

# Arches Project Governance Charter

~ INITIAL VERSION ~

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## Background

These collaborative governance guidelines are the product of the [Arches Governance Initiative](#), a Getty Conservation Institute (GCI)-led effort to transition the Arches Project into a more community-governed open-source project with continued institutional support and oversight from the GCI. With input from the Arches Advisory Planning Group—an advisory working group convened by the GCI to provide guidance on how the Arches Project can best transition to a more community-driven model—the GCI has decided to create a collaborative governance system.

These guidelines are not legally binding bylaws. Rather, they outline how the GCI will expand its collaboration around project governance with its Arches Project stakeholders. The purpose is to provide clear processes for decision making and community input, updating the governance guidelines as needed, and helping to make decisions about the configuration of potentially more full-fledged governance bodies in the future. Participation in any governance around the Arches Project is voluntary. The term ‘membership’ does not bestow any legal rights or responsibilities. There is no payment for services in any of the governance roles.

## Overview

The Arches Project Governance Framework described in the guidelines that follow is comprised of the following components:

**Section 1: Mission:** The Mission statement succinctly expresses the purpose of the Arches Project. Goals and priorities set by Arches Project governance committees should support that Mission.

**Section 2: Governance Membership:** For an organization to be eligible to participate in Arches Project governance, it must first become an Arches Project Governance Member (more fully defined in Section 2.1). An organization may become a Member by making a significant contribution of any type to the Arches Project and through a formal process (articulated in Section 2.5) of attesting to: 1) its support for the Arches Project Mission; 2) abiding by the Arches community Code of Conduct; and 3) abiding by the Arches open-source software license. By becoming a Governance Member, an organization publicly demonstrates its support for the Arches Project.

**Section 3: Governance Structure and Decision Making:** The Arches Project Governance Framework provides a mechanism for Arches stakeholders who are Arches Governance Members to provide direct input into the direction of priorities of the open-source project.

This Governance Framework is comprised of three bodies:

- 1) **Project Steering Committee** works to provide recommendations on the strategic and operational requirements and priorities of the Arches Project;
- 2) **Technical Advisory Committee** advises the Project Steering Committee on the Arches Platform software roadmap and related technical work; and
- 3) **Community Advisory Committee** advises the Project Steering Committee and Technical Advisory Committee by serving as a source of community-based insights, particularly from entities implementing Arches, for Arches Platform software development as well as other community infrastructure and operational needs.

The Project Steering Committee is the primary body of the Arches Governance Framework that makes recommendations to the GCI. The Technical Advisory Committee and Community Advisory Committee are subordinate to the Project Steering Committee, both serving advisory roles. These three committees are comprised of representatives of Arches Governance Members.

The details of these components are explained in the guidelines that follow.

## SECTION 1: MISSION

The Arches Project supports the long-term sustainability of the open-source Arches software platform--its use and effective data management--to serve cultural heritage around the world and for other purposes that benefit the Arches Platform and its community.

## SECTION 2: MEMBERSHIP

### 2.1 Governance Membership Definition

Governance Membership determines who can participate in collaborative governance of the Arches Project. Community governance structures are generally more effective over the long-term when there's clarity and some consistency about who is participating (e.g., in nominations and votes).

Not everyone in the Arches Project community will want to participate in governance decisions. [Anyone can still help shape and support](#) the Arches Project, and there is no expectation that any given participant or contributor be a formal Member. The Arches Project remains an open-source project in its [license](#) and approach. However, only those interested parties who meet the limited, pro-Arches Project criteria as outlined below can participate in the project's collaborative governance.

Membership is open to any entity that makes a significant contribution of any type to the Arches Project and helps advance its Mission. This contribution can be technical (e.g., a code contribution accepted to the Arches repository by the code managers; data models contributed to the community; technical documentation improved), strategic, organizational, logistical, financial, or promotional. Any entity that demonstrates a stake in the success of Arches and collaborates with the Arches community to improve the project qualifies.

### 2.2 Conditions of Membership

- (a) All Governance Members explicitly agree to support the project's Mission and adhere to the project's [Code of Conduct](#) as well as the terms of the Arches open-source software license.
- (b) Members are entities, e.g., a corporation, governmental agency, non-profit organization or association, or academic institution.
- (c) Members have made a significant contribution to the Arches Project.
- (d) The GCI will decide if an individual person can be a Governance Member on a case-by-case basis.

