

**Charter of the
OpenGrid Foundation**

LF Charities, Inc.

Effective August 6, 2026

This Charter sets forth the mission, responsibilities and operating procedures of the OpenGrid Foundation (“OGF”), which is a project of LF Charities, Inc., a Delaware nonprofit corporation and Section 509(a)(3) supporting organization that is tax exempt under Section 501(c)(3) of the Internal Revenue Code of the United States (“LF Charities”). LF Charities supports the Linux Foundation (the “Linux Foundation”, and, together with LF Charities and Linux Foundation Europe, “LF Entites”). All participants in OGF (collectively, “Participants”) must comply with the terms of this Charter.

1) Mission and Scope of the OpenGrid Foundation.

- a) The purpose of the OGF is to support the open-source grid modeling ecosystem (code, data, standards, collectively “OpenGrid Technologies”) and to support researchers, grid operators, regulators, advocates, and utilities around the world to enable their use and/or development of OpenGrid Technologies and to accelerate the global development of affordable, reliable, and clean electric grids.
- b) OGF operates under the guidance of the Management Committee of OGF (the “Management Committee”) as may be consistent with LF Charities’s tax-exempt status.
- c) The Management Committee manages OGF. OGF will also have a Technical Committee, and other working groups, councils, committees and similar bodies (collectively, “Committees”) that may be established by the Management Committee. These committees report to the Management Committee or to the Technical Committee (as outlined below).

2) Management Committee

- a) Composition:
 - i) Subject to the limitations of Section 2.a.iii., any organization (or organizational group with shared decisionmaking on these matters) that contractually commits to providing at least \$3 million per year to any LF Entity for the benefit of OGF for a period of at least 2 years (each such organization, a “Funding Organization”) may, during such period, appoint one person as a voting member of the Management Committee. For context, the expectation is that such Funding Organizations commit at least \$3 million per year for a period of at least 3 years.
 - ii) During the first year following OGF’s inception (the “Launch Period”), the

Management Committee will select at least two additional voting members (the “Additional Representatives”) from among contributors and users of relevant open source and open standards projects. Additional Representatives will serve a one-year term and may be reappointed for successive terms.

- iii) OGF anticipates launching with three Funding Organizations (the “Initial Funders”). The Management Committee will classify Funding Organizations as “contributors,” “users,” and “funders” (each, a “Stakeholder Group”). After the Launch Period, no new Funding Organization may appoint a representative if that appointment would cause two-thirds or more of the Management Committee's voting members to represent a single Stakeholder Group.
- b) The Management Committee will appoint a chair (the “Chair”) to: (a) act as the primary point of contact between the Management Committee and LF Entities, (b) serve as interim Executive Director during any vacancy in the full-time role, and (c) assist in setting Management Committee meeting agendas. The Chair will serve a one-year term and may be reappointed for successive terms.
- c) Conduct of Meetings
 - i) Management Committee meetings will be limited to the Management Committee representatives, invited guests and LF staff.
 - ii) Management Committee meetings follow the requirements for quorum and voting outlined in this Charter. The Management Committee may decide whether to allow named representatives (one per Member per Management Committee and per Committee) to attend as an alternate.
 - iii) The Management Committee meetings will be private unless decided otherwise by the Management Committee. The Management Committee may invite guests to participate in consideration of specific Management Committee topics (but such guests may not participate in any vote on any matter before the Management Committee).
- d) Officers
 - i) The officers (“Officers”) of the OGF will be the Chair, the executive director (the “Executive Director”), the technical lead (the “Technical Lead”), and such other positions as may be created by the Management Committee. Officer positions may be filled at any time by the Management Committee.
 - ii) The Chair will preside over meetings of the Management Committee and will submit minutes for Management Committee approval.
- e) The Management Committee will be responsible for overall management of the OGF, including:

