

# Governance Model for the Helix Nebula Initiative

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February 2015

## Introduction

This document defines the governance model for the Helix Nebula Initiative (HNI). HNI is an Initiative which encompasses the participation of both private and public entities and which provides multiple activities to establish an open standards based ICT service marketplace serving, initially, the publicly funded research sector and related industries. HNI aims at developing Helix Nebula, *the Science Cloud*, as proposed in the Strategic Plan for a Scientific Cloud Computing infrastructure for Europe<sup>1</sup> where topics of common interest can be addressed.

The public and private entities involved for the moment in HNI are users (the User Members, initially publicly funded research organisations) and cloud service providers (the Service Provider Members, both commercial and publicly funded) but it may extend to the involvement of a broad range of customers, including government and SMEs.

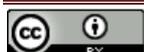
The purpose of HNI is to develop capabilities not yet existing in Europe, where research will be instrumental in defining the requirements and testing of the Cloud services together with their global science communities.

This Governance Model involves all the stakeholders that have so far contributed to the objectives of the HNI. Trust is the key aspect of this Initiative. Data and applications available on the Science Cloud are valuable intangible assets for their IPR owners, the publicly funded research sector, and are also directly linked to their reputation.

The cloud Service Providers will extend their services to new users that have large-scale resource requirements. Trustful relationships in a complex Initiative of this nature are built through joint working groups and close cooperation. The HNI Members are committed to develop a shared vision and a shared action plan. The guiding principles of the Governance Model presented in this document are open and transparent, they aim at taking decisions rapidly and ensuring the success of the Initiative. The intellectual property rights (IPR) of the data made available through the HNI shall remain vested with the respective IPR owners. The IPR related to the different type of service provided by any cloud service provider shall remain vested with the respective service providers.

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<sup>1</sup> Strategic Plan for a Scientific Cloud Computing infrastructure for Europe, CERN-OPEN-2011-036, August 2011, <http://cdsweb.cern.ch/record/1374172>



Detailed information about HNI activities will be shared only between the Members which will be treated as confidential and regulated via a Non-Disclosure Agreement (NDA) signed by all Members.

## Scope of the Helix Nebula Initiative

The Helix Nebula Initiative will operate under the name of 'Helix Nebula *the Science Cloud*' which is protected by a trademark <sup>2</sup>. The scope of the HNI is as follows:

- The promotion of innovation amongst its Members in the development and exploitation of new technologies and services as well as other opportunities in the area of cloud computing.
- The coordination of collaborative activities amongst its Members and amongst other entities involved in the support and exploitation of public research within Europe and globally.
- The development of knowledge, skills, competencies and opportunities across Europe in the area of cloud technologies and services and their exploitation to serve the research community and related industries.
- The promotion of consensus amongst its Members and between its Members and other organisations, in matters relating to the tactical and strategic development, governance and exploitation of cloud technologies and services to the benefit of the research community and related industries.
- Representation to the European Commission and other external stakeholders with the purpose of disseminating and promoting acceptance of its Members' common aims and policies.
- Other activities as authorised by the General Assembly where these are consistent with the points above.

## Membership

A Member of HNI shall be a legal entity as defined in the *Membership Rules for the Helix Nebula Initiative v2.2*<sup>3</sup> (or current version) that is represented by one duly authorised representative.

Membership of the HNI shall be appointed by the General Assembly. The HNI Secretariat is authorised to admit Members with formal investiture taking place at each General Assembly meeting. Following investiture, the Members shall have voting rights. The General Assembly has absolute discretion as to whether to accept or decline any individual request for Membership.

Membership of the HNI shall terminate by either the notification of the Member or by the HNI or by expulsion by HNI. A Member may terminate its Membership by a notification in writing at any time and the termination will have immediate effect upon receipt of such notification by HNI. HNI may terminate Membership if the Member ceases to exist as a legal entity, enters into insolvency or

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<sup>2</sup> Name and trademark were registered by CERN on 5 March 2014 with number 012252921 in the EU under classes 9, 35, 38, 42, 45.

<sup>3</sup> Published on [www.helix-nebula.eu](http://www.helix-nebula.eu)



bankruptcy proceedings, fails to fulfil its obligations to HNI or ceases to satisfy the relevant eligibility criteria.

HNI may expel a Member if the Member acts in material violation of the scope and objectives of HNI or if the behaviour of the Member is persistently and materially detrimental to the business, standing or reputation of HNI.

Termination or expulsion of a Member shall be decided upon decision taken by two thirds of the representatives of the General Assembly. Member Termination or expulsion by HNI of a Member shall be notified to the Member concerned in writing and shall have immediate effect.

