

# NESSI Governance



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# 1. INTRODUCTION

Digital societies and economies are based on ubiquitous and instantaneous access to value-added services and information, and upon the agile, adaptive and dynamic collaboration between organisations, communities and individuals. Europe and the world will significantly change by 2020. Digital Convergence will transform 21st century society and will have a disruptive influence on social innovation.

**NESSI, the Networked Software and Services Initiative, is –the- European Technology Platform, for this new Digital Information Society and Economy powered by software and services and data**

NESSI promotes that software, services, and data are key enablers to help resolve European societal and economic challenges across all sectors, both private and public, such as manufacturing, transportation, energy, and healthcare.

NESSI's vision is the "Digital Information Society and Economy 2.0" which allows European businesses and citizens to stay competitive, to swiftly create new economic value and to experience new service offerings. This digital world provides a hyper-connected environment, where services are accessible ubiquitously and immediately; where collaboration among organisations, communities, and individuals are happening in an agile, adaptive and dynamic manner; and where the growing amount of data provides opportunities for new business, increased well-being and productivity efficiencies.

NESSI is formally recognised by the European Commission in its communique "SWD(2013) 272 final" as a European Technology Platform (ETP) and as such should:

- Develop Strategies and a coherent business-focused analysis of research and innovation bottlenecks and opportunities related to societal challenges and industrial leadership actions: strategy function
- Mobilise industry and other stakeholders within the EU to work in partnership and deliver on agreed priorities: mobilising function
- Share information and enable knowledge transfer to a wide range of stakeholders across the EU: dissemination function

NESSI's first objective is to engage with European (ICT) Industry and to promote the need for dramatic changes due to new ICT eco-systems and innovations which are a pre-requisite for Europe to stay competitive globally. Innovation will take place in infrastructure, software, platforms, products, services, processes and information. Individual technologies will advance in areas such as servicification of products, platforms interoperability, real-time data analytics, Software-as-a-Service (SaaS) and virtualisation and these will all be supported by new advanced innovative software engineering techniques and tools.

The convergence of the network of services, the network of things, and the network of data and content will open further doors in the digital world. Developments such as cloud computing, social media, data analytics, and mobile communication allow the rapid formation of these ecosystems. Therefore, innovations in software and services need to be understood as a composition of complementary elements in the following areas:

- Infrastructure innovation
- Information innovation
- Product, Service and Process innovation
- Software innovation
- Platform innovation (Social Innovation)

This document sets out the governance framework for NESSI – setting the parameters and providing guidance for coordinating its activities.

## 2. NESSI GOVERNANCE PRINCIPLES

The initiative on Networked European Software & Services (NESSI) is based on the following principle:

### **Industry-driven open participation**

The governance structure guarantees this principle. It ensures that direction is set by industry and that participation is open to all interested parties. It provides a structure that can capture, articulate and promote the research and innovation (R&I) priorities within the scope of NESSI, help to set the R&I agenda, and for delivering significant economic benefits for Europe.

### **2.1. Stakeholders**

A range of stakeholders may be involved in or associated with NESSI. They include:

- Commercial technology providers
- Integrators
- Service providers
- Solution providers
- SMEs
- SME associations
- Open Source Communities
- Public institutions
- Academic and research institutions
- Users
- European, national, or regional strategic initiatives, such as ITEA, EUREKA
- National Competency Centres
- European Commission
- European Union Member States

A particular focus is to ensure:

- An industry led and business orientated forum
- SMEs are well represented, both as providers of technology and as users to maximise the benefits for the European economy.

### **2.2. Economic support**

ETPs are self-organising and finance and economic support, in terms of resource, time and/or finance, is from the following main sources:

In-kind activities:

