries.

- Conflict and dispute resolution. The Community Council is the ultimate escalation point for any and all councils and groups that are part of FOLIO.

Membership

The community council will have 13 members but can operate with a minimum of 7. The council will seek to have a diverse membership.

Ideal members will have experience with one or more of:

- Leadership experience with non-profit organizations
- Strong collaborative skills who are able to drive decisions that champion the interests of the community and project
- Participating in and/or managing open community governance
- Library management systems and library workflows
- Planning software development projects
- Agile software development methodologies, including Epic, Feature and Story creation
- Knowledge of recent library operations and future needs

- Experience with defining functional requirements and understanding of technical requirements

FOLIO SMLLC Required Positions

FOLIO is required to have 3 positions per its SMLLC definition. These three positions are:

1. FOLIO Manager - Signatory for contracts, memorandums and other official correspondence
2. FOLIO Treasurer - Official responsible for FOLIO fiscal duties
3. FOLIO Secretary - Maintainer of official records, meeting minutes, etc

These positions will be appointed from the community by the Community Council. These roles are largely "in name only" (with the exception of the Treasurer who will have responsibility for managing FOLIO funds) and have no official designated role within FOLIO. Note that persons who take on these roles don't necessarily have to be members of any council, but it is reasonable to assume they will come from the Community Council.

Fiscal Responsibilities

The Community Council is responsible for creating, maintaining and managing the budget for FOLIO. It is also responsible for collecting dues and other fees owed to the FOLIO project. These activities will be led by the FOLIO Treasurer.

The treasurer shall be responsible for managing all fiscal transactions related to FOLIO and coordinating with the OLF Treasurer to ensure funds are collected and dispersed accordingly.

The FOLIO Treasurer will not have a specific term.

The FOLIO Treasurer will be appointed by the Community Council. The ideal FOLIO Treasurer will have the following traits:

- Preparing and managing operating budgets
- Experience with creating, executing and tracking contracts and other agreements
- Experience managing funds for an organization

Product Council

Charter

To maintain the FOLIO roadmap to reflect the best interests of librarians and users and to work with the development teams to deliver the roadmap as efficiently as possible.

Description

The FOLIO Product Council guides the functional development of the FOLIO Library Services Platform. The Product Council manages the scope of the FOLIO product.

PChas the key responsibility of providing the product vision, strategy & roadmap with close collaboration with the Community and Technical Councils. The PC is responsible for driving these 3 areas throughout the FOLIO project. Through the roadmap and regular communication across the councils, the PC will guide the work of the development teams. At a minimum, one core team is required to maintain the FOLIO platform. If any conflicts arise, these can be escalated and solved through the Community Council.

Primary functions:

- Define and implement PC-related aspects of FOLIO vision and strategy
- Synthesize roadmap, establish priorities in the roadmap, assess strategic developments for impact on the roadmap The PC may choose a roadmap facilitator to aid in roadmap maintenance.
- Understand and maintain competitive and market analysis for the FOLIO Product
- Identify functional gaps in the roadmap and act to ensure the gaps are filled
- Work with the Technical and Community Councils to develop an overall release plan for each version of FOLIO.
- Make sure the PC SIGs are defining the issues that librarians face on a daily basis that FOLIO must solve
- Foster a collaborative group of Product Owners to help achieve the Product Council's mission

- Ensure the Product Owners are working with SIG members to turn the defined problems into actionable requirements that can be used by the development teams and TC to build solutions
- Make sure the PO's are reviewing proposed designs and solutions with the SIGs to be sure that proposed solutions actually solve the problems as stated by librarians
- Make sure the SIGs are involved in testing of completed code to be sure code functions as expected
- Make sure SIG members have at least one representative attending sprint demos and provide feedback to help guide features that are in the process of development
- Set the FOLIO agenda items at community meetings (face-to-face and virtual)

Membership

The Product Council is composed of key FOLIO representatives, elected by the FOLIO community. PC members should have deep experience with one or more of:

- Strong collaboration skills, able to drive decisions that champion the interests of the community and project
- Leadership experience
- Library management systems and library workflows
- Library system specification and implementation
- Prioritizing features in an environment of many competing interests
- Traditional software product management, market analysis, etc.
- Planning and executing software development projects, product ownership, project management
- Agile software development methodologies, including Epic, Feature and Story creation
- Knowledge of recent library operations and future needs
- Experience with defining functional requirements and understanding of technical requirements
- Knowledge of FOLIO features and functionality as it applies to daily operational use
- Participating in and/or managing open community governance

Technical Council

Charter

Provide technical guidance to the FOLIO project. Guide the project's architectural vision, technical policies, standards, and best practices.

