



# OpenPEPPOL AISBL

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## **Why change the governance structure?**

- ▶▶ The first version of the Statutes was formed together with a governance structure filling the need and size of a small organisation
- ▶▶ With the existing growth rate and expected increased future growth rate, the need to establish a scalable governance structure and a stable financing model is vital
- ▶▶ It is time to change the governance structure and operational setup of OpenPEPPOL, and to adjust the statutory requirements and boundaries for governance

## The primary goals for changing the definition of OpenPEPPOL Governance are

- ▶▶ **Scalability:** The new governance structure should support the need of the organisation to sustain fast growth, incorporate new communities and support a larger membership
- ▶▶ **Flexibility:** Details of governance functions should remain outside the Statutes, thereby allowing for necessary fine-tuning to fit evolving needs and day-to-day operations
- ▶▶ **Simplicity:** When, and to the degree possible, adopted procedures should aim to minimize administrative burden for the elected officials and hired personnel of the Association, as well as for the Members themselves

# Introduction – scope (I)

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Simplification of the way the governance structure is described in the Statutes:

Leaving out

- ▶▶ Names and numbers of communities
- ▶▶ Details about coordinating boards and change management boards
- ▶▶ Details about functions covered in day-to-day Operations
- ▶▶ Details about how to prepare, plan and execute meetings in the Association

Adding in the possibility to

- ▶▶ Expand boards and committees with representatives from relevant entities or communities, if required
- ▶▶ Pre-elect substitute representatives to boards and committees

# Introduction – scope (II)

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- ▶▶ Establishing an unambiguous organisational structure by
- ▶▶ Unifying the way committee and board members are elected
- ▶▶ Establishing an unambiguous split between management activities, member activities and operational activities
- ▶▶ Requiring a common governance structure to be used in all communities
- ▶▶ Provide clear and unambiguous principles for delegations and escalations

# The new governance model – 3 types of governance

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1. Strategic governance; focusing on strategic dissemination, development of the association, business development and key stakeholder communication.
2. Governance of sustainability and development; focusing on sustainability, development and dissemination of specifications, policies and artefacts.
3. Operational governance: focusing on governance, administration and operation of the Association and the PEPPOL eDelivery Network

# The new governance model – Strategic governance

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The governance processes put in place in this area have the main purpose to ensure:

- ▶▶ The statutory requirements are followed,
- ▶▶ The decisions of the General Assembly are implemented and followed
- ▶▶ The business model of the association is in line with the needs and requirements of the Association and its members
- ▶▶ The strategic stakeholder management is aligned with the strategy, requirements and scope of the association.
- ▶▶ Initiation, validation and quality assurance of elections in the Association, including ensuring availability of eligible and qualified candidates.

# The new governance model – Governance of sustainability and development (I)

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The governance processes put in place in this area have the main purpose to ensure:

- ▶▶ Specifications are developed, maintained and implemented to support business process interoperability, both domestic, cross-sectors and cross-border
- ▶▶ Policies are developed and implemented to ensure compliance in the PEPPOL eDelivery Network and agreement framework
- ▶▶ Requirements to centralised operations and administration cater for the common use of the PEPPOL eDelivery Network
- ▶▶ Representation of and collaboration on behalf of OpenPEPPOL in standardisation bodies and service provider communities.
- ▶▶ Knowledge sharing, coordination and alignment related to national participation in standardisation activities



Going forward, the Association will have two community types:

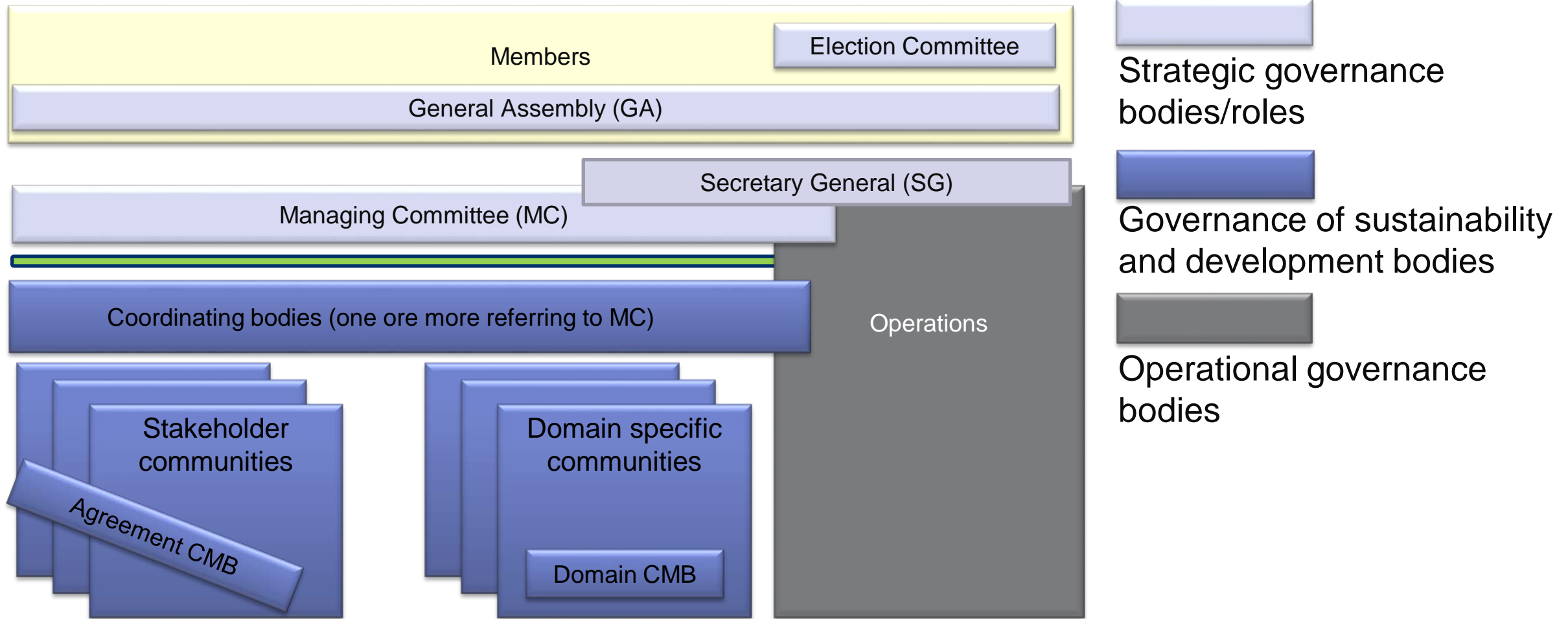
1. Domain specific communities, organised per the business process area or domain covered and focused on development and sustainability of specifications, requirements and policies.
2. Stakeholder communities, organised per member category or membership type and focused on development and sustainability of the PEPPOL Agreement Framework and alignment of the members' interests across the domain specific communities.

The focus for the operational governance is to manage, monitor and lead the operations.

The governance processes have the main purpose to ensure:

- ▶▶ The operation of the Association is in line with the approved budget and operational workplan.
- ▶▶ The operational support to the Association and its members, is in line with the statutory requirements, and follows the rules laid down in the Internal Regulations.
- ▶▶ Operation of the PEPPOL eDelivery Network is in line with the requirements and policies put in place by the Communities, and supports the focus areas set out by the Managing Committee.
- ▶▶ Member support and management is aligned with the strategy, requirements and scope of the Association.