- i) defining and driving strategy, making decisions as per the Charter;
- ii) approving and maintaining the OpenGrid Foundation budget directing the use of funds raised by the OGF from all sources of revenue, including approving “major agreements” (defined as spend commitments, either in one contract or cumulative in a year to one recipient, over an amount that is set annually by the Management Committee, starting at \$500,000) prior to funding for such agreements going out the door;
- iii) nominating and electing Officers of the OGF;
- iv) collaborating with the Linux Foundation on Executive Director and Technical Lead recruitment, subject to Linux Foundation policies and personnel sign-off;
- v) approving, in addition to Technical Committee approval, of projects as Technical Projects (defined below);
- vi) overseeing all OGF business and community outreach matters and work with applicable LF Entities on any legal matters that arise;
- vii) adopting and maintaining policies or rules and procedures for the OGF (subject to LF Charities approval);
- viii) establishing advisory bodies, committees, working groups, programs, or councils as required to resolve any particular matter or in support of the mission of the OGF and/or its technical projects, including in support of end-users and ambassadors for the project (with new technical projects generally to be hosted in Linux Foundation project hosting entities);
- ix) establishing any conformance programs and solicit input (including testing tools) from the applicable governance body of any Technical Project for defining and administering any programs related to conformance with any Technical Project (each, a “Conformance Program”);
- x) publishing use cases, user stories, websites and priorities to help inform the ecosystem and technical community;
- xi) voting on all decisions or matters coming before the Management Committee.

3) Technical Committee

- a) Composition:
 - i) The initial members of the Technical Committee will be the members of the Interim Technical Committee.
 - ii) Within six months following launch (or an alternate timeline determined by the

Management Committee, such point the “Steady-State Transition”), the Technical Committee will transition to a steady-state composition. To facilitate this transition, the Management Committee will approve a structural framework (e.g., establishing geographic and stakeholder categories), and the Interim Technical Committee will propose a specific Technical Committee composition under that framework, subject to approval by the MC.

- b) Prior to the Steady-State Transition, the Technical Committee will advise the Executive Director on technical matters.
- c) Following the Steady-State Transition, the Technical Committee will be responsible for setting OGF’s technical vision, including:
 - i) identifying early technical priorities and staffing requirements, including defining specifications (e.g., use cases, technical needs, costs, and timelines) for offerings like the data hub and translator, and establishing the job description and candidate archetype for the Technical Lead;
 - ii) determining when the development of technical artifacts should be commissioned (“Commissioned Engagements”) and recommending contractors for those engagements and approving any grants to organizations, technical groups or developers (“Grants”);
 - iii) onboarding existing or creating new technical projects (each, a “Technical Project”) to support OGF’s mission; and
 - iv) coordinating communication with and among Technical Projects, alongside any other responsibilities assigned by the Management Committee.
- d) Individual Technical Projects will operate under their own technical governance, be hosted within appropriate Linux Foundation project hosting entities, and follow technical charters that provide for the open licensing of their technology deliverables.
- e) Conflicts of Interest
 - i) The Management Committee will adopt a standard conflict of interest policy regarding Grants and Commissioned Engagements.
 - ii) Technical Committee members affiliated with organizations eligible to receive Grants and/or Commissioned Engagements must recuse themselves from all votes and deliberations involving those Grants or Commissioned Engagements, as applicable.

4) Voting

- a) Quorum for Management Committee, Technical Committee and other Committee meetings will require at least fifty percent of the voting representatives. If advance notice of the meeting has been given per normal means and timing, the applicable Committee

may continue to meet even if quorum is not met, but will be prevented from making any decisions at the meeting.

- b) Ideally decisions will be made based on consensus. If, however, any decision requires a vote to move forward, the representatives of the applicable Committee, as applicable, will vote on a one vote per voting representative basis.
- c) Except as provided in Section 4.e. of the Charter, (a) decisions by vote at a meeting will require a simple majority vote, provided quorum is met and (b) decisions by electronic vote without a meeting will require a majority of all voting representatives.
- d) In the event of a tied vote with respect to an action that cannot be resolved by the Management Committee, the Chair may refer the matter to LF Charities for assistance in reaching a decision. If there is a tied vote in any Committee that cannot be resolved, the matter may be referred to the Management Committee.
- e) The following actions require the vote of at least two-thirds of all of the voting members of the Management Committee:
 - i) subject to Linux Foundation policies, recommendations by the Management Committee to LF Entities to hire or dismiss either the Executive Director or the Technical Lead; and
 - ii) amendment of the Charter.

