

THE DONA FOUNDATION

BOARD OF DIRECTORS MEETING (October 15 & 16, 2019)

SUMMARY OF THE MINUTES

Board Members Present: Robert E. Kahn (Chair), Gao Xinmin, Antoine Geissbühler, Ed Pentz, Steve Wolff and Stefan Eberhard; and Peter Wittenburg was present by phone for part of the meeting.

Board Members Excused: Rashid Ismailov, and Adama Samassékou.

Also Present: Alexander Ntoko, institutional representative of ITU; Patrice Lyons, institutional representative of CNRI; the DONA Foundation's Executive Director, Christophe Blanchi. In addition, guests who had participated in the DONA Coordination Group meeting held from October 13 to 15, 2019, were present for most of the *Open Sessions* of the Board meeting at the invitation of the Chair.

Agenda:

1. Opening of the Board meeting
2. Brief Report from the Executive Director
3. Brief Comments by Board Members and Institutional Representatives
4. Report on DONA Coordination Group (**DONA-CG**) Meeting
5. Discussion Topics: DOIP release; Making use of DOIP; *Cordra* Functionality
6. Reports of the Board Committees and plans for future activities
7. Floor open to short presentations, if any, by providers of GHR Services of Activities of potential interest to DONA
8. End of Board Meeting

1. Opening of the Board Meeting

On notice duly given, a meeting of the Board of Directors (**Board**) of the DONA Foundation (**DONA or Foundation**) was held, beginning at 2:10 pm on October 15, 2019, at 18 Jianguomeng Street, Beijing, China. The Chair thanked the Chinese hosts for their warm welcome and for organizing such excellent facilities for the Board meeting.

The meeting began in *Open Session*. The Chair noted that there was a quorum present for doing business, and that the participants in the DONA-CG meeting that preceded the Board meeting had been invited to sit in as guests during the open portions of the meeting (and most of them attended). Upon motion duly made and seconded, the Agenda, as circulated to the Board members before the meeting, was unanimously adopted, although some items were subsequently taken in a different sequence. The Minutes of the 2018 Annual Board meeting were unanimously approved.

The Chair then shared some general observations about the work of DONA, in particular the need to maintain a focus on technical matters relating to the DONA mission, as well as policy issues relating to the deployment of such technology. He noted the public release by DONA of the Digital Object Interface Protocol Specification (version 2) (**DOIP_v2**) in November 2018, and the recent release by DONA of the DOIP Software Development Kit v2 – Java™ version (**DOIP_SDK_v2**).

2. Brief Report from the Executive Director

(a) *Activities during the past year:* The Executive Director, Mr. Blanchi, reviewed progress on various software releases by the Foundation since the previous Annual Board meeting. In addition to the release of DOIP_v2, and the DOIP_SDK_v2, he mentioned the release to the MPAs of an updated version of the DONA Foundation Handle System software (known as **DFHS_v2**). He also described plans to release an updated version of the Global Handle Registry (**GHR**) software in the coming months. It was noted that he planned to address MPA concerns about how to evolve the technology with a view toward enabling wider interoperability.

(b) *Replacement of DONA website:* He then noted the replacement of the original DONA website by the new MODS application that was intended to address MPA concerns about the need for improved information sharing. The technology on which the new site is based was described as more flexible and capable of adapting to the evolving needs of the Foundation, the MPAs and the DONA-CG.

(c) *Outreach:* Mr. Blanchi then described various efforts he had undertaken during the past year to talk with groups that may be interested in participating in DONA activities. He stressed the need to reach out to industry to leverage their contributions.

3. Brief Comments from Board Members and Institutional Representatives

Comments by Chair: Before inviting comments, the Chair shared a few thoughts with the Board. He first recalled that a Resolution on the DONA-CG Working Procedures (**WPs**) had been circulated to the Board for approval prior to the meeting, but that, since then, a few changes to the WPs had been suggested, which he outlined. Upon motion made and seconded, the Board then unanimously approved the slightly amended WPs. The text of the WPs, as finally adopted by the Board, including a slightly amended Resolution establishing the DONA-CG, is appended as Attachment A to these 2019 Summary Minutes.

