

Proposal for Open Governance of Matrix.org

This whole document is a **work in progress draft** of a constitution proposal for open governance for Matrix.org, and the establishment of the Matrix.org Foundation - a non-profit legal entity incorporated to act as the neutral guardian of the Matrix decentralised communication standard on behalf of the whole Matrix community.

Guiding Principles of Matrix:

We believe:

- People should have full control over their own communication.
- People should not be locked into centralised communication silos, but free to pick who they choose to host their communication without limiting who they can reach.
- The ability to converse safely and privately through end-to-end encryption is a basic human right.
- Communication should be available to everyone as an free and open, unencumbered, standard and global network.

Introduction

Historically the core team of Matrix has been paid to work on it by the same employer (currently New Vector; the startup we incorporated to hire the core team in Aug 2017). Whilst convenient in initially getting Matrix built, we recognise that this could create a potential conflict of interest between the core team's responsibilities to neutrally support the wider Matrix.org ecosystem versus the need for New Vector to be able to support the team, and it has always been the plan to set up a completely neutral custodian for the standard once it had reached sufficient maturity.

This proposal seeks to establish a new open governance process for Matrix.org, such that once the specification has finally been 'born' and reached an initial 'r0' release across all APIs, control of Matrix.org can be decoupled from New Vector and better support contributions from the whole ecosystem.

The concepts here are somewhat inspired by [Rust's Governance Model](#); a highly regarded solution to a similar problem: an ambitious open-source project which has been too many years in the making, incubated at first by a single company (Mozilla Corporation), which also benefits from a very enthusiastic community!

The Core Team

The contents and direction of the Matrix Spec is governed by the Core Team; a set of experts from across the whole Matrix community, representing all aspects of the Matrix ecosystem.

Members pledge to drive the adoption of Matrix as a single global federation, an open standard unencumbered from any proprietary IP or software patents, minimising fragmentation (whilst encouraging experimentation), rapidly evolving, and prioritising the long-term success and growth of the overall network over individual commercial concerns.

The primary goals of the core team are to maximise:

- the number of end-users natively using the open Matrix network on a regular basis (e.g. at least once a month)
- the quality of the Matrix spec, as defined by ease and ability with which a developer can implement spec-compliant clients, servers, bots, bridges, and other integrations without needing to refer to any other external material
- the number of end-users reachable by Matrix (natively or via bridges)
- the number of active servers in the open federation
- the number of developers building on Matrix

N.B. that we consider success to be the growth of the open federated network rather than closed deployments. For example, if WhatsApp adopted Matrix it wouldn't be a complete win unless they openly federated with the rest of the Matrix network.

The guiding principles of the core team are:

- Supporting the whole long-term ecosystem rather than individual stakeholder gain
- Openness rather than proprietariness
- Collaboration rather than competition
- Accessibility rather than elitism
- Transparency rather than stealth
- Empathy rather than contrariness
- Pragmatism rather than perfection
- Proof rather than conjecture

For the sake of clarity, we consider the Matrix ecosystem to include the following:

- End-users of Matrix clients
- Matrix client developers and testers
- Spec developers
- Server admins
- Matrix packagers & maintainers
- Companies building products on Matrix
- Bridge developers
- Bot developers
- Widget developers
- Server developers
- Matrix room and community moderators
- End-users who are using Matrix indirectly via bridges

- External systems which are bridged into Matrix
- Anyone using Matrix for data communications

Core team members need to have significant proven domain experience/skill and have had clear dedication and commitment to the project and community for >6 months. (In future, once we have subteams a la Rust, folks need to have proven themselves there first).

Members need to demonstrate ability to work constructively with the rest of the team; we want participation in the core team to be an efficient, pleasant and productive place, even in the face of inevitable disagreement. We do not want a toxic culture of bullying or competitive infighting. Folks need to be able to compromise; we are not building a culture of folks pushing their personal agendas at the expense of the overall project.

We are particularly vigilant against ‘trojan horse’ additions to the spec - features which only benefit particular players, or are designed to somehow cripple or fragment the open protocol and ecosystem in favour of competitive advantage. Commercial players are of course encouraged to build proprietary implementations, or use custom event types, or even custom API extensions (e.g. more efficient network transports) - but implementations **must** fall back to interoperating correctly with the rest of the ecosystem.

The core team itself will be made up of 8 members + 1 project lead. Roughly half the members are expected to be from the historical core team (similar to Rust).

In future we may also have sub-teams (like Rust - e.g. CS/AS/Push API; SS API; IS API; Crypto), but as a starting point we are beginning with a single core team in the interests of not over-engineering it and scaling up elastically.

