

**Technical Charter**  
**for**  
**The OpenTitan Project**

This charter (the “**Charter**”) sets out the governance framework and procedures for the OpenTitan Project (the “**Project**”).

**1. Mission and Scope of the Project**

- a. The mission of the Project is to develop and pursue an open source hardware project with the goals indicated in the “README” file within the Project’s code repository. The project goals listed in the “README” file may only be changed by the Governing Board with approval from lowRISC CIC.
- b. The scope of the Project includes RTL, netlists, software, documentation, bills of materials, design verification, testing, integration and the creation of other artifacts that aid the development, deployment, operation or adoption of the open source project.

**2. Governing Board**

- a. The Governing Board of the Project is responsible for all oversight of the Project including setting its strategy.
- b. The Governing Board shall comprise:
  - i. one member appointed by each partner of the Project entitled to appoint a Governing Board member under the terms of their partnership agreement with lowRISC CIC for the Project; and
  - ii. one member appointed by lowRISC CIC.
- c. Membership of the Governing Board shall continue unless and until (a) a member is replaced by their appointing organisation or (b) in the case of members appointed by Project partners, the appointing organisation ceases to be a fully paid-up partner of the Project under an agreement with lowRISC CIC that entitles them to appoint a Governing Board member.
- d. Each Governing Board member has a good faith duty to act in the best interests of the Project when performing their role as a Governing Board member.
- e. The Governing Board supersedes and succeeds the Steering Committee and Project Director roles of the Project, with effect from its date of adoption. The Governing Board shall act collectively and no one individual shall have authority to speak on behalf of the Project, its Governing Board or Technical Committee.

**3. Governing Board decision making**

- a. The Governing Board aims to take decisions by consensus.
- b. Where a Governing Board decision requires a vote, the Governing Board will vote on a one vote per Governing Board member basis. Decisions by vote at a meeting require a positive vote representing at least 75% of Governing Board members present, with the quorum set as at least 60% of all Governing Board members.
- c. The Governing Board may adopt procedures for its own decision-making including voting in writing or otherwise asynchronously, cadence of meetings, lack of quorum

and voting by alternate members during extended periods of absence, provided always that such procedures are consistent with the terms of this Charter.

#### **4. Technical Committee**

- a. The Governing Board shall determine the role and responsibilities of the Technical Committee, which shall be documented in a Terms of Reference for the Technical Committee.
- b. The Technical Committee shall comprise:
  - i. one member appointed by each partner of the Project entitled to appoint a Technical Committee member under the terms of their partnership agreement with lowRISC CIC for the Project;
  - ii. one member appointed by lowRISC CIC; and
  - iii. any other members appointed by the Governing Board.
- d. Membership of the Technical Committee shall continue unless and until (a) a member is replaced by their appointing organisation or (b) in the case of members appointed by Project partners, the appointing organisation ceases to be a fully paid-up partner of the Project under an agreement with lowRISC CIC that entitles them to appoint a Technical Committee member.
- e. Each Technical Committee member has a good faith duty to act in the best interests of the Project when performing their role as a Technical Committee member.

#### **5. Contributors and Committers**

- a. The Governing Board shall set and modify the roles of Project Contributors and Committers, which shall be documented in the CONTRIBUTING file within the Project's code repository. The Governing Board may delegate this responsibility to the Technical Committee on such terms as they think fit.
- b. Participation in the Project through becoming a Contributor is open to anyone so long as they abide by the rules determined by the Governing Board and the terms of this Charter.

#### **6. Intellectual Property Policy**

- a. Participants in the Project acknowledge that the copyright in all new Contributions shall be retained by the copyright holder as independent works of authorship and that no contributor or copyright holder will be required to assign copyrights to the Project.
- b. All Contributions to the Project are subject to rules defined by the Governing Board and published in the CONTRIBUTING file within the Project's code repository, which shall include the Project's Contributor License Agreement.

#### **7. Community Assets**

- a. lowRISC CIC owns, as community assets, all Project code repositories (including GitHub) and social media accounts, and domain name registrations created by the Project community.
- b. lowRISC CIC holds title to all trade or service marks used by the Project (the "**Project Trademarks**") whether based on common law or registered rights. Project Trademarks shall be transferred and assigned to lowRISC CIC to hold on behalf of the Project. Any use of any Project Trademarks shall be in accordance with a licence

from lowRISC CIC and the OpenTitan Trademark Usage Policy (<https://opentitan.org/trademark-usage-policy>).

- c. The OpenTitan Trademark Usage Policy may be changed by decision of the Governing Board with approval from lowRISC CIC.

## **8. Code of Conduct**

- a. There shall continue to be a Code of Conduct published by the Project.
- b. The Governing Board shall be responsible for maintaining, updating and enforcing the Code of Conduct in accordance with such procedures as it shall determine.

## **9. Relationship with lowRISC CIC and Reserved Matters**

- a. The Project is a Chartered Project of lowRISC CIC. lowRISC CIC has delegated all powers and authority for governance of the Project to the Governing Board, save as set out explicitly in this Charter.
- b. There is no right of appeal to lowRISC CIC from a decision of the Governing Board about the Project taken in compliance with this Charter.
- c. The powers reserved to lowRISC CIC under this Charter are:
  - i. to approve changes to the OpenTitan project goals decided by the Governing Board (section 1a);
  - ii. to appoint one member to the Governing Board (section 3b(ii));
  - iii. to appoint one member to the Technical Committee (section 4b);
  - iv. to set the terms of licenses in respect of the Project Trademarks (section 7);
  - v. to approve changes to the OpenTitan Trademark Usage policy decided by the Governing Board (section 7c);
  - vi. to approve amendments to this Charter (section 10);
  - vii. to allocate and manage lowRISC CIC's costs and resources, including team members, funded by fees paid by Project partners; and
  - viii. to negotiate and enter into legal agreements with Project partners for their participation in the Project governed by this Charter.
- d. lowRISC CIC's reserved powers under this Charter are exercised by its Board of Directors, except where the lowRISC CIC Board of Directors has delegated a power in writing and communicated this to the Governing Board.
- e. Under no circumstances shall lowRISC CIC be expected or required to undertake any action on behalf of the Project that is inconsistent with its not-for-profit status or community purpose or otherwise exposes its community assets to undue risks.

## **10. Amendment**

This Charter may be amended by (a) a two-thirds vote of the entire Governing Board, together with (b) approval by lowRISC CIC.