He then addressed two matters that had arisen with respect to the existing MPAs: (i) what to do when an MPA is significantly in arrears for non-payment of the required fees, and has not responded positively (or at all) to repeated written requests for payment; and (ii) what to do if an MPA goes out of business, or wants to transfer or sell its identifier/resolution business to a third party? The Board provided guidance on how to address such situations and invited the Executive Director to prepare policies to be submitted to the Board for review and approval.

Comments from Board and Institutional Representatives: Mr. Gao raised a concern about the Digital Object Architecture (**DOA**) and the need for more open technical communication not just about the DOIP, but other DOA-based protocols and software implementations more generally. In this context, it was noted that the rules for competition between MPAs and the functions of the MPAs, that was adopted by the Foundation (*Initial DONA Foundation Competition Policy and Guidelines* (as of July 5, 2016)), might come into play. There was also a need for policy guidance on intellectual property (IP) matters as they may relate to such activities, in particular the work of the DONA-CG. It was suggested that attention be given to an IP policy as work progresses with a view to establishing a rule-based open community for discussions relating to the DO Architecture and its implementation.

DONA Testing Procedures: The Board then considered testing procedures that might be helpful. For example, before going operational, “beta software” released by DONA should be tested among the MPAs, with the Executive Director providing a test platform for use for this purpose that would not be open to the

wider public during the testing. After satisfactory completion of such testing, and, with Board approval, the testing platform could then be opened for use by selected public groups, as appropriate. The notion of carefully prepared hackathons was suggested as a way to attract interest in the work of DONA. A suggestion was also made that the recently released *Cordra v2* software might provide a broadly useful platform for such a hackathon.

4. Report on DONA Coordination Group (DONA-CG) Meeting

The Executive Director reported that the DONA-CG, which met in the days immediately before the Board meeting, held a productive meeting. He observed that the draft DONA-CG Working Procedures were used effectively at the meeting, but an interest was expressed by the MPAs to enable free-flowing discussions that might take place in the context of Working Groups (**WGs**). There was a clear sense that it was time to progress the DOA-related technology to another level.

5. Discussion Topics: DOIP Release; Making use of DOIP; *Cordra* Functionality

The Chair then opened the floor for discussion of DOIP_v2 and the DOIP_SDK_v2. He noted that this was the first time that DONA had made software available to the public using Maven Central (which hosts open source Java based software). Members of the Board stressed the importance of building applications that demonstrate the use of the DOIP_v2 and the need to show its added value to potentially interested parties in government, industry and academia, particularly groups exploring approaches to industrial applications and IoT. It was important to introduce DOIP_v2, which is based on ITU-T Recommendation X.1255, to the public more generally.

The Chair then invited Mr. Manepalli to present his views on the recent release by CNRI of the *Cordra v2* software. He explained how DOIP_SDK_v2 was used in *Cordra v2*, and indicated how it could be used more widely in practice. Several Board members asserted that it was important to articulate the problem being solved by the technical approach: What is the "selling point" for the DOIP? MPAs should be able to explain to users, in a non-technical way, the advantage of adopting the technology, and demonstrate use cases where the technology has already been deployed.

Dr. Geissbühler then proposed that the Executive Director develop a plan for the advocacy and promotion of the Digital Object Interface Protocol Specification (version 2) that is tied to sufficient funding being available in the 2021 budget, and that a time frame should be set for its execution. The Board approved this proposal.

Mr. Ntoko noted that, as the community grows, compatibility checks with the specifications might be performed. There followed an exchange of views on methods of code and/or protocol validation, and what approaches were advisable. Caution was expressed, however, that DONA not attempt to validate software from third parties as liabilities might arise there.