- (e) The GCI will approve initial Governance Members.
- (f) The Project Steering Committee will determine the process for approving subsequent Members.

### **2.3 Benefits of Membership**

Only Governance Members have power to nominate representatives to participate within Arches Project governance and the power to vote in Arches Project governance (explained in Section 3: Governance Structure and Decision Making). Governance Members will also be recognized for their support on the Arches Project website. Being an Arches Governance Member may additionally provide ancillary benefits, such as providing credentials in funding applications.

### **2.4 Standing Committees**

- (a) The Arches Project will convene standing and ad-hoc committees of Members to organize community work and collaboration. Each committee may set its own rules, processes, and qualifications for membership.
- (b) Initial standing committees will include: 1) a Project Steering Committee; 2) a Technical Advisory Committee; and 3) a Community Advisory Committee. The Project Steering Committee will convene additional standing or ad-hoc committees as needed.
- (c) The GCI will appoint initial Members to the three initial standing committees.

### **2.5 Membership Procedures**

- (a) Entities may apply to become an Arches Project Governance Member by writing to the GCI by email or letter stating their desire to become a Member, describing the nature and extent of their contributions to the Arches Project to date (which may be specified according to the examples given in Section 2.1), agreeing to support the Arches Project Mission, and agreeing to adhere to the project's Code of Conduct as well as the Arches open-source software license.
- (b) After initial Governance Members have been appointed by the GCI, the GCI will submit applications for Governance Membership to the Project Steering Committee for consideration. The Steering Committee will then make a determination of whether or not to approve such applications by considering the conditions of Membership (Section 2.2.), and provide feedback to applications denied.
- (c) The GCI will serve as the point of contact for communication with entities applying for Governance Membership, including about the status of consideration of their application by the Project Steering Committee.

- (d) Governance Members can be removed by a determination of the Project Steering Committee if their actions are contrary to the project's Mission, Code of Conduct, or the Arches open-source software license. The Project Steering Committee will make any such determination after an investigation. Concerns can be reported as outlined on the project's Code of Conduct webpage.
- (e) Governance Members can be removed if they no longer qualify for membership or cease to participate in Arches Project activity or governance through a determination by the Project Steering Committee.
- (f) Members can resign through written notice to the GCI.

### **SECTION 3: GOVERNANCE STRUCTURE AND DECISION MAKING**

**3.1** Arches Project Governance strives to meaningfully engage the Arches Project community of implementers, developers, service providers, funders, and domain experts, with communications open by default wherever possible.

**3.2** Arches Project Governance is through three standing committees: the Project Steering Committee and two advisory committees, the Technical Advisory Committee, and the Community Advisory Committee (all outlined below).

**3.3** Governance within each of these three standing committees aims for consensus, with votes held only in circumstances in which consensus cannot be reached by Governance Members. Each Governance Member entity is entitled to one vote within each standing committee. Consensus is reached when all standing committee members actively participate in discussions around, agree upon, and commit to an action or resolution.

**3.4** The GCI will maintain veto power on any of the standing governance committee votes until they feel such a 'backstop' position is no longer necessary.

**3.5** The same entity can be represented on each standing committee, but the individual representative must be different.

**3.6** One member of each committee will serve as chair, being responsible for confirming meeting agendas, overseeing the operation of meetings, seeking consensus on decisions, and confirming action items resulting from meetings. A GCI representative to each committee will serve as chair to help ensure that Arches Project Governance is running effectively and in the interests of advancing the Arches Project Mission.

### 3.7 Project Steering Committee

The Project Steering Committee determines the future of the Arches Project and the strategic and operational requirements to achieve this. This includes but is not limited to making decisions on:

- (a) Any changes to the Arches Project collaborative governance.
- (b) Final decisions on software roadmaps and recommendations to the GCI regarding potential budget priorities and funding sources
- (c) Reporting project status to Members.
- (d) Supporting the Technical Advisory Committee and the Community Advisory Committee (both outlined below).
- (e) Enforcing and revising the [Code of Conduct](#).
- (f) Reviewing compliance with the Arches open-source software license.
- (g) Reviewing, updating and upholding the Conflict of Interest Policy, including disclosures and any remedies.

The Project Steering Committee ensures that the Arches Project Governance Charter is kept updated and publicly available.

The GCI has permanent representation on the Project Steering Committee.