# High-level model of the governance setup



# Strategic governance bodies

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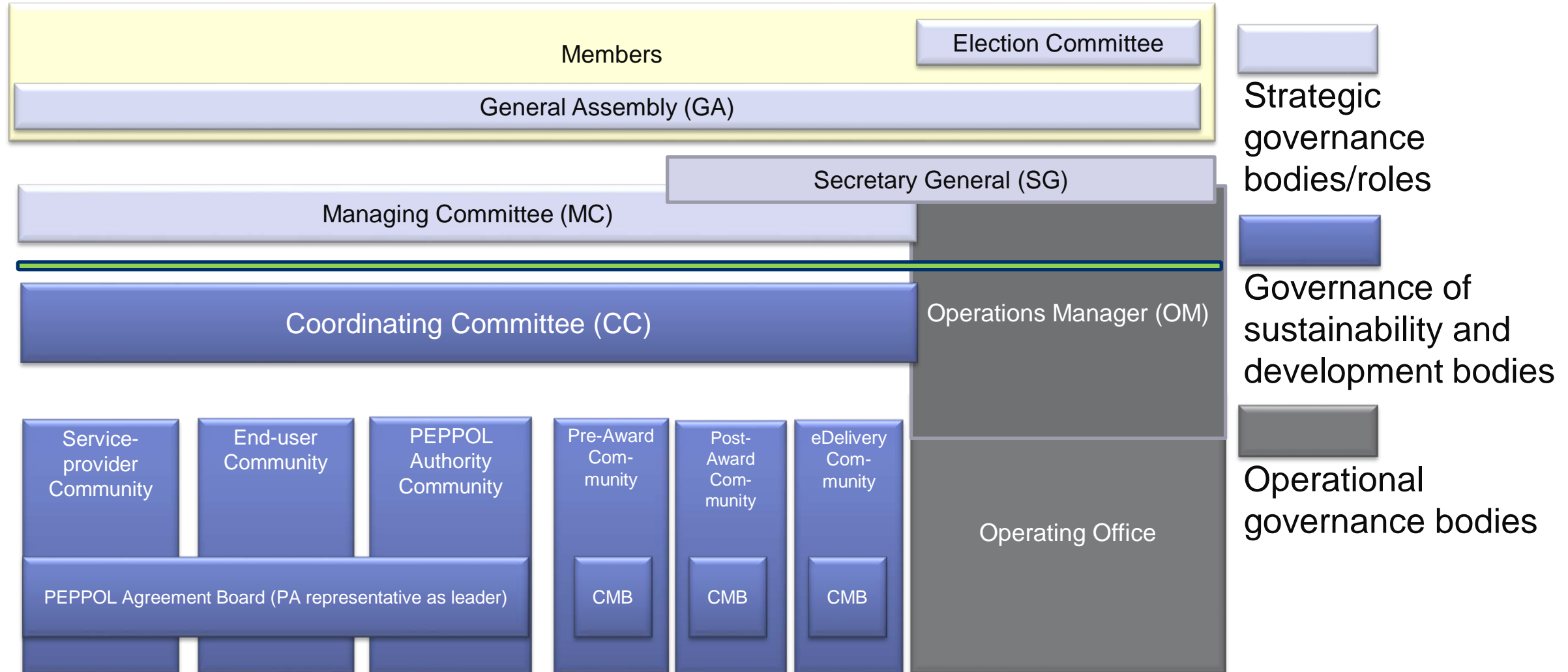
- ▶▶ General Assembly; highest Authority in the Association and decision body for the member community
- ▶▶ Election Committee; elected at the General Assembly with responsibility to ensure the availability of eligible and qualified candidates for elections to the Managing Committee.
- ▶▶ Secretary General; highest authority in-between General Assemblies, elected at the General Assembly.
- ▶▶ Managing Committee; elected by the General Assembly. Populated with 5 to 9 members including the Secretary General. Holds the overall responsibility for overseeing activities carried out by the Association.

- ▶▶ Coordinating bodies; bodies established to cater for cross-community collaboration and alignment. Each body is populated with leaders or formally elected representatives of each of the relevant communities, and chaired by a person elected by the members of the body or appointed by the Managing Committee.
- ▶▶ Stakeholder communities; organised according to member type/category. Each community elects its own leader, as well as any representative needed to join the Agreement Change Management Board and other cross-community bodies.
- ▶▶ Domain-specific communities; organised according to domain focus. Each community elects its own leader, and its own Change Management Board as well as any representative needed to join any cross-community bodies.

- ▶▶ There are no formal operational governance bodies required in the statutes, only the requirement for operations to support the daily operation and administration as well as the implementation of the decisions of the General Assembly and other strategic bodies.

The person in charge of the operations function refers to the Secretary General, and the function is organised according to the operational needs and requirements of the Association.