6. Reports of the Board Committees and plans for future activities

Financial and Audit Committees: There were no other specific reports or issues to review with the Board. The work of the Committees since the last Annual Meeting of the Board had been focused on review of internal audits and other financial matters.

Committee on Specifications, Standards, Best Practices, and Related Documentation: There was a brief discussion of the obligations undertaken by this Committee. Was the role of the Committee essentially advisory given that the DONA-CG was now established? It was noted that, in accordance with the newly adopted DONA-CG Working Procedures, where certain specifications, standards, best practices or related documentation were developed by the DONA-CG, the Executive Director would submit them to the Committee for review and comment prior to their consideration by the Board. It was also observed that, in particularly complex cases, the advice of the Committee might be sought, in advance, by the DONA-CG.

Public Communication: Mr. Eberhard recalled prior suggestions for outreach that had been presented in the past, but not followed as yet. It was difficult to develop strategies for outreach; however, this was still an important task for the Committee to tackle. It was also recognized that the Committee would work with the Executive Director in his proposed educational and outreach efforts.

Nominations Committee: The Board agreed that there was a continuing need for this Committee.

Pilot Projects: It was observed that tasks such as the development of demonstrations were really a matter for the Board as a whole rather than just the Pilot Projects Committee. After further discussion, the Board decided to terminate the Committee. It was then decided that the formulation of such projects should be the responsibility of the Board as a whole. In considering pilot projects and other demonstrations, the Board agreed that it was important to involve the DONA-CG in the process and obtain its view, as appropriate.

Task Force on New MPAs: Mr. Pentz noted that the Task Force had prepared an information document for the Board on criteria for selecting new MPAs that was submitted to the Board at its 2018 Annual Meeting. In reply to a question about the status of the document, the Chair observed that it was viewed as guidance. It was the sense of the Board that the report of the Task Force should be made available to the MPAs for comments, setting a specific date for receipt of comments, and that any comments received should be submitted to the Board for determination on how best to proceed.

7. Floor open to short presentations, if any, by providers of GHR Services or Activities of potential interest to DONA

A representative of the Coalition for Handle Services – China, Mr. Xihui Zhen, asked to address the Board on the subject of additional resolution services (**ARSs**). The Chair invited Mr. Zhen to share his views. Mr. Gao then observed that, since last year, there was progress in China on deploying five national level root servers for the industrial internet, and that the initial concept was based on supporting a few specific identifier systems. He noted that several Chinese organizations had expressed interest in participating in this nationwide project, but they needed to deal with the Coalition directly rather than a foreign entity. Asked about possible future demand, Mr. Zhen noted that 50 or more ARSs may be required in the future to meet the needs within China.

8. End of Board Meeting

The Board decided to hold its next Annual Meeting in the Geneva area on July 1 and 2, 2020, following a meeting of the DONA-CG scheduled for June 29, 30, and the morning of July 1, 2020.

Attachment A

Working Procedures of the DONA-CG [Version 1.0]

The DONA Coordination Group (the **DONA-CG**) is a formal body of the DONA Foundation (the **Foundation** or **DONA**) that was established by the DONA Foundation Board (**Board**) on July 6, 2018, pursuant to the Resolution on Establishing the DONA-CG (the **Resolution**), a copy of which is attached as Exhibit A for reference purposes. The members of the DONA-CG are as set forth in the Resolution.

As set forth in the Resolution, the purpose of the DONA-CG is (i) to discuss technical coordination and cooperation among DONA and the Multi-Primary Administrators (MPAs) concerning the operation of the Global Handle Registry (**GHR**), and (ii) to review and provide advice and guidance to the Board with respect to standards, specifications, software implementations, and other documentation pertaining to the Digital Object Architecture (**DOA**), its implementation and evolution. In carrying out its efforts, the DONA-CG will work to facilitate the development of the MPA community, to foster more effective communications between the Foundation, the MPAs and related third parties, and to identify and recommend GHR performance enhancements based on imminent or demonstrated need. DONA-CG meetings and other activities are intended to enable the Foundation and the MPAs to work together to achieve the above objectives.