Description

The Technical Council steers and guides the technical aspects of the FOLIO project by performing the following activities:

- Provide guidance to help keep the FOLIO community aligned on technical goals and directions, which are informed by the original vision of the FOLIO project, community requests, development needs, technical council expertise, etc.
- Develop and maintain an architectural blueprint supporting the long-term vision, coherence, continuity, and stability of the FOLIO LSP.
- Develop and maintain documentation of FOLIO project technical decisions, code contribution requirements, and development practices.
- Proactively identify technical issues and resourcing needs that the project will need to deal with, including tracking and reporting on technical debt.
- Provide technical investigation/advice at the request of the other councils.
- Facilitate communication with the infrastructure team (DevOps) to ensure best practices are followed, and smooth functioning of FOLIO project infrastructure.
- Facilitate discussion and communication with development teams to ensure the FOLIO project's technical standards are upheld.
- Welcome and help onboard FOLIO community members and organizations that are trying to contribute functionality to FOLIO apps or modules so that the FOLIO project's technical standards can be upheld pragmatically.
- Arbitrate disputes amongst the community on technical matters and make final decisions when necessary.
- Maintain oversight of the FOLIO project's security group and other working groups to which the Technical Council delegates specific responsibilities.

Membership

The Technical Council is composed of key FOLIO representatives, elected by the FOLIO community. TC members should have deep experience with one or more of:

- Strong collaboration skills, able to drive decisions that champion the interests of the community and project
- Deep understanding of software development processes and technologies required for a modern services oriented application
- Agile software development methodologies, including Epic, Feature and Story creation
- Knowledge of DevOps and Quality tools and processes
- Experience with FOLIO's code-base, technologies and development processes
- Frequent contributor to FOLIO's code-base
- Experience managing technology, technical debt, and competing priorities
- Participating in and/or managing open community governance
- Library management systems and library workflows
- Leadership of development or other technical teams

SIGs and other Working Groups

Each Council may sponsor Special Interest Groups (SIGs) or other working groups in order to fulfill their charters. Such groups may benefit from the FOLIO Project infrastructure (Wiki presence, Google Drive space, access to Zoom accounts, etc.).

Note ad-hoc groups are welcomed, but may not receive infrastructure resources/capabilities that 'official' groups benefit from.

Working Groups may organize themselves as they wish, and can meet on whatever frequency makes sense for their purposes.

Development or implementation teams may be formed by members of the community or by commercial organizations. These groups will typically work in coordination with the Product Council's roadmap.

Membership

Organizations will be recognized as having membership by virtue of their formal commitment to FOLIO, either in the form of paying membership dues, or in the form of committed resources working on the project. These formal commitments will be executed via a Memorandum of Understanding (MOU) between the organization and FOLIO SMLLC.

Individuals who are employed or sponsored by Member Organizations are eligible for Council Seats.

Needs

FOLIO requires people and finances in order to operate. There are hard costs for a project of this scale: collaboration tools, cloud infrastructure, other commercial licenses - these are required in order to enable a global team to create and deploy a world-class LSP.

We also need people. There are several roles that are required to keep FOLIO sustainable, such as:

- Developers
- DevOps
- Tech Leads/Architects
- Scrum Masters
- Quality Leads
- Release Engineers
- Product Owners
- Subject Matter Experts

Member organizations will be relied upon to provide the resources that make FOLIO viable and sustainable. The Community Council shall be responsible for determining and updating the FOLIO Membership Levels, including contribution amounts and any associated benefits.

Individual Participation vs Membership

FOLIO welcomes all individuals to participate in the project, and we highly value diversity and input from anyone and everyone. It is expected that many individuals and several organizations will participate in FOLIO, contributing code, expertise, intellectual effort, and time. Some of these contributions will be made by individuals whose organizations aren't Members. These contributions are valuable and necessary, and it's anticipated that in day-to-day operations there will be no distinguishable difference between the actions and contributions of individuals who are part of Member organizations and those who aren't.

Donations

The FOLIO Project will welcome donations. Donations might be targeted at specific activities or they may be offered very generally. The Community Council will be the central point of contact for all donations.

Elections

FOLIO strives to have a diverse representation on each of the councils. This includes size, type, and locale of each organization who may be represented in the elections and the individuals who are to be elected.

Election process

The Community Council will be responsible for managing the annual election process for all Councils, ensuring it is conducted in accordance with the community's commitment for

openness, transparency and integrity. The CC may form a group, such as a nominating committee, to take on some or all of this work, including:

- Call for nominations
- Communicate the balance of available seats and associated terms
- Review candidate applications, and where appropriate, address potential conflicts of interest and ensure a balance of individual skills
- Produce a ballot of all qualified candidates for the Councils
- Declare a voting period
- Manage the voting process
- Report election results to the community

Any participant of the community can vote in elections.

Any council may appoint members to fill vacant seats (up to the maximum) on the council, if necessary. When possible, individuals who were the next highest vote getters in the previous election should be selected. The CC will ratify any appointment to ensure that it doesn't violate any council membership rules.