# Initial governance setup after revision

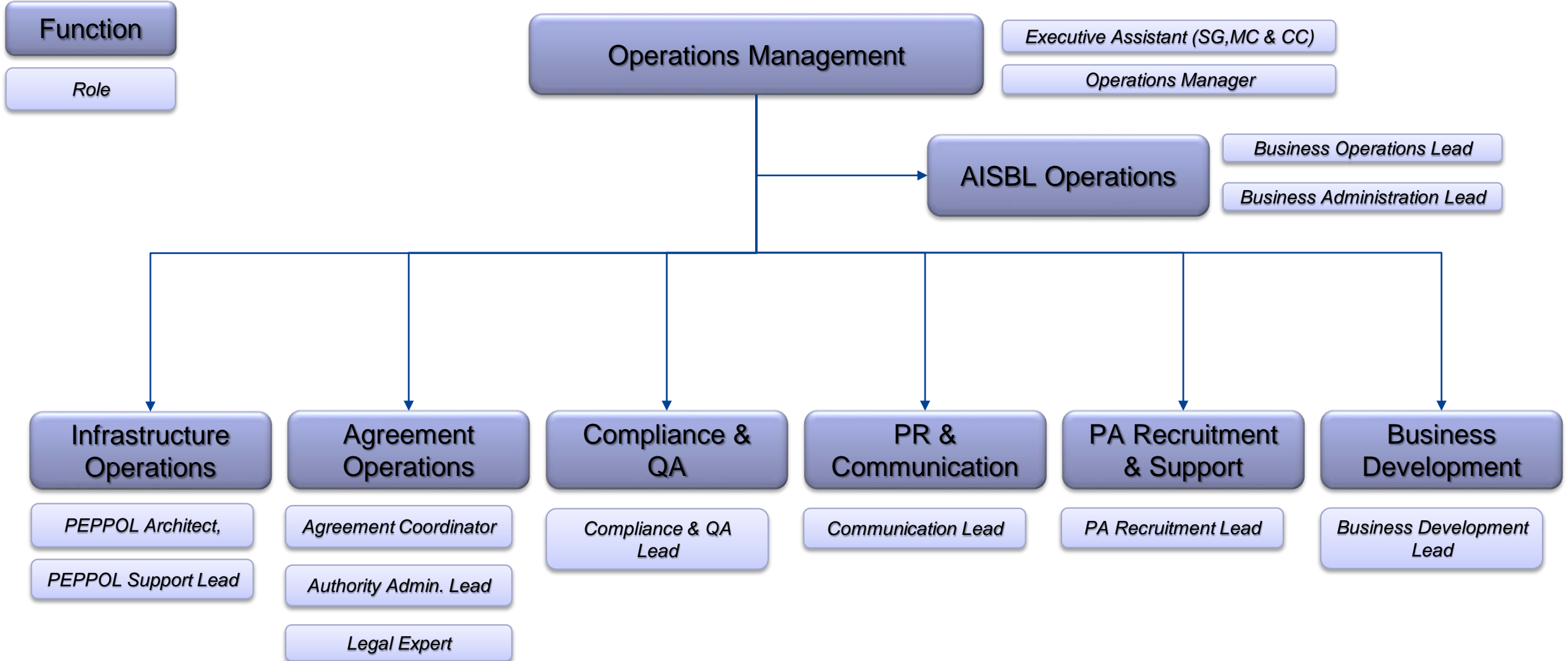




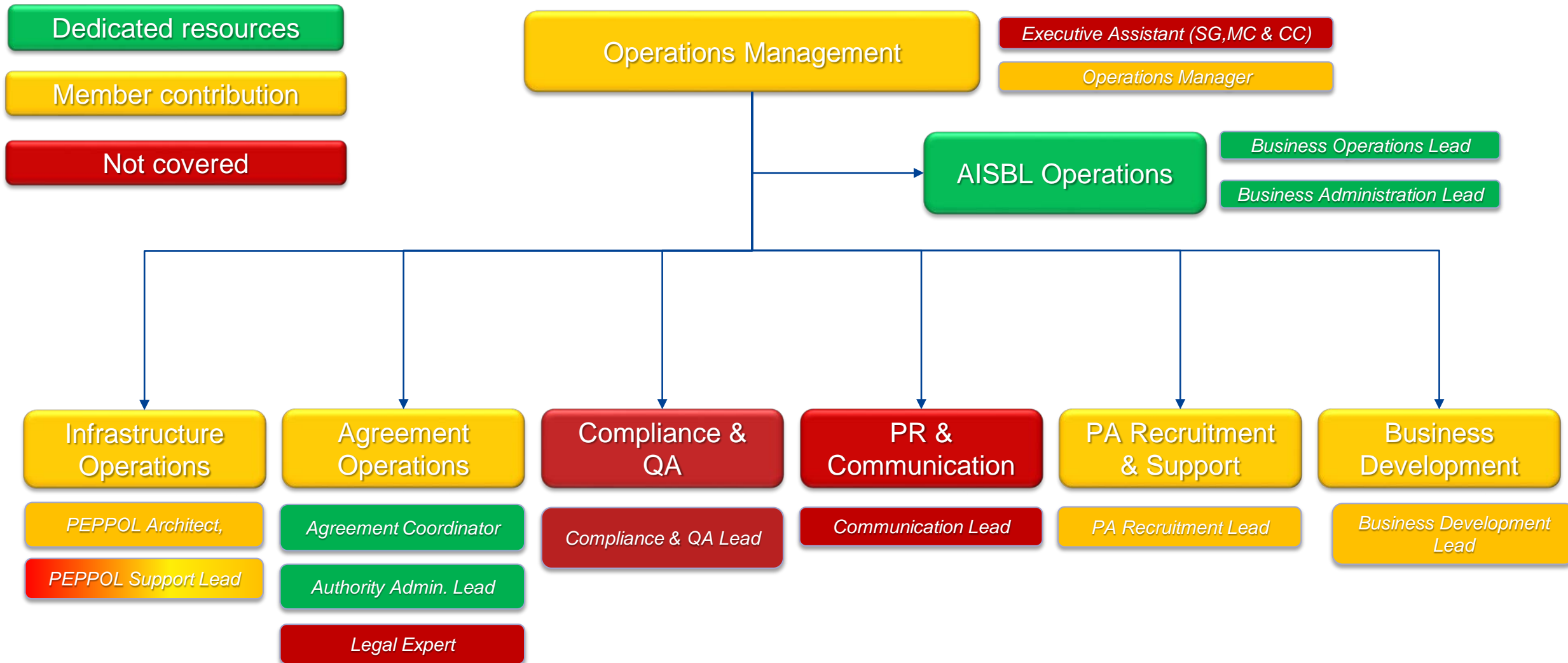
## Details on Operations



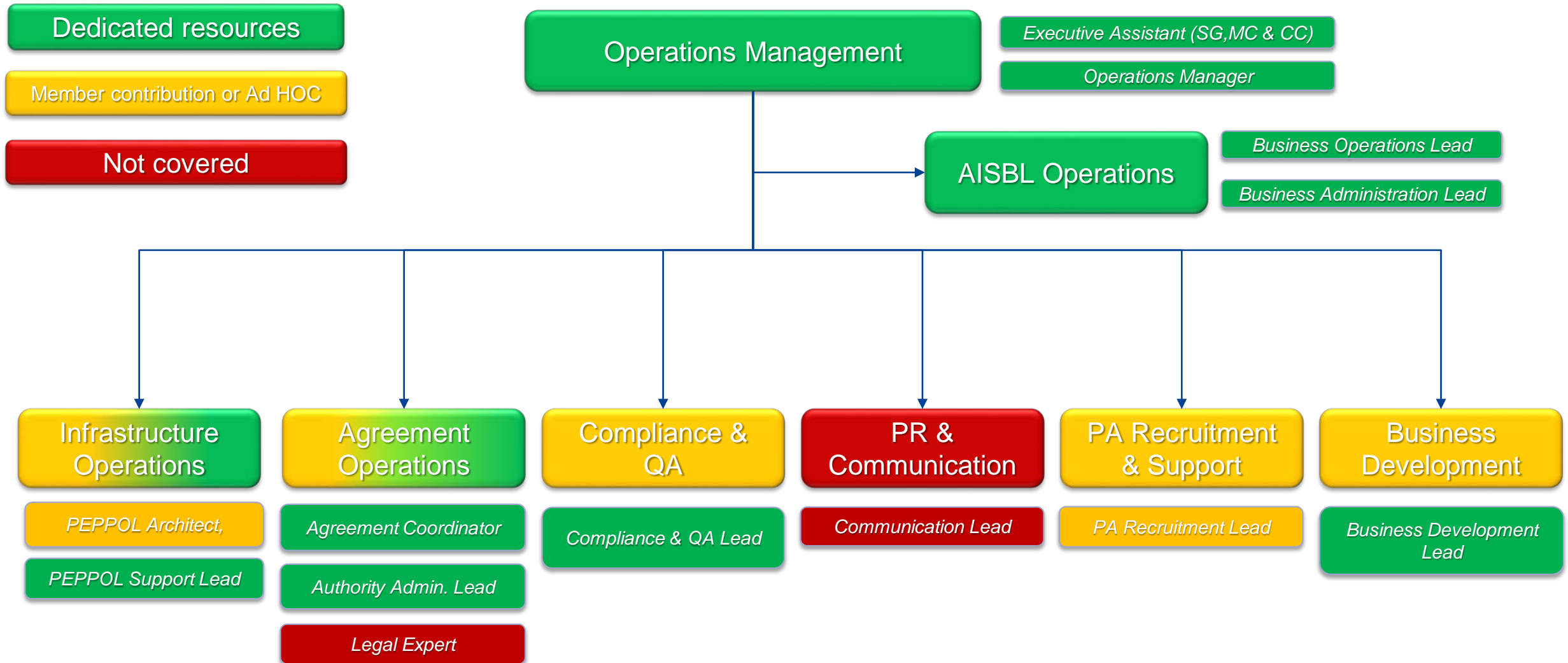
# Org Chart OpenPEPPOL Operations



# OpenPEPPOL Operations - status Dec 1 st 2017



# OpenPEPPOL Operations - status April 1<sup>st</sup> 2018



# Some words on the situation

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- ▶▶ Quadrupled the resources available in Operations
- ▶▶ Dedicated resource for cross border compliance (Compliance Expert)
- ▶▶ Dedicated resources for infrastructure operations (support Lead – virtual support team)
- ▶▶ Dedicated resource allocated for implementation and migration of infrastructure elements
  - ▶▶ PKI migration
  - ▶▶ PEPPOL Directory Migration
  - ▶▶ Centralised e-Delivery Test bed
  - ▶▶ Centralised BIS validation (self test)
- ▶▶ Continued focus on automatization
  - ▶▶ Launch of automated member form
  - ▶▶ Launch of Service desk and additional Jira workstreams in pipeline (April)



**Back to the governance structure...**

- ▶▶ The core principles for elections are that the Managing Committee and Secretary General are elected directly by the General Assembly, supported by the advice of the Election Committee, whereas any members elected for a position related to community work are elected by the community itself.
- ▶▶ There are no election processes relevant in operations, as this is handled by assigned or dedicated resources only.

## General

- ▶▶ All communities are obliged to appoint a community leader to organise and lead the work of the community; formally represent the community; and participate in collaboration bodies on behalf of the community.
- ▶▶ All community leaders shall participate proactively in cross-community coordination.