The DONA-CG participants shall be composed of individuals or organizations, as follows:

- a) One Delegate to the DONA-CG shall be designated by the Board (the **Board Delegate**). The Board Delegate can, but does not have to be, the DONA Executive Director;
- b) Each of the MPAs shall appoint one individual as its delegate (each an **MPA Delegate**). They may also designate an **Alternate**. The MPA Delegate and any Alternate must have a formal relationship with the MPA. The Foundation will provide the DONA-CG Chair with the up-to-date list of MPA Delegates and Alternates. If an MPA Delegate is not available for a meeting or other activity of the DONA-CG, the MPA Delegate shall notify the DONA-CG Chair prior to the DONA-CG meeting or other activity, and the designated Alternate shall take its place at that meeting or other activity.
- c) MPA representatives that accompany an MPA Delegate may participate in DONA-CG meetings or other activities as observers. The number of MPA representatives that may accompany an MPA Delegate shall be limited to five individuals per MPA;
- d) The members of the Board, institutional representatives to the Board and organizations specified in the Resolution may participate in DONA-CG meetings or other activities as observers.
- e) Qualified individuals who are able to contribute to the development of the DOA, its implementation and evolution, or the technical operation of the GHR may participate in the DONA-CG meetings if they are specifically invited by the Foundation, by one or more of the MPAs, or by an institutional representative to the Board (the **Invited Guests**). The number of Invited Guests shall be subject to approval by the DONA Executive Director (mainly for budget and space reasons), subject to a possibly necessary final call from the Board, where appropriate.

The Board Delegate and the MPA Delegates shall be referred to as the **Delegates**, and all individuals or organizations referred to under letter a) to e) above shall be referred to as the **Participants**. When voting is called for at a DONA-CG meeting, only Delegates may vote.

Where sensitive matters involving, for example, personnel or budget, are to be discussed, the DONA-CG shall take such matters up in **Executive Session**, at which only Delegates, institutional representatives to the Board and such other individuals as have been expressly approved by the DONA-CG Chair may remain in the room.

The Working Procedures of the DONA-CG (Version 1.0) (**Procedures**) shall apply to all meetings and other activities of the DONA-CG. In the event the MPA Delegates or the Board Delegate wish to have the Procedures amended, the Delegates may produce draft amendments to the Procedures and vote, applying the Voting Procedure, to have them submitted for review by a Committee of the Board or by the Board itself. The Board Delegate shall act as a liaison between the DONA-CG and the Board to communicate the amendments for approval by the Board, it being understood that the Board Delegate shall work with the MPA Delegates for adding necessary context and clarifications to the amendments in order to make the amendments suitable for consideration by the Board.

Overall, the following activities shall be undertaken by the DONA-CG:

1. In accordance with the *DONA-CG Quorum and Voting Procedures (Voting Procedures)* below, recommend and vote for individuals from among the MPA Delegates or sponsored by one or more MPA Delegates; and the names of such individuals are to be submitted by the DONA-CG Chair to the Nominations Committee of the Board to serve on the Board as MPA representatives for a period of three years or such other time as designated in advance by the Board. Each MPA Delegate may nominate as many individuals as there are open MPA representative seats on the Board. Such MPA representatives, once elected by the Board, shall act in their individual capacities in accordance with the Statutes of the Foundation. In exceptional circumstances, and in accordance with the Voting Procedures, the DONA-CG shall pass a resolution communicating to the Board that an MPA representative to the Board no longer has the support of the DONA-CG; it shall then be the responsibility of the Board to determine how best to proceed.
2. Coordinate and discuss improvements to the design, implementation and evolution of the DOA, and, where appropriate, produce technical and policy documents concerning the DOA and its use for submission to the Board for consideration. Such documents may cover specifications, standards and best practices.
3. Identify issues relating to the technical operations of the GHR and make recommendations to the Board for ensuring the secure and efficient operation of the GHR accordingly.
4. Discuss and resolve issues relating to the implementation of the DOA by the MPAs or the community at large, and submit reports on such matters to the Board for its consideration and action, as appropriate.