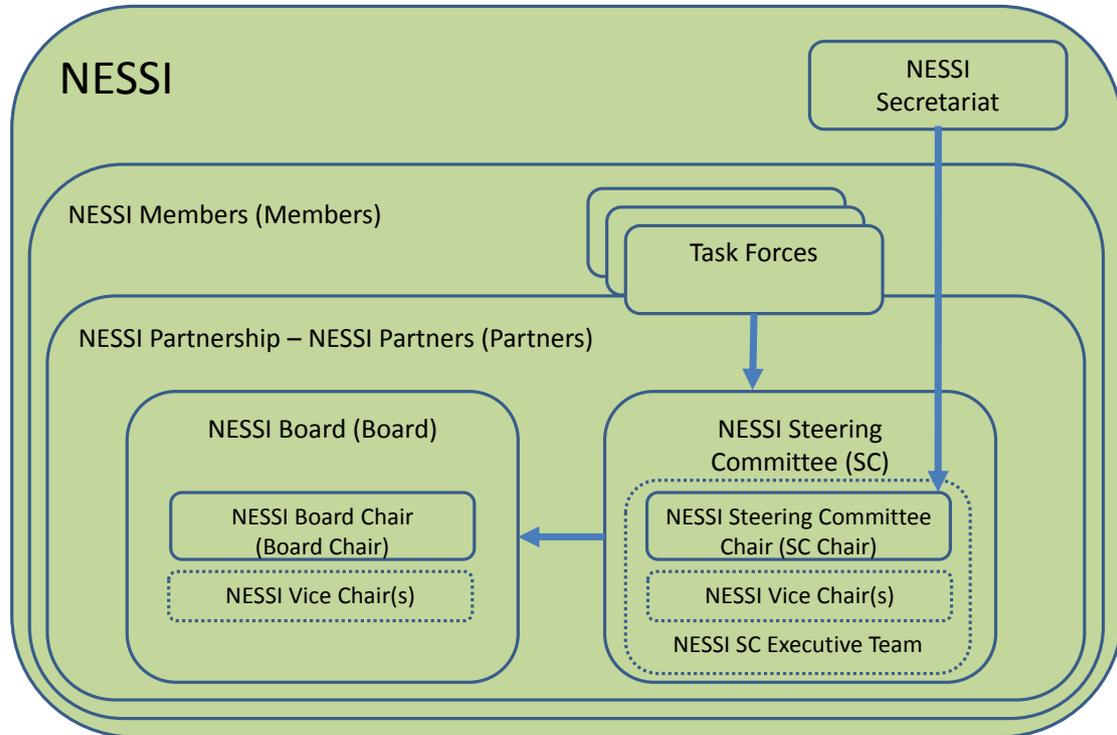
- Contribution by NESSI Partners
- Contribution by NESSI Members

Collaborative activities:

- Potential support through NESSI related projects
- Potential support through European agencies

### 3. NESSI GOVERNANCE STRUCTURE

The governance structure of NESSI is shown in Figure 1.



**Figure 1: NESSI Governance Structure**

#### 3.1. NESSI Members

To become and remain a NESSI Member (Referred to as “Member”) the following criteria must be fulfilled:

- Be legally established organisation\*
- Have a legal presence in the European Union member states or associated counties or candidate countries for a purpose of Research Development and Innovation (RDI) i.e. other than sale, distribution, or maintenance of products engineered and manufactured outside of the European Union\*
- Signature of the NESSI Membership Letter of Intent (See Annex A), which includes a declaration of adherence to the NESSI Mission, Vision, Principles, and Governance and a statement of commitment to active participation in relevant activities
- Having not been excluded as a partner or member of NESSI

\*: Membership of natural persons/organisation/ ‘permanent’ consortiums and non-European focused entities may be accepted as members on a cases by case basis through appropriate justification provided to and approval by the NESSI Steering Committee

Should Member breach any of the terms of the NESSI Membership Letter of Intent, it will immediately cease to be a Member of NESSI.

Membership of NESSI is open to all parties including large companies, SME's, users from all application domains, academia, research institutions, 'permanent' consortiums, associations, governmental bodies or agencies, and interested individuals, regardless of their affiliation.

Organisations are expected to come from the following domains:

- Industry (SME or non-SME): organization whose principal activity is in the RDI of ICT products or services.
- Academic & Research: organization whose principal activity is to conduct research or is any type of higher education institution within the field of NESSI
- User: organization using ICT to conduct business or provide (public) services

Governmental agencies can belong to either the User Community or the Academic & Research Community as appropriate in regard to their purpose.

The NESSI Board shall endeavour to provide for one Membership related event at least once a year. This is an open meeting, although open does not necessarily mean free, which will focus on supporting the objectives of NESSI and its members within the overall scope of NESSI.

### 3.2. NESSI Partners

A NESSI Partner (referred to as "Partner") is a NESSI Member who has been selected by the NESSI Board to be a member of the NESSI Board and the NESSI Steering Committee.

