

DRAFT Minutes of the 1st Meeting of the Board of seL4 International

2025-11-04

By email

Members present

- Gernot Heiser (GH) – Chair
- June Andronick (JA)
- Gerwin Klein (GK)

1. Adoption of the Rules of Operation

RESOLVED: The Board voted unanimously to adopt the proposed Rules of Operation.

2. Adoption of the Good Standing Policy

RESOLVED: The Board voted unanimously to adopt the proposed Good standing policy.

3. Adoption of the fee structure

RESOLVED: The Board voted unanimously to adopt the proposed fee structure.

4. Adoption of the director nomination process

RESOLVED: The Board voted unanimously to adopt the proposed director nomination process.

5. Board committees and membership

RESOLVED: The Board voted unanimously to adopt the proposed committees and members appointment.

6. Delegation of admission of members

RESOLVED: The Board voted unanimously to adopt the proposed delegation of admission of members, with one abstention due to conflict of interest (JA).

7. AOB

Nothing raised under this item.

ACTION SUMMARY

Meeting Attendance

Current financial year, starting 25-11-04:

Name	Attended
Gernot Heiser	1
June Andronick	1
Gerwin Klein	1

ATTACHMENTS

- 1. proposed Rules of Operation.
- 2. proposed Good standing policy.
- 3. proposed fee structure.
- 4. proposed director nomination process.
- 5. proposed committees and members appointment.
- 6. proposed delegation of admission of members.

seL4 Foundation

Rules of Operations

1- Fundamentals

(a) Relation to seL4 International Articles of Association

- (i) These **Rules of Operations** supplement the **Articles of Association** of the seL4 International association. They describe the rules of operations of various operational aspects of the seL4 International association not defined in the **Articles of Association**.
- (ii) Terms not defined in this document are defined in the **Articles of Associations**.

(b) Adoption and Amendments

- (i) These **Rules of Operations** are adopted by the **Board** and may be amended from time to time by the **Board** by a two-third majority of votes cast.

2- The Board

(a) Conduct of Board meetings

- (i) Unless all **Board Directors** agree otherwise, they must receive at least 5 business days' notice of a meeting, written on paper or electronically.
- (ii) **Board** meetings will be private (that is, limited to the **Board Directors** and invited guests) unless decided otherwise by the **Board**. The **Board** may decide whether to allow any **Board Director** to nominate an alternate person to attend in their place for a specific meeting of the **Board** or of any Committee. The **Board** may invite (non-voting) guests to participate in the consideration of specific topics. The meetings may be conducted electronically, via teleconference, or in person at the discretion of the **Board**.

(b) Quorum and voting

- (i) Quorum for **Board** meetings requires the presence of at least 50% of the **Board Directors**. If notice of the meeting has been given in accordance with section 2-(a)(i)(a)(i)2-(a)(i), the **Board** may continue to meet even if quorum is not met, but may not make any decisions at the meeting.

- (ii) Each **Board Director** has 1 vote.
- (iii) While the **Board** will strive to make decisions based on consensus, except where otherwise required in these **Rules of Operations**, decisions of the **Board** will be passed by a simple majority vote at a meeting provided quorum is met. The **Board** may pass decisions without a meeting if each **Board Director** signs a document stating that they are in favour of the decision set out in the document.
- (iv) In the event of a tied vote with respect to an action that cannot be resolved by the **Board**, the resolution is rejected (the **Board Chair** has no casting vote).

(c) Officers

- (i) The **Board** will appoint by majority decision the following officers (**Officers**) at its first meeting: the Chairperson (**Chair**) and the Treasurer (**Treasurer**). Additional Officer positions may be created by the **Board**.
- (ii) The **Chair** will preside over meetings of the **Board**, manage any day-to-day operational decisions, and will submit minutes for **Board** approval.
- (iii) The **Treasurer** will assist in the preparation of budgets for **Board** approval, monitor expenses against the budget, and authorise expenditures approved in the budget.
- (iv) One person may hold two or more offices. The **Board Chair** and the **Treasurer** must be **Directors** of this **Association**. All **Directors** may nominate candidates for **Officers**. **Officer** elections shall be conducted at least once per calendar year at a **Board** meeting. Re-election is unlimited.
- (v) Any **Officer** may resign at any time by giving written notice to the **Chair** or the **Board of Directors**. An **Officer's** resignation shall take effect at the time specified in the notice of resignation, and, unless otherwise specified in said notice, acceptance shall not be necessary to make such resignation effective. If no effective date is specified in the notice, resignation shall be effective upon delivery of the notice.
- (vi) Each **Officer** shall serve until the following election, or until his or her earlier death, resignation or removal or until he or she ceases to be a **Director**.
- (vii) A vacancy in any Officer position may be filled by the **Board** for the remaining unexpired portion of the term of such **Officer**.

