

Note: i pasted as direct markdown so i don't have to reformat for any edits.

Original:

<https://docs.google.com/document/d/1y6qHJK3DomaMRbaVf5mXssGt-A2RrtWQ70Od6oZrgQI/edit?tab=t.0>

There are a number of changes in this draft. I tried to simplify some of the language and split definitions and activities. I fixed some inconsistencies created between this new SIP and SIP000 (namely voting thresholds). I also added SC removal and failsafe procedures that try to stay true to the spirit of SIP000 and the SC, but with a backstop capability that rests with the Stacks Foundation. Finally, I added a very limited capability for the SC to adopt bylaws so that it can be a bit more flexible and change some things without immediately requiring a new SIP.

None

Preamble

SIP Number: XXX

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Abstract

This SIP defines a formal governance process for the Stacks Improvement Proposal (SIP) Steering Committee (SC). Specifically, it establishes rules governing the composition of the SC, including the number of active and alternate members, qualifications for membership, the process by which new members may be nominated and seated, the conduct of all SC correspondence, and the

framework by which SC members may be compensated for their service. The intent of this SIP is to ensure that the SC remains accountable, adequately staffed, and capable of fulfilling its duties as described in SIP-000, while maintaining continuity of governance across member transitions.

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Introduction

SIP-000 established the Steering Committee (SC), but does not fully specify many of the operational details that govern how the SC itself is constituted and maintained over time. In particular, SIP-000 leaves open questions regarding how many members should comprise the SC, how vacancies are filled, how nominations are made, what communication channels govern SC business, and whether or how members may receive compensation.

This SIP attempts to address some of these gaps in SIP-000. The proposed process:

- Prioritizes transparency (by requiring all correspondence to be conducted via a public mailing list).
- Accountability (through a restricted but clearly defined nomination process)
- Continuity (through the provision of alternate members who may vote in the absence of active members).

This SIP does not (and shall not be construed to) grant new powers to the SC over and above those defined in SIP-000.

Specification

Steering Committee Composition

Active Members

The Steering Committee (SC) shall at all times consist of exactly three (3) active, voting members. Active members bear the full duties and responsibilities of the SC as described in SIP-000, including attending public meetings, voting on SIPs, recognizing Consideration Advisory Boards, overseeing SIP activation and ratification, and other activities that may be defined in future SC bylaws.

Alternate Members

The Steering Committee shall maintain a roster of exactly two (2) alternate members. Alternate members are non-voting participants in SC proceedings under

normal circumstances, but are empowered to vote in place of an active member under specific circumstances as defined later in the document.

Alternate members are expected to remain informed of all ongoing SC business, attend public meetings as observers, and be prepared to assume an active membership seat when one becomes vacant.

Support Roles: Moderators and Note-takers

The Steering Committee may appoint moderators and note-takers to assist them in their official duties.

Moderators manage SC meetings, community calls, and so on, and ensure that they are conducted in an orderly fashion.

Note-takers attend SC meetings to take note of the discussion and produce official meeting minutes.

Qualifications

The qualifications for SC membership shall remain as defined in SIP-000. For reference, all candidates for active or alternate SC membership:

- Must possess deep domain expertise pertinent to blockchain development;
- Must possess excellent written communication skills; and
- Should have authored at least one ratified technical-consideration SIP prior to joining the committee.

All SC members must abide by the SIP Code of Conduct at all times. Failure to adhere to the Code of Conduct shall be grounds for immediate removal from the SC, with no eligibility to rejoin any SC seat until the matter has been formally reviewed and resolved per the relevant Ethics-consideration SIP or, in the absence of such a SIP, at the SC's unanimous discretion (excluding the affected member).

Steering Committee Duties and Powers

The duties and powers of the SC shall remain as defined in SIP-000, with some clarifications and exceptions added in this section.

Quorum

A quorum for the purpose of conducting official SC business shall be any two (2) of the three (3) active members, or any combination of active and alternate members that results in at least two (2) eligible voters being present. The only

exception is when the SC votes on a Consensus-type SIP for a hard fork. Three voting members shall be required in such cases.