## General Assembly

The General Assembly (GA) is the highest decision making authority in the Helix Nebula Initiative. It provides a platform for the Members to influence the strategic direction of the Initiative. The GA is tasked with the definition of the overall strategy for HNI as well as of related policies and financial models including:

- Adoption of any strategic plan
- Amendment to the governance model of HNI
- Amendment to the Membership rules of HNI
- Amendment to the funding model of HNI
- Dissolution of HNI
- Appointment and Termination of Membership
- Approval of the establishment of Task Forces

The GA includes one representative from each of the HNI Members. Each Member will have one vote. Associates, subsidiaries and affiliates of Service Providers can also attend the GA but their representatives shall not have voting rights or other rights accruing to the Members of the Helix Nebula Initiative. A representative of a Member who is eligible to cast a vote may have his vote cast by another person with written power of proxy. Quorum for meetings shall be two thirds of the voting Members. All decisions concerning the above points must be adopted by consensus of both the User Members and Service Provider Members. In case of lack of consensus, decisions shall be taken by a two-thirds majority of all Members present, which must include the two-thirds majority of the User Members present. In case this quorum is not reached, an extraordinary GA may be convened within thirty (30) calendar days, where the decision may be re-submitted to a vote. The GA will meet every six months or may meet more often in case the Chair accepts the motivated written request by any Member. The Chair shall give at least 2 months written notice for meetings in person and 14 days for meetings by teleconference and shall include the agenda in the notice.

The GA shall have a rotating Chair (duration 6 months) across the active User Members. Service Provider Members will not be asked to chair HNI. The GA Chair shall represent HNI. The HNI Chair shall decide on admission of a new Member to the GA meetings or of any other persons in addition to the Member's representatives. At the discretion of the Chair, the GA may take a decision by



electronic means subsequent to a GA meeting at which the related matter was considered. In such an event, each Member shall be invited to vote, within a minimum of seven (7) days. The GA may in pursuance of the scope of HNI create additional categories of Membership.

Minutes of the meetings shall be transmitted by the Chair within seven (7) calendar days to all Members. They shall be considered as accepted if within (14) fourteen calendar days from receipt no Member has objected in writing to the Chair.

## **HNI Secretariat**

The HNI Secretariat is a function organised and supported by resources from User Members. Its objective is to run the HNI as a lively and well-organised forum and be the main contact point for Members and external contacts. Its tasks are to provide basic secretarial services for the HNI, maintenance of the Membership registry and documents, maintain a continuous and up-to-date online presence (website etc.) and organisation of the General Assembly meeting, including preparation of the agenda, writing and distribution of the minutes.

The HNI Secretariat will keep a record of all Members and their representative's contact details.

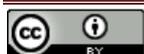
## **Funding Model**

Each Member of the HNI shall cover his own costs of participation. The User Members will collectively ensure the resources required to run the HNI Secretariat. The HNI operations will be the responsibility of the HNI Chair who may delegate specific tasks at the Chair's own cost. No HNI Membership fee will be requested but fees may be charged for attending HNI events (e.g. for event location rental, transport, catering etc.).

## **Task Forces of the General Assembly**

The General Assembly may decide to establish task forces to assist it in its work. A Task Force is a temporary grouping of HNI Members to study a specific subject of common interest. Task Forces must be proposed to the General Assembly with a clear objective that contributes to the goals of HNI and shall be supported by the active participation of at least one User Member and one Service Provider Member. Task Forces have a limited duration and must present their progress and results to the General Assembly. Each Task Force must nominate a Task Force leader. Task Forces may be led by User Members or Service Provider Members and SMEs will be encouraged to take on this role. The HNI chair will review all requests to ensure consistency with the objectives and spirit of HNI and minimise overlap between task-forces. Formal establishment of a Task-Force is subject to approval by the General Assembly.

It is important for HNI to collaborate with funding entities such as the European Commission (EC) and ensure that projects financed by such funding entities can contribute to the goals of HNI. If Members of HNI decide to apply for funding, the Member within HNI preparing the proposal (Proposal Coordinator) shall request the prior written endorsement by the HNI Chair before



submitting its proposal on behalf of HNI. The HNI Chair will review the proposal to ensure consistency with the objectives and spirit of HNI. Should the proposal be selected by the funding entity, a new Task Force, which shall report on progress and results to the General Assembly, shall be established.