(d) Responsibilities

In addition to the duties described in the **Articles of Association**, the **Board's** responsibilities include:

- (i) raising funds for specific projects in support of the **Association's** purpose;
 - (ii) nominating and electing **Officers**;
 - (iii) overseeing all of the **Association's** business and community outreach matters, and managing any legal matters that arise;
 - (iv) adopting and maintaining policies or rules and procedures for the **Association**;
 - (v) establishing any Committees to support the **Association**;
 - (vi) establishing any conformance programs for the seL4 kernel and associated technologies managed by the **Association** (including in relation to verification);
 - (vii) establishing policies and rules in relation to the use of any trade or service marks owned or licenced by the **Association**, whether registered rights or based on common law; and
 - (viii) publishing use cases, user stories, websites and priorities to help inform the ecosystem and technical community.
- (e) **Power**
- (i) The **Board** shall have the power to select and remove all officers, employees and contractors, to authorize and empower officers to enter into contracts and other commitments on behalf of the **Association**, and to appoint and delegate responsibilities and authority to committees and **Officers**.

3- Members

(a) Qualification requirements

- (i) **Premium Members, General Members and Associate Members** shall be entities that engage in or support the **Association's** purpose.
- (ii) Technical Leader Members shall be individuals that are the creators of or outstanding technical contributors to the seL4 technology, and that engage in or support the **Association's** purpose.
- (iii) The eligibility criteria for any membership shall be at the sole discretion of the **Board**. The **Board** will not seek to exclude any **Member** based on any criteria, requirements or reasons other than those that are reasonable and applied on a non-discriminatory basis to all **Members**.

(b) Privileges and Obligations

- (i) **Members** are entitled to identify themselves as members of the **Association**, but subject always to any trade mark or service mark policies and rules established by the **Board**.
- (ii) **Members** may be entitled to additional benefits as determined by the **Board** and may be amended from time to time by the **Board**. Benefits to members shall be published on the **Association's** website.
- (iii) **Members** must comply with these **Rules of Operations**, the **Association's Articles of Association**, and any policies in relation to the **Association** and their **Members** as the **Board** may adopt with notice to **Members**.
- (iv) **Premium Members** and **General Members** shall pay fees, as determined by the **Board** and may be amended from time to time by the **Board**; provided, however, that no increase in fees shall take effect until such time as any then-current **Member** becomes obligated to pay its next annual membership fees.
- (v) Membership fees definition shall be published on the **Association's** website.
- (vi) **Members** are considered to be in breach of their obligation to pay membership fees when they are no longer in good standing, as defined in the **Association's** Good Standing Policy. The Good Standing Policy is determined by the **Board** and may be amended from time to time by the **Board** with notice to Members, and shall be published on the **Association's** website.

seL4 Foundation

Good Standing Policy

In order to enable the financial stability and efficiency of the seL4 Foundation (as defined by the seL4 International Association in its **Articles of Association**), and in order to ensure consistent treatment of members, and pursuant to the articles on Expulsion, Termination, or Suspension of Members of the **Articles of Association**, the following rules shall apply:

1. All invoiced membership fee amounts must be paid by the invoice due date in order to remain in **good standing** and maintain full privileges as a member.
2. If any invoiced amount remains outstanding after the invoice due date, the **Member** is no longer in good standing and loses its participation rights, and the voting privileges of its **Director** representative(s), if any.
3. If any such invoiced amount remains outstanding after sixty days of invoice due date, the seL4 Foundation shall send a Notice to such **Member** that its membership will be terminated on the later of ninety days after the invoice due date or thirty days after the date of such Notice ("**Termination Date**") if such invoice has not been paid in full prior to or as of such date.
4. If any such invoiced amount remains outstanding on the **Termination Date**, or the **Member** has not proposed, and the seL4 Foundation has not accepted, an agreement resolving the payment failure by such date, the membership of such **Member** shall automatically terminate.
5. A **Member** that has proposed and been permitted to make payments under an agreement resolving the payment failure as described above may be terminated by the seL4 Foundation on fifteen days' notice if such **Member** at any time is more than thirty days overdue in making a payment under that agreement.
6. If approved by the affirmative vote of a majority of the **Directors** then in office, a member terminated for non-payment of invoiced amounts may apply to reinstate its membership. However:
 - a. Its current membership year shall remain unchanged;
 - b. Its membership rights, including any right it may have to nominate or appoint an individual(s) to serve on the **Board of Directors**, shall not commence until it has paid in full all previously invoiced amounts, and additional amounts, if any, invoiced thereafter; and

- c. Unless its reinstated membership is at a level that permits it to appoint an individual to represent it on the **Board of Directors**, it shall not be permitted to resume any representation it may have had on the **Board of Directors**, unless approved by a vote of the **Board of Directors**.
7. A terminated **Member** shall remain obligated to pay all outstanding amounts whether or not it applies for reinstatement, provided, however, that with the approval of the **Board of Directors**, a **Member** applying for reinstatement as a **Member** at a lower level of membership may be permitted to pay all outstanding amounts in full, and apply the excess to member fees owing with respect to future years of membership.