Alternate members shall only be empowered to vote in place of an active member under the following conditions:

- An active member provides advance written notice that they will be absent from a scheduled meeting or vote and fails to provide a written vote for the meeting.
- An active member is unresponsive for a period of fourteen (14) or more consecutive calendar days during an active deliberation or vote.
- An active member has formally vacated their seat, and a successor has not yet been seated.
- An active member is under review for failing to adhere to the SIP Code of Conduct.

When an alternate member votes in place of an active member, this shall be recorded in the meeting minutes and published. In no case shall there be more than three (3) total votes cast in any SC deliberation. The method by which an alternate may be required to cast a vote shall be chosen by the active SC members on a case by case basis. (For example: the first alternate who affirms their willingness to participate.) The SC may adopt bylaws to further define the selection process.

Voting on Technical and Non-technical SIPs

The Steering Committee shall select Recommended SIPs for ratification by moving them to Activation-In-Progress status. Technical and Non-technical SIPs require a two-thirds majority vote. In the case of 3 voting members, 2 votes in favour are required. In case of 2 voting members, both members must vote in favour.

Voting on Consensus-type SIPs for a hard fork

Full participation of the SC members shall be required and their vote must be unanimous. Three votes must be cast and they must all be in favour in order to move the SIP to Activation-in-Progress status.

Correspondence and Public Communication

Public Mailing List

All official SC correspondence shall be conducted via a designated public mailing list. This includes, but is not limited to:

- Deliberations and votes on SIPs in Recommended status;

- Discussions regarding the recognition or rescission of Consideration Advisory Boards
- Nomination and seating of new SC members (active or alternate)
- Notices of member absences and alternate member substitutions
- Announcements of public meeting schedules and agendas
- Publication of meeting minutes
- Any formal communications between the SC and Consideration Advisory Boards, SIP Editors, or the Stacks Open Internet Foundation.

The Stacks Open Internet Foundation shall provision and maintain the public mailing list infrastructure:

- The mailing list archive shall be accessible to the public in read-only form.
- Any member of the public may subscribe to the mailing list as an observer.
- Posting rights shall be limited to SC members (active and alternate), the SC's designated moderators and note-takers, the Stacks Open Internet Foundation (in case they need to post a nomination), and, at the SC's discretion, other formally recognized parties (e.g., Consideration Advisory Board chairpersons).

Prohibition on Private Deliberation

No binding SC vote or formal decision may be made via private or semi-private communication channels. Any deliberation that begins in a private channel must be re-initiated and concluded on the public mailing list before a binding vote may take place. This requirement does not preclude informal pre-deliberation discussions among members, but such discussions shall not substitute for the required public process.

Meeting Minutes

The SC's appointed note-taker shall publish complete meeting minutes to the SIPs public repository within five (5) business days following each public meeting. Minutes shall include a record of attendance (including any alternate member substitutions), all motions raised, votes cast (including individual member votes), and any action items assigned.

SC Membership Nomination Process

Eligibility to Nominate

Nominations for active or alternate SC membership may be submitted only by the following parties:

- Any current SC member (excluding alternates).
- The Stacks Open Internet Foundation Board (acting by unanimous vote of its own

membership).

SC members may make full use of the community to source potential candidates. However, the above parties alone retain the ability to nominate.

To prevent conflicts of interest and to adhere to existing governance standards, self-nominations are not permitted. No individual may be nominated by more than one nominating party per vacancy. If multiple nominations are received for the same vacancy, the SC shall evaluate all nominees and select the most qualified candidate by a two-thirds majority vote.

Nomination Procedure

When a SC seat becomes vacant, the SC shall notify the public mailing list within seven (7) calendar days of the vacancy arising. The notification shall describe the nature of the vacancy (active or alternate), the anticipated timeline for filling it, and an invitation for eligible nominators to submit candidates.