- ▶▶ All communities are obliged to follow the unified rules of the Association, including the processes methods and tools for governance in the association.

## Domain-specific communities

- ▶▶ Domain-specific communities are governing bodies for sustainability and development of profiles and policies.
- ▶▶ The domain-specific communities are open for any member to join as observers, but full membership with voting rights will be subject to a community-specific fee.
- ▶▶ All activities in a domain-specific community are open for all members of that community
- ▶▶ All members are expected to be a member in at least one domain-specific community
- ▶▶ All service providers are obliged to participate in the domain-specific community governing specifications relevant for the service they provide



## Stakeholder communities

- ▶▶ Stakeholder communities are established as an arena for specific member types across domain-specific communities for knowledge sharing and collaboration.
- ▶▶ Stakeholder communities are open for members of a specific member type or category.
- ▶▶ All members are obliged to join one stakeholder community. Membership in more than one stakeholder community is possible, if the member holds different roles.
- ▶▶ Sustainability, development and change management of the PEPPOL Agreement Framework is the collective responsibility of the stakeholder communities.

## Collaboration, **delegation, escalation** and elections (IV)

The highest authority of the OpenPEPPOL AISBL is the General Assembly.

In-between two General Assemblies, the General Assembly, by default delegates:

- ▶▶ The Power of Attorney to the Secretary General, being the highest authority
- ▶▶ The responsibility for overseeing activities carried out by the Association, to the Managing Committee