## User Board

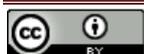
The User Board is composed of representatives for each of the User Members of HNI. The User Board reports to the General Assembly. It is responsible for collecting information about the needs for and requirements and use of cloud services. It shall work closely with the Service Provider Board to document service requirements and coordinate and harmonise information necessary to enable the advancement of the use of cloud services. Each User Member will have one vote. Quorum for meetings shall be two thirds of the voting Members. All decisions shall be adopted by consensus. In case of lack of consensus, decision shall be taken by a two-thirds majority of all User Members. The Chair of the User Board shall be the same as the rotating HNI chair. The Users Board shall meet every 6 months or may meet more often in case the Chair accepts the a motivated written request by a Member. The User Board may have certain parts of its duties performed under its responsibility by committees appointed by the board.

## Service Provider Board

The Service Provider Board includes representatives for each of the Service Provider Members of HNI. The Service Provider Board reports to the General Assembly. It is responsible for exchanging information, coordinating actions, monitoring and documenting the range of services proposed by service providers to the User Members in the context of HNI. It shall work closely with the User Board to understand the requirements and use of cloud services and suggest solutions capable of addressing their needs. A Chair shall be nominated from amongst its Members for a mandate of 6 months renewable for a maximum of 3 successive mandates. Each Service Provider shall have one vote. Quorum for meetings shall be two thirds of the voting Members. All decisions shall be adopted by consensus. In case of lack of consensus, decision shall be taken by a two-thirds majority of all service provider Members. The Service Provider Board shall meet every six months or may meet more often in case the Chair accepts the a motivated written request by a Member. The Service Provider Board may have certain parts of its duties performed under its responsibility by committees appointed by the board.

## Use of the Helix Nebula Name and Trademark

Members may send a written request to the Secretariat to make use of the Helix Nebula Name and Trademark, e.g. for a service or product resulting from work performed under the Initiative and that is supporting the Initiatives' objectives. The General Assembly will coordinate with the CERN to request the necessary licence agreement to use the Helix Nebula Name and Trademark, the CERN being the exclusive entity entitled to grant the right to use the Helix Nebula Name and Trademark.

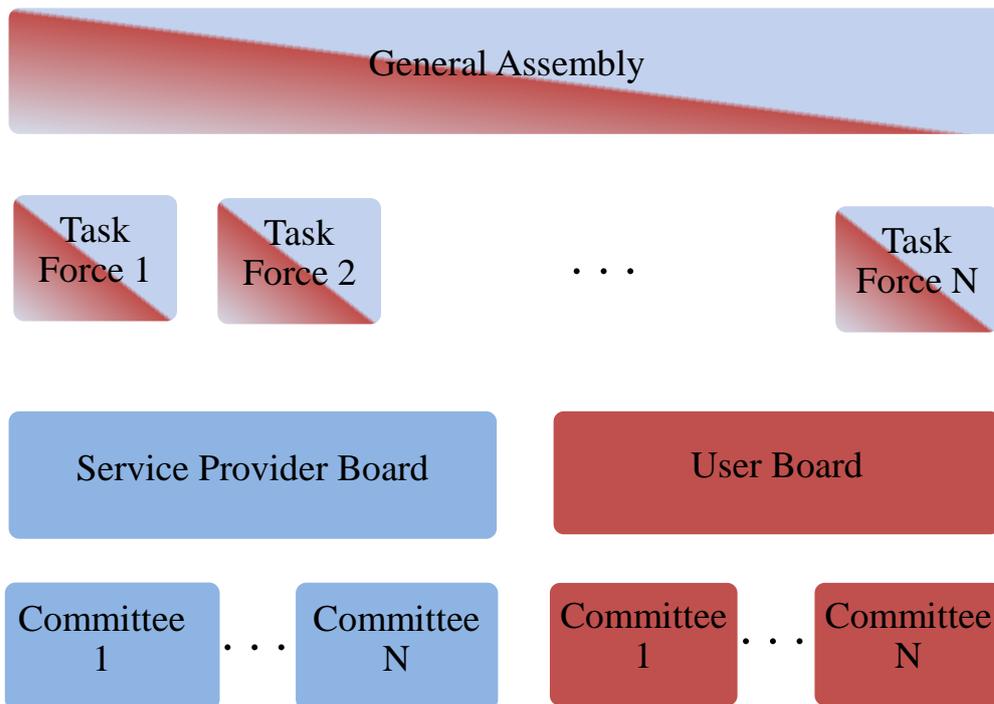


## Anti-Trust Guidelines

Service provider Members are obliged to respect the Anti-Trust Guidelines published by the Initiative<sup>4</sup>.

## Governance Model Relationship

The figure below depicts the relationships between the elements of the governance model.



<sup>4</sup> Published on [www.helix-nebula.eu](http://www.helix-nebula.eu)