Nominations shall be submitted to the public mailing list and shall include:

- The full name and contact information of the nominee.
- A statement of the nominee's qualifications relative to those defined in SIP-000 and reiterated in this SIP.
- A brief description of why the nominating party believes the nominee is suited to serve on the SC.
- Written confirmation from the nominee that they accept the nomination, are aware of the responsibilities of the role, and agree to abide by the SIP Code of Conduct. The nominator shall post the written confirmation to the public mailing list.

The nomination window shall remain open for no fewer than fourteen (14) calendar days, and will remain open until the vacancy is filled. If there are no nominations after thirty (30) days, then the SC shall re-post the vacancy on the public mailing list in a bid to continue to solicit nominations.

Seating Body

Following the close of the nomination window, a Seating Body shall be formed to jointly deliberate and vote to seat one nominee per vacancy. The Seating Body shall consist of an equal number of:

- SC members; and,
- Voting members of the Stacks Open Internet Foundation Board.

The Seating Body shall consist of no fewer than four (4) members and no more than six (6) members. Both parties shall supply an equal number of members, and three (3) members at most. If, for any reason, either side cannot supply the maximum permitted number of members, then members of the other party must recuse themselves so that both parties are equally represented in the Seating Body. (For example, if the SC supplies two (2) members, then the Stacks Open Internet Foundation board shall also supply (2) members.)

Alternate SC members may only be part of the Seating Body if they are empowered to vote per the rules of this SIP. Any nominees that are also a member of the Stacks Open Internet Foundation Board shall not be eligible to serve on the Seating Body.

Members of the Seating Body may only withdraw if an immediate substitute is available. The Seating Body shall automatically dissolve when the Nomination Procedure is concluded.

Evaluation and Seating

The Seating Body shall deliberate publicly and vote to seat one nominee per vacancy. Each member of the Seating Body shall be entitled to cast one (1) vote. The vote to seat a nominee shall require a two-thirds majority.

Voting members will independently assess the nominee on their merits and may vote at any point during the thirty (30) day voting window. Members that fail to vote within the voting window will be recorded as a no-vote. The vote ends immediately once all members have voted or the voting window has passed.

If no nominee receives the required two-thirds majority vote, then no seating shall occur for that vacancy, and the nomination window shall remain open (or be re-opened) per the Nomination Procedure until the vacancy is filled.

Once a nominee is voted into a seat, the SC shall announce the seating decision on the public mailing list and update the SC's public member roster accordingly. The newly seated member's term shall begin on the date of the seating announcement.

Promotion of Alternate Members

When an active member seat becomes vacant, the SC should, as a matter of first recourse, consider whether one of the existing alternate members is qualified and willing to be promoted to the active seat. If so, the SC may vote to promote an alternate member to the active seat without opening a full nomination window, provided that the promotion vote satisfies the two-thirds majority threshold. The resulting vacancy in the alternate roster shall then be filled through the standard nomination process. Only a single alternate may be promoted during any

six (6) month timeframe from the last alternate member promotion, with the requirement that the promoted SC member has remained active since being promoted.

Resignation of SC members

SC members may resign at any time. They must do so by writing to the public mailing list. The remaining SC members shall endeavor to fill the vacancy as soon as they are able by means of the nomination procedure described above.

Removal of SC members

SC members, both actives and alternates, shall be subject to removal under the following circumstances.

1. The SC member failed to adhere to the SIP Code of Conduct.
2. The SC member has been unresponsive or inactive for a period of thirty (30) or more days, has not provided advance written notice that they will be absent, and did not empower an alternate to vote in their stead.
3. The SC member failed to cast a vote for three (3) successive deliberations. (Abstaining shall not be counted as a failure to cast a vote.)
4. The SC member demonstrably violated the rules on the prohibition of private deliberation or the principles laid out in the Compensation section.
5. The SC member demonstrably acted or intended to act beyond the powers and capabilities of the SC.

For the avoidance of doubt: "unresponsive" is understood as not participating in the public mailing list when called upon. "Inactive" means not participating in public sessions or deliberations where SC members are normally expected. An SC member shall not be considered unresponsive or inactive if they have given prior notice and followed the correct procedures to empower an alternate.

