Cloud Native Computing Foundation

Minutes of a meeting of the Governing Board

August 25, 2022

A meeting of the Governing Board of the Cloud Native Computing Foundation ("CNCF"), which is part of The Linux Foundation, was held on August 25, 2022 from 5:00-7:00 PM PT time via Zoom Webinar.

The following members of the Governing Board, constituting a quorum under the CNCF Charter, were present:

Li (Mark) Yi	Alibaba
Alena Prokharchyk	Apple
Kevin Ryan	Arm
Ricardo Torres	Boeing
Vijoy Pandey	Cisco
Justin Dustzadeh	Equinix
Takao Indoh	Fujitsu
Brendan O'Leary	GitLab
Bryan Che	Huawei
Arun Gupta	Intel, Chairperson
Stephen Chin	JFrog
Tom Manville	Kasten
Lachie Evenson	Microsoft
Eric Han	NetApp
Dan Gerrity	Oracle
Davanum Srinivas	TOC Chair

Also in attendance were:

Teppei Asaba	Fujitsu (alternate)
Anne Bertucio	Google (alternate)
Anni Lai	Huawei (alternate)
Aeva Black	Microsoft (alternate)
Todd Moore	Red Hat/IBM (alternate)
Alan Clark	SUSE (alternate)
Cathy Zhang	TOC Chair
Priyanka Sharma	CNCF
Chris Aniszczyk	CNCF
Taylor Waggoner	CNCF
Paige O'Connor	CNCF
Taylor Dolezal	CNCF

Amye Scavarda Perrin	CNCF
Jim Zemlin	The Linux Foundation
Angela Brown	The Linux Foundation
Mike Dolan	The Linux Foundation
Casey Robinson	The Linux Foundation
Joanna Lee	Gesmer Updegrove, LF Legal Counsel
Thabang Mashologu	Guest

Ms. Sharma called the meeting to order at 5:05 PM PT. She welcomed the board members to the call and thanked everyone for attending. Ms. Sharma then reviewed the introduction slides, including the purpose of the Governing Board meeting and the Linux Foundation Antitrust Policy Notice. Housekeeping items also included the mention of the attendance slide and a review of the meeting agenda.

Ms. Sharma also welcomed the new Governing Board CNCF members and alternates.

Voting Matters
Ms. Sharma noted the importance of voting on Governing Board resolutions and highlighted the three resolutions that will be voted on during the course of this meeting.

Meeting Minutes
Ms. Sharma reviewed the governing board-approved process of publishing a public version of the Governing Board meeting minutes.

Resolution #1 - Minutes
Ms. Sharma presented the resolution to adopt the minutes of the April 12, 2022 Governing Board Meeting.
- All in favor, none opposed

RESOLVED: That the minutes of the April 12, 2022 meeting of the Governing Board, in the form attached hereto as Exhibit A, are hereby confirmed, approved and adopted.

Welcome to CNCF Team
Ms. Sharma welcomed Thabang Mashologu, the new VP of Operations and Community Programs. Mr. Mashologu introduced himself to the board.

2022 Financials
Ms. Sharma reviewed a summary of the current financials, noting that the business is operating according to the budgeted plan that was approved by the Board in April 2022 with the two notable exceptions of events revenue and the membership revenue forecast.

Event revenue is higher than expected and the membership revenue forecast is slightly down..

Ms. Sharma noted that CNCF is reinvesting our success with events back into the community through hiring an online safety firm to safeguard people in leadership positions, such as maintainers, working with a crisis firm to do a deep dive of our processes, especially as relates to community comms, and providing complimentary COVID testing at KubeCon + CloudNativeCon (while supplies last).

Ms. Robinson noted that she, Ms. Sharma, and Mr. Mashologu will be examining the budget categories to streamline and increase transparency.

Ms. Robinson spoke about KubeCon margins, noting that while revenues are increasing with KubeCon + CloudNativeCon events, margins are lower due to the shortage economy and increasing cost of producing the event with all the inflationary trends. Ms. Brown added that CNCF is not targeting to have revenue for KubeCons, but rather break even. It is about maximizing experience for attendees.