5) Compliance with Policies

- a) Participants will comply with the policies of LF Charities as may be adopted and amended by LF Charities, including, without limitation the policies listed at <https://lf-charities.org/policies/>.
- b) When amending or adopting any policy applicable to the Project, LF Charities will publish such policy, as to be amended or adopted, on its web site at least 30 days prior to such policy taking effect; provided, however, that in the case of any amendment of the Trademark Policy or Terms of Use of LF Charities, any such amendment is effective upon publication on LF Project's web site.
- c) All participants must allow open participation from any individual or organization meeting the requirements for participants under this Charter and any policies adopted for all participants by the Management Committee, regardless of competitive interests. Put another way, the OGF community must not seek to exclude any participant based on any criteria, requirement, or reason other than those that are reasonable and applied on a non-discriminatory basis to all participants in the community.

6) Community Assets and Charitable Purpose

- a) LF Charities will hold title to all trade or service marks of OGF ("Project Trademarks"),

whether based on common law or registered rights. Project Trademarks will be transferred and assigned to LF Charities to hold on behalf of the Project. Any use of any Project Trademarks by Collaborators in the Project will be in accordance with the license from LF Charities and inure to the benefit of LF Charities.

- b) Under no circumstances will LF Charities be expected or required to undertake any action on behalf of the Project that is inconsistent with the tax-exempt status or charitable purpose, as applicable, of LF Charities.

7) Budget

- a) The Management Committee will approve an annual budget and never commit to spend in excess of funds raised. The budget and the purposes to which it is applied must be consistent with the non-profit and tax-exempt mission of LF Charities and applicable LF Entities.
- b) LF Charities will cause regular reports of spend levels against the budget to be provided to the Management Committee. Under no circumstances will LF Charities or any LF Entity have any expectation or obligation to undertake an action on behalf of the OGF or otherwise related to the OGF that is not covered in full by funds raised by the OGF.
- c) In the event an unbudgeted or otherwise unfunded obligation arises related to the OGF, LF Charities will coordinate with the Management Committee to address gap funding requirements.

8) General & Administrative Expenses

- a) LF Entities will have custody of and final authority over the usage of any fees, funds and other cash receipts. LF Charities and, except as provided here, Linux Foundation Europe will typically distribute OGF funds to the Linux Foundation to hold and spend for the benefit of OGF. Funds received by Linux Foundation Europe where the applicable Funding Organization, grant provider or organization providing funding with respect to such funds has requested that those funds be spent from Europe will be held and spent for the benefit of OGF by Linux Foundation Europe.
- b) A General & Administrative (G&A) fee will be applied to funds raised to cover membership records, finance, accounting, and human resources operations. The G&A fee will be 9% of the OGF's first \$1,000,000 of gross receipts each year and 6% of the OGF's gross receipts each year over \$1,000,000, provided, however, that the G&A fees will be calculated independently for amounts held by the Linux Foundation and amounts retained by Linux Foundation Europe and not transferred to the Linux Foundation.

9) General Rules and Operations. The OGF activities must:

- a) engage in the work of the project in a professional manner consistent with maintaining a cohesive community, while also maintaining the goodwill and esteem of LF Entities in

the open source community;

- b) respect the rights of all trademark owners, including any branding and usage guidelines;
- c) engage or coordinate with LF Entities on all outreach, website and marketing activities regarding the OGF; and
- d) operate under such rules and procedures as may be approved by the Management Committee and confirmed by The Linux Foundation.

10) **Amendments**

- a) This Charter may be amended by a two-thirds vote of the entire Management Committee, subject to approval by LF Charities.