SC Member Removal Process

By the SC

If the SC identifies a member subject to removal, they shall publish their intent to the public mailing list. The notice must cite at least one of the removal conditions mentioned above and must include a body of evidence to support their claim. Active members as well as alternates may publish an intent to vote for removal. However, an alternate member should first report their findings to an active member so they may publish the intent. The intent must be public for at least seven (7) days, after which the SC shall vote to remove the offending SC member by a two-thirds majority. The offending member shall not be entitled to a vote. If the offending member is an active member, then an alternate member will be empowered to vote.

It must be clear that the SC, under no circumstance, shall be able to vote to remove an SC member if that member did not meet any of the removal conditions.

By the Governance CAB, Ethics CAB, and Stacks Open Internet Foundation

If it is found that the SC can no longer reach a quorum to conduct business, then a failsafe procedure may be enacted in order to restore the SC to working order.

Failsafe conditions

The failsafe may only be activated if all of the following conditions are met:

1. The active SC members fail to reach a quorum, regardless of the reasons.
2. The alternative SC members are unable to be empowered in order to reach the quorum and vote because they themselves are inactive or the seats are vacant.
3. The SC fails to reach a quorum for over thirty (30) days.
4. The CABs and Stacks Open Internet Foundation Board made a good-faith attempt to reach out to the SC members, active and alternate, to instruct them to remedy the situation.

Failsafe procedure

The failsafe procedure can be activated by the following parties, but must do so in order:

1. Governance CAB
2. Ethics CAB
3. Stacks Open Internet Foundation, acting as a backstop

If a party fails to activate the failsafe procedure within seven (7) days (because for example, there is a problem internal to the party), then the next party in line may do so. The next party must demonstrate that the previous party failed to activate the failsafe when it should have done so.

The party activating the failsafe shall deliberate in a manner appropriate to them and then vote to remove one or more offending SC members. If the party is a CAB, then they must pass the resolution with a two-thirds majority vote. If the party is the Stacks Open Internet Foundation, then they shall publish their decision on the public mailing list and any other public platform they may use.

Inoperability due to resignation or failsafe procedure

The SC may be left inoperable due to sudden resignations or by means of the failsafe procedure. If the SC is left with one (1) or zero (0) members at any point, then the Stacks Open Internet Foundation shall appoint provisional SC

members such that the total SC membership is restored to exactly three (3) members. These provisional members shall then immediately nominate and vote for new members to replace them. The provisional SC members will be considered to have resigned as soon as a replacement has been found for each of them. Provisional SC members cannot nominate nor vote for each other.

Compensation

Scope

This SIP establishes a framework for SC member compensation but does not itself prescribe specific compensation amounts or funding sources. Specific compensation arrangements shall be documented in supplemental materials ratified alongside or subsequent to this SIP, and may be revised by a subsequent Governance-consideration SIP or by agreement of the Stacks Open Internet Foundation Board.

Eligibility

All active SC members are eligible for compensation for the time they dedicate to carrying out their SC duties. Alternate members are eligible for compensation when actively substituting for an absent active member, and for their ongoing participation in SC business as observers and in preparation for potential activation. Moderators and note-takers appointed by the SC are separately eligible for fixed, regular bounties as described in SIP-000.

Principles

Any compensation structure adopted under this SIP shall adhere to the following principles:

- ****Transparency.**** All compensation arrangements, including amounts, payment schedules, and funding sources, shall be published on the SC's public mailing list and maintained as supplemental documentation to this SIP.
- ****Consistency.**** All active members serving concurrently shall receive equal compensation for equivalent duties.
- ****Non-conflicting.**** Compensation arrangements shall not create financial incentives that conflict with the SC's duty to act in the best interests of the broader Stacks user community. SC members who identify a potential compensation-related conflict of interest in relation to a particular SIP vote shall recuse themselves from that vote and notify the public mailing list.
- ****Foundation-backed.**** Compensation shall be sourced from the Stacks Open Internet Foundation or from a funding mechanism ratified by the SC by means of successfully adopting bylaws. No SC member shall accept compensation from any external party in connection with their SC duties without the unanimous

written consent of the other active SC members, published to the public mailing list.