Governance Member representatives on the Project Steering Committee shall serve three-year terms, with a maximum of three terms. The Project Steering Committee will determine how to stagger terms of member representatives to provide for continuity in representation.

The Technical Advisory Committee and the Community Advisory Committee (both outlined below) will each send one voting representative to the Project Steering Committee to help ensure communication across all standing governance committees.

The Project Steering Committee shall meet a minimum of three times per year with the committee determining an annual schedule that meets the needs of the Arches Project. The GCI will provide support for recording minutes of meetings, with committee members confirming final meeting minutes. Meeting minutes will be made publicly available within two weeks after a meeting.

All legal operations, including but not limited to contracts and any financial agreements related to the Arches Project Designated Fund are managed by the GCI through the J. Paul Getty Trust. The GCI can choose to provide information about relevant contracts or other

arrangements with the Project Steering Committee, subject to any legal obligations for confidentiality.

### **3.8 Technical Advisory Committee**

The Technical Advisory Committee advises the Project Steering Committee on the Arches Platform software roadmap and related technical work, based on input from the Community Advisory Committee, any working groups it forms, and its own developer experience and expertise. This advice includes, but is not limited to:

- (a) Developing the software roadmap for the Arches Platform and related Arches applications.
- (b) Evaluating and prioritizing input from the Community Advisory Committee to help shape software roadmaps.
- (c) In collaboration with the Project Steering Committee, evaluating the technical feasibility of technical work based on a restricted donation.
- (d) Developing a proposed budget for the software roadmap.
- (e) Establishing and maintaining:
  - Developer-focused community norms and rules;
  - Development workflows and release management;
  - Policies and processes for code contribution, code review, and gaining or losing committer status;
  - Security vulnerability reporting policies; and
  - Guidance regarding design principles.

The Technical Advisory Committee shall meet a minimum of three times per year, with the committee determining an annual schedule that meets the needs of the Arches Project. The GCI will provide support to recording minutes of meetings, with committee members confirming final meeting minutes. Meeting minutes will be made publicly available within two weeks after a meeting.

### **3.9 Community Advisory Committee**

The Community Advisory Committee advises the Project Steering Committee and Technical Advisory Committee by serving as a source for community-based insights, particularly representing entities implementing Arches for a variety of use cases and within a diversity of contexts, including geographic, cultural, and resource availability. The Community Advisory Committee is intended to provide input regarding desired Arches Platform

software development as well as other community infrastructure and operational needs. This advisory body builds on the Arches Project's existing software development and community support processes to broaden and diversify community engagement, improve transparency, while ultimately advancing the Arches Project's Mission.

The Community Advisory Committee shall meet a minimum of three times per year, with the committee determining an annual schedule that meets the needs of the Arches Project. The GCI will provide support for recording minutes of meetings, with committee members confirming final meeting minutes. Meeting minutes will be made publicly available within two weeks after a meeting.

#### **SECTION 4: GETTY SUPPORT TO GOVERNANCE**

The Getty Conservation Institute, as the organizational home of the Arches Project, supports operations of the Arches Project governance committees, such as assistance in scheduling and documenting meetings, providing information regarding the Arches Project Designated Fund maintained by the J. Paul Getty Trust and Getty funding available for Arches-related activities, and supporting communications with the Arches community about governance-related activities and donations to the Arches Project Designated Fund, including through the Arches Project website. The GCI will also manage the process of entities becoming Arches Project members and disseminate related information through the Arches website.

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# Appendices

## 1. Organizational Home, Designated Fund, and Getty Operational Support

The Getty Conservation Institute (GCI), an operating program of the J. Paul Getty Trust, serves as the organizational home of the Arches Project, as it has since the project's inception. The GCI established the Arches Project in 2012, with its original project partner World Monuments Fund, and has been the primary investor in Arches since that time in accordance with the GCI's [mission](#) to support cultural heritage conservation internationally. The J. Paul Getty Trust continues to maintain and enforce Arches-related trademarks, as their registered holder, as well as enforce the open-source license of the Arches software platform and any related Arches software applications. The J. Paul Getty Trust, as a private non-profit operating foundation, is also the legal entity for accepting donations to the Arches Project Designated Fund and provides for accounting and financial oversight of that fund.