To become and remain a NESSI Partner the following criteria must be fulfilled:

- To fulfil the conditions of a NESSI member
- To pay the partnership fees
- To attend the vast majority of NESSI Board/NESSI Steering Committee meetings
- To lead and contribute to task forces where possible
- To have not been excluded as a partner of NESSI

Where possible, Partners that are directly or indirectly affiliated with each other should be avoided.

The Partner selection process shall be approved by the NESSI Board, but operationally conducted by the Steering Committee which recommends Partners for decision by the Board. The NESSI Board (and thus NESSI Steering Committee) Partner composition should represent a balance of Member interests but be biased towards industry. It is noted that the process is 'selection' and not 'election'.

The role of Partners in NESSI is significant in terms of the mandated regular attendance of the NESSI Board / Steering Committee meeting and associated activity as well as leading specific Task Force activity. In addition to this; part of Partners' role is to pay Partner fees decided by the NESSI Board.

### 3.3. NESSI Board

The NESSI Board (referred to as "Board") is the NESSI governance body with the ultimate level of authority with the necessary delegated authority from the Partners. The Board's authority shall not conflict with nor exceed the provisions in this governance document. It is led by the Board Chair.

The Board consists of empowered representatives from all Partners and shall be a representative and fair mix of the following communities whilst maintaining that NESSI is industry led:

- Large ICT industry (i.e. non-SMEs)
- SME ICT Industry
- Academic & Research Community

Representatives from User Domains, such as healthcare, energy, transport, environment, etc will also be encouraged to apply when the Partner selection process is open.

The Board will meet as necessary but at least twice a year.

The role is:

- To approve any changes to the Governance terms and the NESSI Membership Letter of Intent, upon proposal of such changes by the Steering Committee
- To initiate Partner selection by the Steering Committee and ultimately appoint Partners to the Board (and thus the Steering Committee)
- To endorse and validate the strategic direction recommended by the Steering Committee
- To provide direction to the Steering Committee on critical issues
- To undertake formal contacts with the European Commission and European governments
- To decide upon overall budget and partner fees of which the latter shall reflect the nature of the organisation - ie SME, Academics and Research Institutes shall have fees lower than International Corporates
- To encourage and ensure all Partners to actively contribute to the operation of NESSI in terms of providing resources, stimulating and leading activities etc
- To decide upon the NESSI Office (Secretariat)
- To elect the Board Chair
- To elect Vice-chairs as determined by the NESSI Board Chair

### 3.4. NESSI Board Chair

The NESSI Board Chair (referred to as “Board Chair”) is the lead of the NESSI Board.

The Board Chair's role is:

- To chair Board meetings (setting of agenda, moderate, mediate,...)
- To represent NESSI to the outside.
- To liaise with the Steering Committee Chair to ensure the performance of the Steering Committee
- To provide direction to the Board on critical issues
- To react on issues which impact NESSI as they arrive

The NESSI Board Chair shall always represent a neutral stance and maintain a trusted relationship to the NESSI Board, the NESSI Steering Committee, the NESSI Partners, NESSI Members, and to the NESSI Secretariat. The NESSI Board Chair should typically have the position of a senior executive position in their organization.

The Board elects a chair from the NESSI Partners at latest every two years and the position may be renewable. The chair should be appointed by consensus.

The NESSI Board Chair and the NESSI Steering Committee Chair cannot both come from (or be affiliated to) the same organisation and preferably comes from industry.

The Board Chair shall be strongly supported by the NESSI Steering Committee Chair and NESSI Secretariat.

Any Vice-Chairs shall also represent NESSI to the outside in the absence of the Board Chair

### 3.5. NESSI Steering Committee

The NESSI Steering Committee (referred to as “SC” or “Steering Committee”) is the main operational authority of NESSI by delegation of the Board. It is led by the NESSI Steering Committee Chair.

The composition of member organisation/natural person of the SC is the same as the Board although the physical person representing member organisation/natural person should generally be different than the one in the board.

The role of the Steering committee is:

- To define and update the Strategic Research Agenda and to oversee its promotion
- To be responsible for establishing and maintaining appropriate links to other ETPs
- To set up Task Forces to implement specific actions
- To review this governance document every year, and propose at that time new versions of the governance document to the Board for approval
- To promote NESSI
- To support the NESSI Members
- To produce whitepapers, position papers etc
- To perform activities requested by the Board or necessary through governance
- To recommend to the Board the NESSI Secretariat
- To initiate and conduct Partner selection processes in conjunction with the Board and recommend new Partners to and for approval by the Board
- To elect a Steering Committee Chair
- To elect Vice-chairs as determined by the NESSI Steering Committee Chair.

