

TANGO Controls Collaboration - Annex 2

Terms of reference of the Steering Committee

The present document

The present document represents the Terms of Reference and defines the rules of governance of the TANGO Collaboration. The present document has been approved by the Parties to the TANGO Controls Collaboration Agreement (“the Agreement”). It remains official until it is either denounced or modified by the Steering Committee. Any amendments shall be communicated to the legal and administrative representatives of the Parties to the Agreement for approval prior to their implementation. Such approval shall be communicated, in writing, to the Chair of the Steering Committee within 15 days of notice of amendments

The present version is the version of January 2016.

Object of the Collaboration

The TANGO Controls Collaboration is a collaboration representing the authors and the main stakeholders of TANGO-CS. They provide legal, financial, organisational and promotional support to ensure the sustained development and protection of TANGO-CS. The aim of the collaboration is to guarantee the long term life of the product.

The TANGO Controls Collaboration is represented by the Steering Committee.

Missions of the Steering Committee

The Steering Committee (SC) is in charge of the definition of the strategy and the roadmap of the TANGO Controls development. Its general duties are expressed in article 4 of the Collaboration Agreement.

The SC ensures the implementation of the Collaboration goals as summarised below:

- Define the contents of the TANGO-CS
- Define the TANGO-CS roadmap for strategic evolution
- Manage the official source code repository and define who can commit to this
- Set up projects and working groups of common interest
- Seek financing for the implementation of the roadmap
- Ensure the availability of an open source licence for the community for an unlimited duration
- Ensure the high quality of the code, documentation and unit tests
- Ensure long term support, development and packaging
- Protect the TANGO Controls logo and trademark world-wide
- Promote the adoption of TANGO-CS beyond its founding members
- Promote an independent, sustainable, collaborative and meritocratic community
- Be responsible for licensing issues *vis-à-vis* third parties
- Be responsible for the TANGO Controls website and keep it up-to-date
- Communicate TANGO-CS to new sites, at trade fairs and on the web
- Represent the TANGO-CS community world-wide

1. Steering Committee meetings

The Steering Committee (SC) meeting takes place at least once a year, usually as a side event of the Community Meeting (cf. section 5). Each Member should host the meeting on a round robin basis.

Attendance:

SC meeting attendance is limited to the members of the SC and the Collaboration Coordinator (cf. section 3). A secretary can also be present for taking the notes during the meeting. In that case he or she should be introduced at the opening of the meeting by the SC Chairman (cf. section 2).

If a delegate cannot be present, he or she can nominate a deputy and announce it via email to the SC Chairman and other delegates X days prior to the meeting. The deputy shall have the same voting rights as the delegate.

The SC meeting is chaired by the SC chairman (cf. section 2).

The agenda of SC meeting should contain at least the following items:

- Approval of the agenda
- Follow-up of the action list of the last meeting
- Presentation of the executed budget by the SC chairman and vote
- Technical decisions
- Proposal for next budget by the SC chairman and vote
- Designation of the host of the next Community meeting

2. Steering Committee Chairman

The SC is chaired by the ESRF delegate. The SC Chairman represents the TANGO Controls community world-wide.

The Chairman is responsible for ensuring the implementation of the decisions taken by the SC and is in charge of managing the budget of the Collaboration. He/she will propose a yearly budget to the SC and an annual financial report of spending.

If he/she thinks it is necessary, an extraordinary SC meeting can be called or a request for decision by email made for making an important or urgent decision. It is left up to the Chairman to decide if a matter is important or urgent.

The Chairman is mandated by the SC to take the necessary decisions for executing the tasks decided by the SC e.g. choice of partners for outsourcing development, purchase services to external company according to the internal regulations of the ESRF.

According to ESRF internal regulations, the Chairman is considered as the user mandated to sign orders on behalf of the SC for all orders below a value of 8 000 (eight thousand) Euro. All spending above 8 000 (eight thousand) Euro must be first approved by the SC and then submitted to the ESRF internal purchasing regulations.

In January 2016, the Steering Committee chairman is Andy Götz (ESRF).

3. Collaboration Coordinator

The Collaboration Coordinator (CC) is elected by the Steering Committee. The candidates should be proposed by one of the Steering Committee members. He/she fulfils the role for a 2-year mandate and can be re-elected once. After that a new CC must be elected.

The CC is in charge of the circulation of the information within the Collaboration.

The CC is responsible for the tango-controls.org website and keeping it up-to-date. The CC supervises and moderates access to the forums and the tango@esrf.fr mailing list. The CC chairs the web site editorial board.