Ms. Sharma invited the Budget Committee to comment. Mr. Ryan noted how consistent the budget and line items have been. He noted how incredible the momentum has been with the KubeCon NA and EU events.

Resolution #2 - 2022 Revised Budget
Ms. Sharma presented the resolution to approve the 2022 Revised CNCF Budget.
   ● All in favor, none opposed

RESOLVED: That the revised 2022 Budget presented to the board for approval, in the form shared here, is hereby confirmed, approved and adopted.

A Note on China
Ms. Sharma noted that while membership revenue collections in APAC had been challenging of late, the APAC team investment is worthwhile andbearing results. This includes 8 new projects, 10% contributor growth achieved YTD, 10% growth in CKA/CKAD/CKS certifications YTD, and CNCF participation in various local events.

Mr. Yi shared his excitement for APAC collaboration in 2023 and beyond.

Strategy Session Follow Up
Ms. Sharma reviewed the proposed discussion topics from the Governing Board strategy session at KubeCon + CloudNativeCon EU, noting that sustainability of projects and emergency communications received the most votes.

Mr. Aniszczyk noted that although there are some incredibly successful projects under CNCF, sustainability of projects has been a topic of discussion over the past year due to etcd is having its second impasse and a couple other projects are having issues with getting full time staff available to work as maintainers. He noted that the GB special issues committee was formed to help move this along where there is difficulty in projects acquiring resources or help is required

in some fashion. Mr. Aniszczyk mentioned that member companies need to dedicate more time to education and technical writing. He noted that project appreciation for contributors is not being done within member companies and maintenance releases may be an unlikely possibility as each project has different release velocity.

Mr. Aniszczyk discussed three CNCF efforts underway: ContribFest at KubeCon + CloudNativeCon NA, Security Slam, and CNCF mentorships. He noted that CNCF plans to hire someone to focus on contributor education and workshops to train new potential contributors. He mentioned that the CNCF Mentorship program is very important, but we could use more maintainers willing to spend time mentoring.

Ms. Sharma noted topic 2 during the Governing Board Strategy Session in Valencia was about Emergency Communications. The Governing Board recommended CNCF uplevel our community communications playbooks especially as relates to immediate issues or crises that occur on social media. CNCF has evaluated our approach to the community relations in such contexts and identified the need for a concerted effort that goes beyond emergency comms to be a more holistic analysis and playbook.

She reviewed two efforts underway regarding emergency communications:

First, CNCF is piloting an engagement with community startup TallPoppy.io's anti-harassment platform to ensure the psychological and physical safety of our community and its leaders. In this pilot, CNCF will give each member of staff (as well as LF Events staff that work on CNCF events) a standard user seat as a corporate/safety benefit. After a trial of 3-6 months, CNCF plans to deploy the safety benefit to other leaders of the CNCF community including Maintainers, the Governing Board, etc. Program details to be developed and announced once the trial with staff concludes effectively.

Second, CNCF is engaging a strategic communications firm specializing in effective stakeholder communications, engagement and advocacy initiatives in our highly complex, dynamic and interconnected universe of the cloud native ecosystem. Ms. Sharma reviewed the short-list of agencies in the running.

Ms. Sharma opened it up to suggestions.

Mr. Chin thanked CNCF and LF staff for the way that the changes to the Health + Safety protocols were discussed with the Governing Board and community members, and then communicated publicly.

Legal Committee
Ms. Lee reviewed the formation of the CNCF Legal Committee, including that there have already been two meetings and that Richard Fontana of Red Hat has been elected chairperson. She noted that the general purpose of the Legal Committee will be to make recommendations to the GB in response to questions from the GB on legal matters. Ms. Lee reviewed the committee

structure and mentioned that the committee has prepared a draft committee charter for GB approval. Ms. Lee read the draft charter aloud and provided comments and clarity on each section.

Mr. Evenson requested that the Legal Committee add clarity in the charter that the Legal Committee is not representing CNCF, but is only a committee that makes recommendations to the Governing Board.

