

# [OLDER CONTENT]

## Jupyter Board of Directors

**Note:** this document has grown so complex that we created [a new one where we're capturing the "distilled" version of these ideas](#), but we'll leave this one here for historical reference rather than trying to individually resolve every single comment/suggestion.

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For the purposes of temporary discussion/reference, I'm going to summarize:

- "Model A": BoD and SSC are 100% equivalent/peers. TBD what the instance above both should be in case there's a conflict to be resolved.
- "Model B": SSC ultimately reports to BoD, though it has full autonomy in regular operations regarding all Software aspects. But in case of a fundamental conflict, authority would rest on BoD.

### Notes

- Darian: strongly prefers model B. So "the legal buck stops here"
- Brian: some of the comments in the doc point to questions useful on this.
  - Regardless of formal structure, we need something that can act as a "judiciary branch" to resolve fundamental conflicts. External advisory board? Numfocus board?
  - We could write language about decisions where software-specifics are deeply intertwined with scope of the BoD (say some legal/licensing thorny matter that spans both). They might need to make joint decisions.
  - We may want to specify how such critical, joint decisions would be made.
- Sylvain: if BoD is above, there will be a perception that they are the "real" decision body and it will raise the stakes to be on the BoD. In model A, that
- Ana - from a decision-making perspective, it seems cleaner/easier to manage by having the SSC "reporting to" the BoD. There's been resistance expressed on this, due to the tradition/culture in open source of not having much management structure, if any.

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- M - Given the power of the BoD as described below and the size of the body, it is important that voices that would otherwise be erased due to the structure have visibility into how decisions are being made and the capacity to object (even if such a group would not have direct authority to take any particular course of action beyond objecting)

# High level structural overview

- Executive Board (EB): body to which project ultimately answers and that is responsible to the community.
  - Composed of 9 members,  $\frac{1}{3}$  rotation (every 1y, total 3y terms).
  - Drawn strictly from Jupyter Distinguished contributors.
  - Different bootstrap process from later rotations.
    - Bootstrap:  $\frac{2}{3}$  regular bootstrap,  $\frac{1}{3}$  is “day 1 rotation:” new members who can self-nominate or be nominated from the JDC.
    - How that  $\frac{1}{3}$  is finally elected still TBD. Some ideas discussed
      - Nominations + vetting by existing votes by the existing board?
      - Vetoing allowed by the existing board in case there’s an issue with a proposed member who the rest of the board finds problematic to work with?
      - The board itself selects from the JDC candidates
    - Rotation phase with elections among JDC will follow that same
    - Want explicit model of mentorship of community members from the JDC for future participation in the board. Details yet TBD.
      - Ana points out that mentor-mentee relationships have an important element of personal commitment, so this will need to be.
- SSC: discussed elsewhere, already more or less settled.
- Advisory Council:
  - May include external members of the broader community (i.e. not limited to JDC): industry, other software projects, funders, wherever important expertise and voices can help the project.
  - Size, bootstrap and rotation TBD.
- Standing Committees
- Working groups
- Remaining questions
  - JDC as voting body for rotation of EB members over time.
  - Alternative option: votes for
  - Trust in JDC community - removal b/c of CoC violations from JDC? Currently not considered - should be, though its a bit of an aside from the current doc.
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# Purpose

*[ NOTE: We've landed on a model where the SSC has a lot of delegated authority but ultimately answers to the BoD. Language to state this clearly and succinctly will be drafted below (ToDo)]*

## BoD Responsibilities

*Note that while the BoD has ultimate responsibility over the entire project, it is expected to accomplish many of these operations through delegation to working groups, Subprojects and the Software Steering Council (SSC). These other bodies will report to the BoD and the BoD is expected to support, oversee, manage, and ensure the success of operations across Jupyter, not perform these actions as individuals.*

### Sole responsibilities

The BoD is specifically responsible for the following:

- **Establish, dissolve, and manage working groups.** Working groups carry out non-software related work in the project (organizational, operations, legal, fundraising, events, community, marketing, etc.) and manage their charters, policies, guidelines, timelines, and reporting.
- **Improve inclusivity across the project and its leadership bodies.** Examples will include measurable goals, policies to foster inclusivity, and training on inclusive governance practices.
- **Nominate working groups to have a representative on the Software Steering Council.** Some working groups, while not software-oriented in nature, will have charters that are deeply intertwined with the software related activities of the Project (such as inclusion and diversity). To ensure those working groups are integrated with the Project's software activities, the BoD may nominate working groups to have a representative on the SSC. Once nominated, the working group will elect and maintain its representative using the Decision Making Guide.
- **Update or amend the [Jupyter Code of Conduct]([https://jupyter.org/governance/conduct/code\\_of\\_conduct.html](https://jupyter.org/governance/conduct/code_of_conduct.html)).**
- **Shepherd and support Subprojects and Working Groups.** Ensure that Subprojects and Working Groups are empowered (via funding mechanisms, coordination, etc) to

accomplish their goals and do so in line with the principles and overall goals of the project.

- **Manage the Code of Conduct incident process.** Either directly, or by delegation to a working group of its choosing.
- **Manage project funding for non-software activities.** This includes raising, allocating, and managing central project funding that is used primarily for non-software activities of the project such as events, mentorships, internships.
- **Hire, fire, and manage an Organizational Director.** The Organizational Director is a paid position who can leverage Jupyter resources to manage staff to carry out the priorities set forward by the BoD and the EB.
- **Manage the legal aspects of the project.** This includes copyright, trademark, naming, legal contracts, and licensing.
- **Manage the Jupyter brand.** For example, the project-wide website, core design philosophy and assets, and community-wide resources.
- **Manage any Jupyter services.** For example, nbviewer or mybinder.org. The BoD is responsible for ensuring that these services meet quality standards of the Jupyter community, and are resourced and managed in a way that is equitable and fair.
- Manage the project's relationship with its parent non-profit organization and fiscal sponsor, NumFOCUS.
- **Write an annual stakeholders letter.** This is an annual summary of the previous year's activities across the community, and an opportunity to highlight the current and future directions of the project.