Bylaws

The SC may adopt bylaws by means of a two-thirds majority vote. Such bylaws shall only have effect if they are limited to changes of the following nature:

- The selection process by which the SC empowers an alternate member to vote.
- The duties and responsibilities of moderators and note-takers.
- The means by which the SC corresponds publicly. (For example, if the mailing list becomes unavailable.)
- How and when SC members are compensated. This allows the SC to accept funding proposals from other entities without requiring a SIP. Adopting bylaws that involve SC compensation shall require unanimous approval.
- The parties able to activate the failsafe procedure, if one or more of these parties become unavailable.

Any other matters shall only be changed by means of a future SIP. SC members that endeavour to adopt SC bylaws that are out of scope are immediately subject to removal.

Related Work

This SIP builds directly upon SIP-000, which established the Steering Committee and defined its duties, voting thresholds, and relationship to other governance bodies in the Stacks ecosystem.

<https://github.com/stacksgov/sips/blob/main/sips/sip-000/sip-000-stacks-improvement-proposal-process.md#related-work>

Backwards Compatibility

This SIP modifies the governance structure of the Steering Committee as established by SIP-000 and is therefore backwards-incompatible with any SC compositions or practices that do not conform to the rules herein. The SC shall take steps to achieve the composition defined in this SIP (three active, two alternate members) within ninety (90) days of activation.

Activation

This SIP shall be considered activated once all of the following criteria have been met:

1. The SC has voted to move this SIP from Recommended status to

Activation-In-Progress status, by the two-thirds majority threshold applicable to non-technical SIPs as defined in SIP-000.

2. The Stacks Open Internet Foundation has provisioned a public mailing list for SC correspondence and confirmed its availability in writing on that mailing list.
3. The SC has published a public notice on the mailing list acknowledging the activation of this SIP and describing the steps it will take to achieve the required membership composition within the ninety (90) day transition window.
4. The SC has published an updated public member roster reflecting the current composition of the SC (active and alternate members), including each member's seat start date.

Upon activation, the SC shall have ninety (90) days to achieve full compliance with the membership composition requirements of this SIP (three active members, two alternate members), using the nomination process defined herein. Progress shall be reported on the public mailing list no less than once per month during the transition period.

If the SC is unable to achieve full compliance within ninety (90) days, it shall publish a detailed explanation on the public mailing list and request guidance from the Stacks Open Internet Foundation Board, which may grant a one-time extension of up to sixty (60) additional days.

Reference Implementations

Not applicable.

Other notes/ideas:

As currently written, the SC can adopt bylaws unilaterally -propose language, vote two-thirds among themselves, done. The only check on scope creep is that members who adopt out-of-scope bylaws are "subject to removal," but that's after-the-fact, and removal itself runs through the SC's own contested process (see open issue on removal above). There's no point before a bylaw takes effect where an outside party can weigh in.

Proposed fix: give the Stacks Open Internet Foundation Board a limited backstop - the ability to call any proposed or newly-adopted bylaw to a Board vote, rather than requiring Board pre-approval on every bylaw (which would slow down the exact thing bylaws are meant to speed up).

Suggested mechanics:

- When the SC adopts a bylaw, it must post the full text and vote record to the public mailing list, same as other SC actions.
- Within a fixed window after posting (eg, 14 calendar days), any member of the Foundation Board may call the bylaw to a Board vote.
- If called, the bylaw is suspended pending that vote. The Foundation Board votes (by whatever threshold governs Board decisions -TBD, but likely majority or two-thirds to mirror SC thresholds) to either uphold or strike the bylaw.
- If struck, the bylaw is void and the SC must either revise it or pursue the change through a full SIP instead.
- If no Board member calls it within the window, the bylaw stands as adopted.
- This mirrors the escalation logic already used in the failsafe procedure (Governance CAB → Ethics CAB → Foundation), reusing a pattern the doc has already established rather than inventing a new one.