DONA-CG Chair and Vice-Chair

The initial Chair of the DONA-CG shall be the DONA Executive Director, who shall serve until such time as the DONA-CG, by formal vote, elects a new Chair, which shall be from among the Delegates in accordance with the Procedures.

Each Delegate may nominate a Chair and Vice-Chair, and participate in their election, in accordance with the DONA-CG Quorum and Voting Procedures and the following additional procedures:

1. The nomination process will consist of one or more Delegates submitting the names of candidates from among the Delegates for the Chair position who are knowledgeable about the DOA and its implementation, the Foundation Policies & Procedures for the GHR, as well as the technical operations of the GHR. A Delegate may nominate himself or herself.
2. Nominees must confirm to the DONA-CG, prior to the election, that, if elected as Chair (or Vice-Chair), they shall act in a personal capacity and shall do their best to carry out the functions of Chair in a neutral manner, independent of the interests of any specific constituency, industry or government.
3. Voting for the Chair and the Vice-Chair will be carried out at an annual in-person meeting of the DONA-CG, unless otherwise authorized by the Board and in accordance with the Voting Procedures. Separate votes shall be carried out for each position.
4. Except for the initial Chair, the Chair and Vice-Chair will serve a term of two years each starting after the end of the current meeting; and they may each be re-elected for a second term, after which they shall not be eligible for re-election for subsequent terms without a break in service of at least one year.
5. Should the Chair be unable to participate at an in-person meeting of the DONA-CG, or is otherwise unable to perform his or her functions as Chair, then the Vice-Chair shall temporarily assume the functions of the Chair.
6. In extraordinary circumstances, when neither the Chair nor the Vice-Chair can assume their responsibilities at all (and elections cannot be held in a timely manner, as the case may be), the Board Delegate shall assume their respective functions until such time as the Chair or the Vice-Chair can again assume their responsibilities or an election can be held and either a new Chair or Vice-Chair can be elected, as appropriate.
7. The Chair and the Vice-Chair shall not be remunerated by the Foundation other than for travel expenses to and from the DONA-CG in-person meetings.

DONA-CG Meeting Procedures

The DONA-CG Chair's presence is required at all DONA-CG Meetings. The Chair shall be responsible for calling, scheduling, planning, and running all DONA-CG meetings according to the meeting procedures described below.

All DONA-CG meetings shall be subject to the Foundation Competition Policy that is posted at the dona.net website, as well as to any other additional applicable Policies adopted by the Foundation (e.g., covering intellectual property, confidentiality or privacy matters).

MPA Delegates and MPA representatives that accompany an MPA Delegate may only participate in the meeting or other activity of the DONA-CG if the relevant MPA has paid its annual dues to the Foundation (or, more specifically, the installment due for the respective fraction of the current year) and is not otherwise in breach of its undertakings towards the Foundation.

There shall be four DONA-CG meetings per year. A physical meeting of the DONA-CG shall take place at least once a year adjacent to the Foundation Board meeting upon advance notice of the Chair to all Delegates, and other meetings at such times and places as the DONA-CG deems appropriate.

The Chair will set the agenda for each DONA-CG meeting at least two weeks before a given meeting and formally circulate it to the Participants. The agenda will include, in particular, time to review and discuss results from the DONA-CG Working Groups.

The Chair will be responsible for generating and distributing the DONA-CG Meeting Summary Minutes by posting at the DONA-CG internal site.

Except for the annual physical meeting, all other DONA-CG meetings shall be held either physically or by any other means, such as conference calls, email exchange or otherwise. Any action, including voting as discussed further below, that could be taken at a physical meeting of the DONA-CG may be taken in the other above-mentioned forms, if such action is validly recorded in the Minutes and signed by the Chair and the Board Delegate.