## Responsibilities shared with the SSC

The BoD and SSC equally share decision making authority for the following decisions:

- Amending the governance model of the project.
- Incorporating new software sub-projects. This includes the incorporation of subprojects that have incubated officially or externally.
- Approve a nominee to the SSC that the BoD has nominated from a non-software working group.
- Creation of new Jupyter Core Projects
- Removal of projects from Jupyter Core

# Director membership

## Member composition

The Board of Directors is composed of 5-7 individuals that have extensive experience in the Jupyter Project or the broader open source community, that embody the values of the Jupyter Project, and that agree to work towards the betterment of the Jupyter Project and its mission. No two BoD members may be employed by the same institution.

## Term length

Tenure on the Board of Directors is expected to last at least one year. There is no limit to the number of years one may spend on the BoD, though it is encouraged to have 1 member of the BoD turn-over every 12 months. The BoD should aim to minimize the number of members that step down at the same time.

Once a year, each BoD member must affirm that they are interested in retaining their status as a BoD member and that they are capable and willing to carry out the duties of board membership. If a BoD member is considering stepping down, they are encouraged to assist the other board members in identifying a replacement and ensuring continuity of expertise and institutional memory.

## Selecting BoD Members

New members are added to the Board of Directors through a vote by the current BoD members. Candidates are selected, vetted, and requested to join by the BoD (or by a working group to which it delegates authority). After a candidate has been identified for BoD membership, the proposal and information about the candidate must be shared with the Software Steering Council for comments. These comments should be considered by the BoD in deciding whether to approve a new member to the Board of Directors. The BoD must select a candidate by consensus.

## Bootstrapping the Board of Directors

The initial Board of Directors will be created with current leaders in the Jupyter community. This will include Fernando Perez, Brian Granger, and two yet-to-be-named Jupyter members initially. The BoD will then prioritize identifying and inviting 2-3 other individuals to join the BoD over the next several months.

# Relationship with other Jupyter organizations

## Core Projects

The Board of Directors commits to observing and empowering the Core Projects to accomplish their goals, either directly or through delegation. This generally means a combination of the following:

- Keeping up to date on activities across the Jupyter Core Projects
- Identifying and problems or unmet needs for these projects
- Coordinating efforts to address these problems and needs, including:
  - Identifying individuals to support them
  - Convening and organizing teams to support them
  - Securing and spending financial resources to support them

## Working Groups

1. Governance transition
2. Diversity & Inclusion
3. CoC incident response
4. Trademarks & copyrights - legal aspects
5. Project-wide branding and UX design and research
6. Grant coordination
7. Events and community development
8. NumFOCUS
9. Accessibility
10. **Conflict of interest** - urgent: this body needs to be created before the full transition to a functioning SSC and BoD happens, so that we can adequately consider ColS in our community. It would be counterproductive to develop those mechanisms later and potentially have to ask someone to step down right after coming on board to one of our key bodies.
  - We discussed potentially inviting folks from the law community interested in open source to participate in this WG. The [Berkeley Center for Law and Technology](#) comes to mind as a potential resource, perhaps one or two of their students might be interested in participating?
  - The NSF policies on Col can be a useful resource, [form 1230p](#) captures the fact that relationships beyond financial ones can be an issue (in that case it's for grant reviews, but it can be a useful reference for us to think about this topic).
  - Current plan would be to develop a simple Google

## [ Draft notes to put in the right place later ]

- Selection for expertise/experience rather than popularity.
- Con: lack of buy-in.
  - Address by offering the community opportunities for providing candidates/nominations/ideas.
  - For this to work well, the board/working group must communicate clear guidelines/job descriptions.
- Con: lack of track for growth/gatekeeping effectively
  - Address by explicit track for growth through leadership in working groups.
  - See Mozilla leadership track ideas - [Abby](#) (name?)
- Compensation:
  - Proposal - nominal \$1,000/year honorarium offered (can be declined on joining).
  - Board has freedom to increase or allocate resources to members who do extra work.
  - Ideally will fundraise to raise to a more fair level in the future.
- Bootstrap vs steady state
  - Additive bootstrap: seed with 2 or 3 people and have those add one by one new members, with each new member participating in the next.

Notes from 6/25/2021

- What is the purpose and scope of the BoD?
  - **Whole thing, with delegation of the software stuff.**
    - Make sure that the space is spanned, that all dimensions of the project are covered by some governing body.
    - Creates hierarchy between BoD and SSC, whether explicit or implicit.
  - Just specific things
    - We might be able to downplay any hierarchy between the BoD and SSC
    - Might leave certain dimensions of the project without an explicit owner.
- In what situations can the BoD override decisions of other bodies?
  - The SSC?
    - When not made jointly.
    - The BoD has the ability to directly intervene directly without being petitioned.
  - Subprojects?
    - Yes, BoD can do this, but in practice the BoD would ask the SSC to handle it.
- In what situations can the BOD compel the SSC to a particular action?
- What body handles violations or misuse of the decision making guide or governance model?

- BoD
- What are the separate and joint responsibilities of the SSC and BoD?
  - Do we need to make any changes to those?

<https://www.charitynavigator.org/ein/470825376>