An Arches Project Designated Fund has also been established at the J. Paul Getty Trust as a mechanism to both provide long-term financial support for the Arches Project and provide a ready means to accept financial contributions from other sources. Moneys held within this fund are restricted to supporting the Arches Project, including ongoing enhancements to and maintenance of the Arches software platform, any related Arches software applications, and any other activities that support the Arches Project Mission. The J. Paul Getty Trust will manage this fund, and investment income will support the ongoing requirements of the Arches Project as the GCI determines in its discretion, taking into consideration recommendations from the Arches Project Steering Committee.

The GCI will continue to provide operational support to the Arches Project as the GCI has done since the project's inception. This includes maintaining the Arches Project website, the community forum, and social media accounts. This also now includes supporting operations of the Arches Project governance committees.

## 2. Conflict of Interest Policy

### Definition

Conflicts of Interest arise when an entity's or individual's behaviors or activities – including financial interests – are contrary and harmful to the Mission and best interests of the Arches Project or can be seen by a reasonable person as contrary and harmful. Conflicts of Interest can interfere, or be perceived to interfere, with an entity's or individual's ability to impartially fulfill their responsibilities to the Arches Project. Conflicts of Interest can create reputational damage and erode trust, two things essential to shaping effective, ethical open-source projects.

### Obligation

Representatives of Arches Project Governance Members who participate in governance bodies, including participants from the Getty Conservation Institute (GCI), must act in the best interests of the Arches Project. In addition to following the Code of Conduct and any Membership requirements, Member Representatives of Arches Project governance bodies must meet the highest ethical standards of conduct in the performance of their duties. This includes following all relevant laws and regulations governing business transactions.

Representatives of Arches Project Governance Members who participate in governance bodies must also avoid Conflicts of Interest. Where this isn't possible, they must fully disclose such Conflicts of Interest as outlined in this policy. It is recommended that Member Representatives of Arches Project governance bodies disclose possible Conflicts of Interest even in situations in which the conflict of interest is questionable.

Representatives of Arches Project Governance Members who participate in governance bodies, and their entities, shall not knowingly receive any pecuniary gain or accept anything of value, including without limitation, payments, gifts, loans or entertainment from vendors, consultants, contractors or managers with proposed or existing business relationship to the Arches Project, except that it is permissible to accept gifts of nominal value or meals and social invitations that are consistent with good business ethics and do not obligate the recipient to take or refrain from taking any action relating to the Arches Project.

### Disclosure

Disclosure must include all pertinent details and specifically how the action could be seen as a Conflict of Interest. This will be done through an annual process managed by the Arches Project Steering Committee. If a new actual or potential conflict occurs outside this annual process, it should be promptly disclosed to the Project Steering Committee.

It is understood and entirely acceptable that most (if not all) entities and individuals participating in the development of open-source software have financial or other self-interests in the software, either as end users or as service providers. These conflicts should still be disclosed as part of the annual disclosure process and whenever a new, specific concern arises outside of this annual process.

### **Process and Remedy**

The Project Steering Committee will determine whether a Conflict of Interest is actually harmful and contrary to the Mission and best interests of the Arches Project. The Project Steering Committee will also determine any remedy, as well as be responsible for managing remedies. In this case, the Conflict of Interest and the remedy will be communicated to all Arches Project Governance Members.

The Project Steering Committee can delegate its authority to review and remedy the Conflict of Interest to a sub-committee. In this case, the Conflict of Interest and any remedy will also be communicated to all Arches Project Governance Members.

Member Representatives of Arches Project governance bodies shall not vote on, approve or recommend with respect to any matter in which he or she, or his or her entity, has an actual or potential conflict of interest. If a Member Representative is present at a meeting of a governance body or its subcommittee at which such a matter is considered, the Member Representative shall be excused from the meeting during the discussion and vote, and the remaining Member Representatives shall determine how the matter under consideration should be dealt with in a way that is proper and beneficial to the Arches Project.

### **Annual Disclosure Process**

Each year, all Members Representatives of the Arches Project governance bodies will be provided with a copy of this policy and will complete and sign an acknowledgment and disclosure form. Member Representatives will send such completed disclosure forms to GCI staff supporting Arches Project governance. The GCI will convey copies to members of the Arches Project Steering Committee, as well as maintain copies for Arches Project record keeping purposes. In cases in which conflicts of interest are confirmed, GCI staff will convey related disclosures to all Arches Project Members.

### **Revision**

The Arches Project Steering Committee is responsible for reviewing, updating and upholding this policy.