Strategic change for the seL4 Foundation Fee structure

Context

Established in 2020 under the Linux Foundation (LF), the [seL4 Foundation](#) has decided to move out of the LF and form an independent entity, under the legal name of “seL4 International”. This move is primarily driven by the costly requirement for seL4 Foundation members to also join LF—an obligation that, due to minimal community overlap, has hindered outreach and member retention.

Fees when the seL4 Foundation was under LF

Under the LF, Members of the [seL4 Foundation](#) would have to be Members of the LF at any level (we believe all our Members are at LF Silver level). These fees have not increased since 2020 despite inflation.

seL4 fee		LF fee (Silver)	seL4 + LF fee
Premium (5000+)	USD 100,000	USD 20,000	USD 120,000
Premium (500-4999)	USD 100,000	USD 15,000	USD 115,000
Premium (100-499)	USD 100,000	USD 10,000	USD 110,000
Premium (1-99)	USD 100,000	USD 5,000	USD 105,000
General 5000+	USD 30,000	USD 20,000	USD 50,000
General 500-4999	USD 20,000	USD 15,000	USD 35,000
General 100-499	USD 10,000	USD 10,000	USD 20,000
General 1-99	USD 3,000	USD 5,000	USD 8,000

Fees under seL4 International

Below are the membership fees under seL4 International. A new tier has been introduced for very small organisations.

Only for the very few members choosing to remain with LF, the total cost would increase. Most seL4 members will be able to leave LF, leading to a medium to high overall fee reduction for General members, and a slight increase for Premium members, but still below cumulative inflation since 2020. The change would result in a moderate increase in revenue for seL4, enough to cover the costs of services that used to be provided by LF, with further growth expected through expanded outreach.

seL4 fee	In CHF	Equivalent in USD*
Premium	CHF 100,000	USD 122,797
General 5000+	CHF 35,000	USD 42,979
General 500-4999	CHF 20,000	USD 24,559
General 100-499	CHF 10,000	USD 12,280
General 21-99	CHF 4,000	USD 4,912
General 1-20 (NEW)	CHF 2,500	USD 3,070

For any questions, please email foundation@sel4.systems.

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 seL4 is a trademark of LF Projects, LLC.

*Conversion rate from 2025-06-17

Proposed Director Nomination Process

2025-11-04

The following director nomination process is proposed for adoption.

Prior to the annual General Meeting, for each membership class that is entitled (according to the Articles of Association) to nominate a candidate for election to represent the entire class:

- *Proposal period:*
 - For a period of *2 weeks* (14 calendar days), each member in good standing of that class can propose a representative by sending its name and a small accompanying paragraph, to foundation@sel4.systems.
 - The email should be sent by the Member's voting contact.
 - Each Member of that class can only propose one candidate.
 - After the 2-week period, a list of all candidates for that class will be sent to all Members of that class.
 - If only 1 candidate is received for that class, the proposed representative will be automatically nominated.
 - Otherwise we will proceed to the voting period.
 - If no candidate is proposed to represent a class, then that class will not be represented at the Board.
- *Voting period:*
 - For a period of *1 week* (7 calendar days), each member of that class can cast 1 vote by sending an email (to an address that will be communicated prior to the voting period) with the name of their vote, from the list of candidates communicated at the end of the proposal period.
 - The candidate with a relative majority becomes the nominee for that class.
 - In case of a tie, the nominee will be decided by the following dice-rolling process:
 - * all candidates in the tie will be assigned a dice number in the same order as the alphabetical order of their first name;
 - * the Board chair will roll a dice until the number of a candidate comes out; the dice-rolling will be recorded, with the recording made available to Members of the class;
 - * that candidate becomes the nominee for that class.

- *Confirmation of nominees:*
 - As per the Articles of Association, all nominees will then be confirmed in their position by a vote from Members at the annual General Meeting.

Proposed Committees and Members

2025-11-04

The following committees and members appointment are proposed for adoption.

- **Compliance Committee (CC)**

- **Duties:** The compliance committee proposes rules and licensing conditions for the seL4 trademark, and decides on the list of endorsed service providers.

- **Members:** GH, JA, GK

- **Outreach Committee (OC)**

- **Duties:** The Outreach Committee is in charge of expanding the membership. It develops material for supporting membership recruitment. Members of the committee work closely with existing members to make best use of their networks for strategic recruitment of members. The Outreach Committee may co-opt member representatives.

- **Members:** GH, JA

- **Marketing Committee (MC)**

- **Duties:** The Marketing Committee is responsible for the external presentation of the Foundation. This includes the look-and-feel of the website and presentation materials and other branding issues, social media presence and other media liaison.

- **Members:** GH, JA

Acronyms

GH Gernot Heiser

GK Gerwin Klein

JA June Andronick

Proposed Delegation of Admission of Members

2025-11-04

The following Delegation of Admission of Members is proposed for adoption.

As per the Articles of Association, any suitably qualified person or legal person may become a Member by submitting a signed Membership Agreement. The eligibility and assessment of qualification is at the sole discretion of the Board.

The present proposal is to delegate the eligibility and assessment of qualification to Board Member June Andronick.