Steering Committee meeting minutes will be prepared by the NESSI Secretariat, agreed by the chairperson and submitted to the Steering Committee for approval.

### **3.6. NESSI Steering Committee Chair**

The NESSI Steering Committee Chair (referred to as “SC Chair”) is the lead of the NESSI Steering Committee.

The SC Chair is the vital and central management role which is:

- To chair SC meetings (setting agenda, moderate, mediate, etc)
- To represent NESSI to the outside in the absence of the Board Chair
- To constantly motivate Partners (and Members) to perform work for NESSI
- To take up action items in order to push things forward
- To react on issues which impact NESSI as they arrive
- To attend Board meetings
- To liaise and direct the Secretariat on an operational basis

The SC Chair shall always represent a neutral stance and maintain a trusted relationship to the NESSI Board, the NESSI SC, the NESSI Partners, NESSI Members and to the NESSI Secretariat. The NESSI SC Chair should have good management skills as well as broad technical expert know-how in the area of software, services and data technologies.

The Steering Committee elects a chair at latest every two years and the position may be renewable. The NESSI SC Chair preferably comes from industry and should be appointed by consensus.

The SC Chair shall come from (and be affiliated to) a different organization than the chairperson of the Board. In case the Board elects a chair from the same organization as the current SC Chair, the Steering Committee shall elect a new chair at the next meeting.

The SC Chair shall be supported by an informal executive team composed of a subset of the Steering Committee members (Steering Committee “Vice Chairs”), proposed by the SC Chair and endorsed by the Steering Committee but representative of its membership. They shall at the Chairs request support the SC Chair in the execution of the SC Chairs operational activities. The Executive Team shall have no powers beyond that of the SC Chair

Since the role is demanding it requires the unequivocal backing of the SC Chair's organization to be able to assign a significant part of his work time to NESSI (average ~30 percent). It also requires traveling and attendance of meetings at short notice which needs to be supported by the SC Chair's organisation.

### 3.7. Task Forces

NESSI uses a structure of Task Forces to perform specific tasks, notably:

- Building and developing a complete Research Agenda
- Liaising with established research activities contributing to the NESSI vision
- Gathering input from the NESSI membership or specific industry segments
- Contributing to documents promoting NESSI, its activities, its vision and strategy (ie White papers, presentations,...).
- Defining and executing specific activities as defined by the Steering Committee or Board

These Task Forces are created by the NESSI Steering Committee and expire upon the accomplishment of their Task. Task Forces are by default open to the entire NESSI membership although for efficiency reasons the NESSI SC may determine some groups to be limited to partners only.

### 3.8. NESSI Secretariat

The NESSI Secretariat (referred to as "Office" or "Secretariat") provides organisational and operational assistance to the NESSI groups especially the Board and the Steering Committee.

The Secretariat is typically external to the Partners and decided by the Board after recommendation by the Steering Committee.

The role of the Secretariat includes:

- To provide organisational, secretarial, and operational support to the Steering Committee and the Board as required for organising meetings; preparing agendas and minutes; receiving, publishing and distributing documents
- To act as an information and communication centre for NESSI, including the maintenance and updating of its dedicated website
- To provide/coordinate IT support to NESSI, allowing the platform and its bodies to make efficient use of electronic communication, information exchange and document handling
- To edit White papers and Position Papers
- To submitting justification and plans for its activities
- To organise Conferences/ Events
- To approve Member applications according to the governance rules and raise applicant issues to the SC Chair

The Secretariat is accountable to and will report to the SC Chair. The decision authority of the Secretariat is limited to operational decisions required to execute the tasks it is responsible for. No decision affecting the policy or position of NESSI shall be taken by the Secretariat.

### 3.9. Other Facets

Chairs of the NESSI Board, NESSI Steering Committee, and NESSI Task Forces may invite observers or other parties as deemed appropriate by that entities chair.

## 4. GENERAL PROVISIONS

Unless explicitly noted, the following provisions apply to all relevant governance bodies identified in section 3.

**Communication.** Unless specifically noted otherwise, it is accepted by all parties that regular communication between NESSI Members and Partners is performed by email, through specific mailing lists when appropriate.

**Call of Meetings and Agenda.** The dates and location for regular meetings shall be set well in advance and no fewer than thirty (30) days prior to the date of the meeting, except when extraordinary circumstances dictate. The chair (of the relevant NESSI Group) shall be responsible for identifying the most agreeable date with the members of the group and identify the party responsible for hosting and logistics. The meeting agenda will be prepared by the chair (or a delegate) and Secretariat and distributed at least one week ahead of the meeting.