- ▶▶ The responsibility for maintaining and developing specifications and policies of the PEPPOL eDelivery Network and business process interoperability, to the domain-specific communities.
- ▶▶ The responsibility for maintaining and adjusting the PEPPOL Agreement Framework, to the stakeholder communities.
- ▶▶ The responsibility to handle operations and the day-to-day administration of the Association, to the operations function

The previous mentioned governing bodies have the right to:

- ▶▶ Delegate specific tasks within their jurisdiction to Work Groups or dedicated taskforces.
- ▶▶ Escalate disputes or open issues according to the common escalation path in the Association.

The escalation path in the organisation follows the line of delegation upwards, defining the highest authority for escalation according to the default General Assembly delegation described above. Only unresolved issues of a strategic or principle nature can be escalated to the General Assembly. Other types of issues will need to be settled at a lower level in the Association.

Election procedures are aligned as follows;

- ▶▶ All election processes follow the same logic and procedure.
- ▶▶ All elections to PEPPOL governance bodies are made at or in conjunction with the General Assembly.
- ▶▶ All elections are initiated with a Call for Participants.
- ▶▶ All voting members in governing bodies (boards, committees) are elected by and representing members (except Observers).
- ▶▶ Observers have no voting rights and cannot be elected for any position in the Association.
- ▶▶ All governing bodies have the possibility of pre-electing substitutes.
- ▶▶ All governing bodies have the possibility to allow appointed experts or elected community representatives to join as observers with no voting rights.