Ms. Lee stated the proposed addition to the Legal Committee charter: "For clarity, the Legal Committee does not represent CNCF and does not have an attorney-client relationship with CNCF."

Ms. Lee said she would circulate the proposed change to the Legal Committee and ask them to approve via an email vote.

Resolution #3 - Legal Committee
This resolution will be voted on via email after the Legal Committee approves the requested changes to the charter.

Ms. Lee noted that the Legal Committee discussed license exception request handling and did not reach consensus on a framework for determining what types of exception requests to approve, which to decline, and which to escalate to the GB for further discussion. Until such a framework is agreed upon and approved by the GB, the Legal Committee will make recommendations to the GB in response to license exception requests. The Legal Committee may, from time to time, recommend that additional licenses be added to the CNCF Allow List Policy.

Ms. Sharma recommended reducing the Governing Board workload and allowing the Legal Committee to approve licensing exceptions.

Code of Conduct Updates
Ms. Lee reviewed the recent and ongoing CNCF Code of Conduct efforts. The CNCF has formed an Interim Code of Conduct Committee (CoCC), consisting of community members & staff, which will adjudicate CoC complaints until a more permanent structure results from the output of the Code of Conduct Working Group. Ms. Lee reviewed the community and staff members participating in the committee. She also discussed the Code of Conduct Working Group's intended output and structure.

Mr. Srinivas thanked Ms. Lee for all of her work on the Code of Conduct effort.

Joint Meeting of the Governing Board and Technical Oversight Committee (TOC)
The CNCF TOC joined the call at 6:20 PM PT for a joint session of the Governing Board and TOC

Project Updates

Mr. Aniszczyk welcomed the new TOC member, Ms. Zhang. He noted that there are currently 140 projects and reviewed project level updates and new projects. He reviewed recent mentorship stats. He noted that there is a new mentoring working group, as part of TAG Contributor Strategy.

Maintainers Survey H1'22

Mr. Aniszczyk summarized the Maintainers Survey results, emphasizing that CNCF projects are asking for more support regarding mentorship, attracting new maintainers, marketing, and security audits. He remarked that satisfaction with CNCF is generally high, but that we will be hiring more staff to help increase response time, etc.

Discussion ensued about the cloud credits program.

End User Ecosystem Update

Mr. Dolezal detailed his mission as Head of Ecosystem, including growing the community, cultivating engagement and upholding member satisfaction. He reviewed his recent engagement with end user companies. He highlighted recent and overall end user members, as well as recent media coverage.

He discussed end user participation in KubeCon + CloudNativeCon EU and provided an overview of the inaugural CTO Summit. Mr. Dolezal reviewed upcoming efforts through the beginning of 2023, end user research updates, and potential new user groups.

Kubecon + CloudNativeCon Updates & CNCF Event Updates

Ms. Brown presented the statistics from KubeCon + CloudNativeCon EU.

She highlighted the recent updates to the Health + Safety policy.

Ms. Brown thanked the sponsor and sales team for bringing in a record number of NA sponsors. She also thanked all of the sponsors for their participation.

Ms. Brown reviewed the CNCF-hosted co-located events happening in Detroit, as well as the upcoming ArgoCon and KubeDay Japan. She also reiterated that the Chinese community would like to hold cloud native events and mentioned a few ways CNCF can support that community.

Ms. Sharma noted that more information will be available on our next China event in the coming weeks. CNCF is co-locating with Global Open Source at Cloud Native Summit in China November 2022.

Board Town Halls

Mr. Gupta presented the outcomes of the three Governing Board town hall meetings, noting some interesting questions that came out of the meetings. He mentioned that there will be more town hall meetings in the future, potentially in Q4-22.

Marketing Updates
Ms. Sharma shared recent statistics from CNCF marketing efforts and an overview of upcoming Kubernetes Community Day events.

Schedule for 2022
Ms. O'Connor shared the remaining 2022 Governing Board meetings, including the strategy session at KCCNC NA on October 27, 2022 and a virtual board meeting on December 8, 2022.

Ms. Sharma thanked everyone for their participation.

The meeting was adjourned at 7:02 PM PT.