The CC is in charge of the organisation and smooth running of the Steering Committee meetings. The CC prepares the agenda of the meeting based on input from the SC Chairman and members, and is in charge of writing and publishing the minutes of the SC meetings.

The CC helps the organiser of the Community Meeting to find a date, a venue, find speakers and fix the programme.

In January 2016, Jean-Michel Chaize (ESRF) is proposed as Collaboration Coordinator. The final decision will depend on the outcome of the SC vote.

4. Voting mechanism

Each delegate has a voting right according to the membership type of his/her institution. (cf. 3.5 of the Collaboration Agreement).

The quorum necessary to proceed to vote is defined as 75% of the sum of the weights of all the Members.

Each Member should have paid its due yearly financial contribution in order to validate the voting rights of its delegates.

If the financial contribution of a Member has not been paid at the date of the SC meeting, the Member may in exceptional cases, and providing due justification e.g. temporary budgetary issues, request the SC to accept a delay in payment. In that case, the requestor may not vote and the quorum is reduced by the corresponding weight.

Should a Member fail to fulfil its obligations (e.g. pay its financial contribution and/or contribute resources), without due justification as described in the previous paragraph, the Steering Committee shall vote on its exclusion from the Collaboration (see below: Structural Decisions). The defaulting Member shall have no voting rights with respect to the aforementioned decision.

The votes take place during the SC meeting by a show of hands. The CC keeps track of the accounting of the votes.

If deemed necessary by the SC Chairman, a vote can also be called outside the frame of a SC meeting via email.

Operational Decisions:

Operational decisions are taken by simple majority (i.e. more than 50% of the quorum). Operational decisions concern:

- Vote of the budget
- Technical decisions
- Community meeting decisions
- Exceptional purchasing or contract with sub-contractors of more than 8 000 (eight thousand) Euro and less than 25 000 (twenty five thousand) Euro

Structural Decisions:

A qualified majority of 66% of the quorum is required for structural decisions, such as:

- Change in the present Terms of Reference
- Admission of a new member
- Exclusion of an existing member
- Admission or exclusion of a sponsor
- Change in the contribution fees
- Licensing issues to third parties
- Spending or major contract representing more than 25 000 (twenty five thousand) Euro

For example, in January 2016, the sum of all voices is $3 + 2 \cdot 3 + 4 = 13$. Therefore the quorum is $0.75 \cdot 13 = 9.75$. Consequently, if only 9 votes are present, an operational decision can only be taken with a minimum of 4.5 votes. Similarly a structural decision needs 6 votes.

In case of email voting a clear deadline must be given with at least 2 weeks' notice.

If the majority of the quorum is reached upon expiration of the deadline, the decision is approved.

5. Community Meeting

The Community Meeting is:

- Open to the entire TANGO community.
- Organised at least once a year

In principle, such meetings will be hosted and organised by the members of the TANGO Collaboration, on a round robin basis. However, they may also be hosted by a non-TANGO Collaboration member. The place and the date of the Community Meetings should be approved by the SC. Hosts shall be entitled to charge a fee in order to cover the costs related to the organisation of the meeting. The CC will provide assistance in the organisation of the meetings and the preparation of the agendas.

As decided in the Executive Committee (established under the terms of the MoU of 2010) of June 2015, the Community Meeting should have the following structure:

- Total duration of 3 days.
- First morning dedicated to Steering Committee meeting.
- 4 half days plenary sessions, plenary sessions finishing end of the last morning.
- Last afternoon can be dedicated to site visits

Steering committee members

In January 2016 the Steering Committee is composed of the following members. Those members are the signatories of the former Tango Memorandum of Understanding.

INSTITUTION	Delegate	Membership (cf. § 3.4 of Collaboration contract)	Voting voices
ESRF	Andy Götz	core (Chair)	3
SOLEIL	Alain Buteau	core	2
ELETTRA	Claudio Scafuri	core	2
ALBA	David Fernandez	core	2
DESY	Thorsten Kracht	contributing	1
MAX-IV	Vincent Hardion	contributing	1
Solaris	Lukasz Zytniak	contributing	1
INAF	Cristina Knapic	contributing	1

Membership evolution

After the commencement date, an institution wishing to become a Member of the Collaboration must become a Contributing Member for a period of at least one year before becoming eligible to become a Core Member. Acceptance of new Members is subject to a vote of the Steering Committee during yearly Steering Committee meetings. (cf. § 4).