Core team members need to be able to commit to N hours a week of availability to work on the spec and (where relevant) reference implementations. Responsibilities include:

- Reviewing Matrix Spec Change proposals and Spec PRs
- Contributing to and reviewing reference implementations of Matrix Spec Change proposals
- Shepherding Matrix Spec Changes on behalf of authors (where shepherds must not also be the authors of a given MSC)
- Triaging Matrix Spec issues
- Managing reference implementations
- Ensuring the code of conduct for +matrix:matrix.org community rooms is maintained and applied

If members are absent for more than N weeks without prior agreement, they will be assumed to have left the project.

Core team members can leave whenever they want.

New additions to the team require X% (where X is probably 100%) acceptance from the current team members (starting off with the current founding team for selecting the initial core team in an open governance model).

Members can be removed from the team if X% of the team agrees they are no longer following the goals and guiding principles of the team.

The project lead role acts to coordinate the team and to help tie-break in the event of failing to get acceptance on a Matrix Spec Change. The project lead is reviewed every 12 months and requires the confidence of X% of the team to be renewed. There is no maximum term for the project lead.

The proposed initial core team (and their domain areas) is:

- Matthew (Lead)
- Erik (Servers)
- vdH (Servers, Cryptography)
- Dave (Clients, IS API, Push API, Media)
- uhoreg (Cryptography, General)
- Anoa (Servers on behalf of the community, AS API)
- TravisR (Bots and Bridges & AS API, Media, acting with Dimension hat on)
- mujx (Clients on behalf of Community)
- kitsune (Clients on behalf of Community)

Governance for reviewing Matrix Spec Changes

The process for updating the Matrix Spec is described by <https://matrix.org/docs/spec/proposals>. However, the consensus mechanism for agreeing on changes has historically not been formally defined, instead informally assuming that the recognised experts for a given problem domain on the core team need to agree that the given change is a good idea.

Suggestion: we partition the core team into domain experts, and require agreement between experts to approve review of a proposal or spec PR before it can be merged - a bit like a lightweight subteam. In the event of lack of acceptance, the project lead can tie-break, but this should be **very** unusual.

We also need a process for submitting new event types and mixins:

- Anyone can define and start using a custom event type (e.g. `net.arasphere.temperature`) as long as it's namespaced to their reverse-DNS

- Successful/popular event types can be proposed as MSCs to the spec itself
- In future, we'll probably need a registry of some kind for event types (unless they require custom spec APIs, e.g. VoIP, whereupon they should be in the spec)

This section should be merged into the <https://matrix.org/docs/spec/proposals> once agreed.

Matrix.org Foundation

<This is still very much a sketch, but sharing in this form to gather feedback from the community>

To be incorporated as a neutral independent legal entity

- As a UK limited by guarantee company with (Community Interest Company status).
- With charitable status? (Allows tax-free donations, but increases organisational overhead)
- We need a non-executive board of the Foundation, independent of the Matrix community, to hold it true to its principles.
- Principles of the Foundation would be aligned with those of the core team, as described above.
- Need to turn this governance proposal into formal legal Articles of Association.

How is the core team linked to the Foundation organisationally?

- Is the project lead of the core team also a director of the Foundation?

Does the Foundation have employees?

- We expect the Foundation to need to pay for administrative costs (e.g. accounting).
- In future it could also contract companies to work on Matrix (possibly even contracting companies/individuals to staff the core team?)

What are its roles?

- Independent legal entity to act as neutral custodian of Matrix
- Gathers tax-free donations.
- Owns the core Matrix IP in an asset lock, which shall be transferred from New Vector:
 - Owns the matrix.org domain and branding
 - Owns the copyright of the reference implementations of Matrix (i.e. everything in <https://github.com/matrix-org>). By assigning copyright to the Foundation, it's protected against New Vector ever being tempted to relicense it.
 - Owns the IP of the website
- Publishes the spec
- Responsible for sytest? (or is sytest just effectively an implementation of the spec?)
- Manages IANA-style allocations for Matrix
 - mx:// URI scheme?

- TCP port 8448
- .well-known URIs...?

In future:

- contract entities to work on Matrix? (e.g. redistributing donations back to fund development)
- manage a Matrix certification process?
- promote Matrix (e.g. organise meetups & events & fund community activity)?

Timings

This process of finalising this governance and filing the incorporation of the Foundation is intended to go in effect at or shortly after the release of a “r0” release of the Matrix’ specs across all APIs, currently planned by end of Aug 2018 (assuming no delays). We are deliberately holding off until this point because we need all possible resources to focus on getting the r0 release out, and want to make this major change once those foundations are in place. However, we’re opening up the proposal for feedback as of now (mid-June 2018).

The key stuff that remains before an r0 spec release across APIs is:

- To fully document all core missing functionality from the spec (i.e. “close spec omissions”).
- To solve state reset and stability/security flaws in the S2S API.
- To be confident that the current E2E Encryption APIs are sufficient for stable race-free encryption.