**Meeting Venue.** NESSI meetings will be held at locations decided by the relevant body.

**Consensus.** As a matter of principle, the NESSI bodies seek to take decisions by unanimous consent. If unanimity is not achievable, then consensus -- that is, the absence of sustained opposition to a position which is supported by a broad majority -- is an acceptable basis for agreement on a position, a statement or a course of action. For the purpose of creating traceable evidence of all but routine decisions, a vote may be held and the results recorded even when consensus has been reached.

**Voting etiquette.** Voting is reserved for significant decisions where traceable evidence is required, or where consensus cannot be achieved, or if required by any voting member. Voting in the various bodies listed herein is to be done on a per participant basis, with one vote per eligible NESSI Member/Partner.

**Voting Designation:** In the case of the Board/Steering Committee Partners shall designate the voting member by name. Partners may temporarily or permanently replace the voting member by a proxy, who is another member of their organization (or affiliate), after notification to the chair of the Board or Steering Committee (as applicable) and the Secretariat.

**Voting Majority:** If the topic has been identified in advance as an agenda item with a specific decision proposition then this shall be 2/3 of the Partners voting but the decision shall not be challenged. For ad-hoc items introduced in the meeting this shall also be 2/3 the numbers of partners but may be challenged in the minutes by non-attendees if the challenge would have not resulted in the 2/3 majority the decision will be annulled and the matter deferred to the next meeting. Decisions may be taken by email voting or by phone conferences.

Votes shall be cast by secret ballot in the case of election of officers, in disciplinary matters, or when requested by two or more members of the voting community. All other votes shall be done by show of hands.

**Voting by other than physical meetings.** The various NESSI bodies may take urgent decisions by phone conference or email voting or other electronic means (such as polls, doodle), in case the decision cannot be postponed to the next ordinary meeting and the matter does not warrant or allow for the organization of an extraordinary meeting.

**Approval of minutes.** The Secretariat, after approval of the chair of the group, will submit the minutes of each meeting to all participants with a maximum delay of seven days after holding the meeting. Comments to the minutes from the different participants will be collected during seven days after the submission of the minutes. If no comments arrive during those seven days, at the end of the seven-day period the minutes are considered to be final. If a paragraph of the minutes is subject of discussion, and no agreement is reached about it during the seven days, the minutes will reflect the original text of the chair and the opinions of the other partners as amendment to that specific point. The text with the agreed paragraphs or the disagreed paragraphs and the different opinions will be prepared and submitted to the Partners by the chair at the end of the seven days and will be considered as final.

**Confidentiality of Debate.** The discussions and debates within the NESSI governance bodies shall be kept confidential and shall be kept solely within the membership of the relevant governance body. The meeting minutes reporting the nature and result of discussions shall be the only instrument used outside of the membership.

**Voluntary exit of NESSI.** Partner organizations may leave NESSI without penalty and may then be replaced by other organizations provided they have paid their due fees. Leaving members shall typically be replaced by another member appointed by the Board at the earliest opportunity (but at least annually).

**Exclusion from NESSI.** Partners may be excluded from the initiative and barred from being part of any NESSI committee or group or use the NESSI brand in any form where they (i) do not send representatives to three successive Board/Steering Committee meetings, providing these meetings are valid (ii) (including affiliates) violate the rules defined in this Governance document or the NESSI Agreement. The decision to exclude a partner shall be taken by the Board

## 5. OTHER MATTERS

**NESSI Publications.** NESSI will issue documents describing a common position or policy. These documents may be prepared by the Task forces but remain marked as draft until agreed by the NESSI SC for publishing. Once approved, the NESSI Members shall have a license to use the document as defined by NESSI. . Unless specifically decided otherwise by the authority approving the document, NESSI Publications will be published under the Creative Commons “Attribution-NonCommercial-NoDerivs 2.5” license,

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Use of the NESSI Brand. The NESSI brand (including the acronym NESSI and the NESSI logo) shall be associated with all publications of NESSI.

## 6. RECONCILIATION WITH THE NESSI AGREEMENT

If there is any conflict between this agreement and the NESSI Agreement then the agreement shall take precedence.

### **Entry into Force**

These rules enter into force the date of the adoption by the NESSI Board.