Any meeting or other activity undertaken by the DONA-CG, including the activities undertaken by its Working Groups that require subsequent action to be taken by the Foundation, shall be communicated by the Chair to the Board via the Board Delegate, who will act as a liaison between the DONA-CG and the Board.

DONA-CG Quorum and Voting Procedures

Voting at all DONA-CG meetings, other than Working Group meetings, shall only be conducted with the presence of the Chair and when a quorum is present, which shall consist of a majority of the total number of Delegates. Any Delegate that has the technical means to cast a vote and who is attending the DONA-CG meeting remotely will be counted as present, if they make their presence known to all in attendance at the beginning of the meeting. The DONA-CG Chair will be responsible for acquiring all remote Delegates' votes.

Voting shall be permitted only as formally agreed by the Chair, who shall determine the specific subject of the vote and shall have made available the required documentation beforehand. Only Delegates have the right to vote on formal votes of the DONA-CG.

The following voting procedures shall be used:

- A simple majority of all Delegates (simple majority vote) shall be required in the following situations:
 - When authorizing the creation of a new Working Group or requesting changes be made to an existing Working Group;

- When deciding on the adoption of a recommendation or a resolution that applies to the internal operations of the DONA-CG that are routine in nature and that do not amend or otherwise substantially modify the Working Procedures of the DONA-CG; or
 - When deciding on a recommendation or a resolution that proposes changes to GHR-related matters that do not impact critical DONA GHR operations to be submitted to a Committee of the Board, or to the Board for their consideration.
- A two-thirds majority vote of all Delegates (2/3rd majority vote) shall be required in the following situations:
 - When electing a DONA-CG Chair or Vice-Chair;
 - When voting for one or more individuals, where the names of such individuals are to be submitted to the Nominations Committee of the Board as candidates; or
 - When adopting a recommendation or a resolution to be submitted to a Committee of the Board or to the Board for review that proposes:
 - Changes to be made to the DONA standards, specifications, or procedures, or to GHR-related matters that impact critical DONA GHR operations;
 - Amendments or other modifications to the DONA-CG Working Procedures; or
 - To inform the Board that one or more named MPA representatives to the Board have lost the confidence of the DONA-CG.

Elections for Chair, Vice-Chair, and MPA representatives to be submitted to the Nominating Committee of the Board shall be taken privately. The Chair may decide to hold other votes publicly. Any Delegate may make a motion to hold a vote privately. If the motion is seconded, the Chair will then be required to carry out the vote privately.

If the vote is conducted at a physical meeting, by email exchange or otherwise, votes from the then current Delegates must be received by the Chair within the time set for the vote. Abstentions are possible, but they shall not have an impact on computing of the then present voting Delegates. If the votes are tied, the matter being voted on will not be approved. The Chair shall convey the results of a DONA-CG vote to the Board via the Board Delegate.

DONA-CG Working Groups

Each Delegate may propose to the DONA-CG that a new DONA-CG working group (**Working Group** or **WG**) be created, provided it first circulates an appropriate charter for the WG (**Charter**) to the Chair for discussion by the DONA-CG. Such Charter shall describe the proposed focus of the WG, a recommended WG Lead or two Co-Leads from among the MPA Delegates, a list of initial WG participants, and clear milestones and a deadline for completion of its work. While the composition of a WG shall be determined by the WG Lead or Co-Leads, it is generally intended that each WG be open to participation by interested Participants and others in coordination with the Chair. In the event that significant concerns about a Charter are expressed by the DONA-CG, the Chair will formally put the proposal up for a vote. If approved, the Chair will circulate the WG Charter to the WG participants.

WG meetings may take place at the annual DONA-CG meeting and at other times, provided advance notice of two weeks is given by the WG Lead or Co-Lead to the WG participants. Arrangements shall be made by the Board Delegate for remote participation, subject to budgetary constraints. The WGs shall have the flexibility to determine their methods of operation, provided, however, that they are in line with these

Working Procedures, the applicable Charter and other relevant Policies and do not otherwise require approval from the full DONA-CG or by the Board.