Seats on the Councils are available to Members of the FOLIO community. Individuals will be elected to seats for two year terms. Shorter terms may be required for the initial transition period or to fill seats that become vacant between elections.

Individuals with the highest number of votes will be elected to a council, accounting for the per-organization limit.

In the event of a tie in any council election, the current chairs of the council, excluding any involved in the tie, shall break the tie. If all current chairs are involved in the tie then it will be broken by random selection. The appropriate council shall determine the method of random selection.

Any organization is eligible to have a maximum of one member on each Council. This means that regardless of how many candidates from each organization are nominated, only the highest vote receiving individual from that organization will be elected to that specific council.

Seat candidates shall submit a statement of interest and qualifications to be included with the election ballot information. Nominees must be able to:

- Meet the requirements for members of their chosen Council
- Regularly attend Council meetings
- Commit appropriate time to fulfill needs of the Council
- Abide by the [FOLIO Code of Conduct](#)

Seats and Terms per Council

Each council will have roughly half of its seats up for election each year. Each seat will carry a 2-year term. Note that the first year of elections will require several 1-year terms in order to properly stagger the seats

Community Council - 15 members

2021: 15 (7, 1-year term; 8 2-year term) seats will be elected

2022: 7 seats will be elected

2023: 8 seats will be elected

Product Council and Technical Council - 11 members

2021: 11 (5, 1-year term; 6 2-year term) seats will be elected

2022: 5 seats will be elected

2023: 6 seats will be elected

Note for the first year the individuals with the highest number of votes will have their choice of 1 or 2 year terms.

Council seats will have term limits - no individual may occupy a seat for more than 4 consecutive years on any council (2 terms)

Note on the creation of this Governance model

The following FOLIO Governance Taskforce members worked tirelessly to draft, amend, communicate and finally have a new Governance Model adopted. From July 2019 through February 2021. This group also managed the inaugural election of the Community Council.

Boaz Nadav Manes, Lehigh University

Hkaplanian, EBSCO

Jesse Koennecke, Cornell University

Kirstin Kemner-Heek GBV

Mike Gorrell , Index Data, Convener

Scott Anderson, Millersville University and OLF Treasurer

Document History

2019--2021	Developed by FOLIO Governance Taskforce
2021-01-05	Approved by FOLIO Stakeholders
2023-01-12	Details of [FOLIO Membership Levels](#) extracted into a separate document
2023-02-13	Add tie break clause in election process
2023-03-06	2023 update to TC charter
2023-10-30	Change CC size and quorum

2024 FOLIO Governance Review Process (this is not part of the Governance Model)

- Review proposed by CC 2024-10-14 https://folio-org.atlassian.net/wiki/x/AoCkHQ
- Comments solicited on google doc
- Review of comments and clarification edits by Stephen Pampell and Simeon Warner 2025-01-22
- This Word document separated out and cleaned up to show edits more clearly, Simeon Warner 2025-02-03

Propose hosting on wiki characteristics of council members

Ideal members of the Community Council will have experience with one or more of:

- Leadership experience with non-profit organizations

- Strong collaborative skills who are able to drive decisions that champion the interests of the community and project
- Participating in and/or managing open community governance
- Library management systems and library workflows
- Planning software development projects
- Agile software development methodologies, including Epic, Feature and Story creation
- Knowledge of recent library operations and future needs
- Experience with defining functional requirements and understanding of technical requirements
- Financial and budget management

The ideal FOLIO Treasurer will have the following traits:

- Experience preparing and managing operating budgets
- Experience with creating, executing and tracking contracts and other agreements
- Experience managing funds for an organization

Product Council members should have deep experience with one or more of:

- Strong collaboration skills, able to drive decisions that champion the interests of the community and project
- Leadership experience
- Library management systems and library workflows
- Library system specification and implementation
- Prioritizing features in an environment of many competing interests
- Traditional software product management, market analysis, etc.
- Planning and executing software development projects, product ownership, project management
- Agile software development methodologies, including Epic, Feature and Story creation
- Knowledge of recent library operations and future needs
- Experience with defining functional requirements and understanding of technical requirements
- Knowledge of FOLIO features and functionality as it applies to daily operational use
- Participating in and/or managing open community governance

Technical Council members should have deep experience with one or more of:

- Strong collaboration skills, able to drive decisions that champion the interests of the community and project
- Deep understanding of software development processes and technologies required for a modern services oriented application
- Agile software development methodologies, including Epic, Feature and Story creation
- Knowledge of DevOps and Quality tools and processes
- Experience with FOLIO's code-base, technologies and development processes
- Frequent contributor to FOLIO's code-base

- Experience managing technology, technical debt, and competing priorities
- Participating in and/or managing open community governance
- Library management systems and library workflows
- Leadership of development or other technical teams
- Expertise in IT security