Summary minutes of each WG meeting, along with any contributions made by the WG participants, shall be posted by the WG Lead or Co-Lead to the DONA-CG internal site allowing any Delegates and WG participants to access them. At the termination of a WG's mission, the WG Lead or Co-Lead shall submit a report on its activities and accomplishments in the form of either recommendations or general observations to the Chair of the DONA-CG, who shall make the report available to the full DONA-CG for comment and discussion. Necessary next steps shall be taken by the Chair, such as working with the Board Delegate, if Board approval is relevant.

DONA-CG Budget

The Board shall adopt an annual budget for the DONA-CG to conduct its business. The budget shall result from discussions between the DONA Executive Director and the DONA-CG Chair, and shall be included in the overall budget submitted for approval by the DONA Board at its annual meeting.

Version 1.0 - Approved October 16th 2019.

Exhibit A

RESOLUTION ON ESTABLISHING THE DONA-CG

[Note: As amended by Board Resolution dated September 30, 2019 that replaced "Foundation Delegate" with "Board Delegate".]

The DONA Foundation Board, meeting on July 6, 2018, resolved that:

The DONA Coordination Group ("**DONA-CG**") is hereby established as a formal body of the DONA Foundation (the "Foundation" or "**DONA**"). The DONA-CG membership shall consist of a Board Delegate (as defined below), as well as every Multi-Primary Administrator ("**MPA**") authorized by DONA and in good standing to provide GHR Services as part of the Global Handle Registry ("**GHR**").

ITU will participate in the DONA-CG with the MPAs, as envisioned for the DONA-CG.

The DONA-CG shall meet (i) to discuss technical coordination and cooperation among themselves concerning the operation of the GHR, and (ii) to review and provide advice and guidance to the Board of the Foundation with respect to standards, specifications, software implementations and other documentation pertaining to the Digital Object ("**DO**") Architecture, it being understood that final approval of any such proposed changes to the operation of the GHR, or recommendations relating to the DO Architecture, rests with the Board.

The DONA-CG shall have a consultative function to the Board. For the avoidance of doubt, it shall not have or purport to exercise any powers of the Board nor will it have the power to bind the Foundation contractually.

Each MPA shall appoint one individual as its delegate ("**MPA Delegate**") to the DONA-CG for voting purposes, and may designate other individuals to participate in the deliberations of the DONA-CG. The

Executive Director of DONA is hereby designated as the "**Board Delegate**" to the DONA-CG for voting purposes, and may also designate other individuals to participate in the deliberations of the DONA-CG.

The DONA-CG may invite other qualified organizations or individuals to participate as observers in DONA-CG meetings and activities. Members of the Foundation Board and the authorized institutional representatives to the Board may participate in DONA-CG activities as observers.

The initial Chair of the DONA-CG shall be the DONA Executive Director, who shall serve until such time as the DONA-CG, by a formal vote, elects a new Chair from among the MPA Delegates in accordance with the DONA-CG Working Procedures.

A key function of the DONA-CG shall be the recommendation to the Nomination Committee of the Board of individuals to serve on the Board as MPA representatives, acting in their individual capacities in accordance with the Statutes of the Foundation.

The DONA-CG shall meet at least annually adjacent to the annual Board Meeting, and such other times and places as it deems appropriate. Minutes shall be prepared for each meeting of the DONA-CG and shall be made available to the Board in due course. The Working Procedures of the DONA-CG shall be prepared by the DONA-CG and require approval by the Board.

The DONA Executive Director shall be responsible for providing routine administrative support to the DONA-CG. The reasonable administrative expenses incurred by the DONA-CG for its annual meeting (excluding travel and accommodation costs) and for the administrative support provided to the DONA-CG by the DONA Executive Director shall be borne by the Foundation within the limits of its annual budget for DONA-CG meetings. Unless otherwise agreed, the costs of any additional face-to-face DONA-CG meetings and other activities shall be the responsibility of the MPAs.
