Legal Documentation
Guidelines and Procedures

Coin-OR Foundation

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Contents

1 Introduction

The COIN-OR Foundation repository consists of a variety of independently managed open-source projects of potential interest to practitioners of operations research, including students, researchers, and professionals. In order to minimise the Foundation's legal exposure, these guidelines and procedures for legal documentation have been developed by the Legal Committee in accordance with the Legal Documentation Policy established by the Strategic Leadership Board (SLB).

Most of the Foundation's legal exposure comes from the fact that our mission is to publicly disseminate intellectual property (IP) in the form of source code, documentation, and related content. A guiding principle for Project Managers (PMs) is to ensure that the origin and ownership of all significant IP associated with a project is established before it is offered for distribution or redistribution. The Foundation's Legal Documentation Policy mandates the establishment of a *legal checklist* of items which characterise the level of legal documentation maintained by a project. It also specifies a set of mandatory checklist items that ensure that the Foundation is in compliance with IP law. This document builds on the Legal Documentation Policy, specifying the checklist items that must be satisfied to achieve stronger legal documentation and general guidelines to help PMs establish and maintain good legal documentation. Project managers are encouraged to build on the Legal Documentation Policy and this document to establish procedures appropriate for their projects.

2 Ownership

The most important role of the Foundation and the project managers who are its proxy in accepting contributions into the repository is in determining the ownership and legal status of each contribution. In this respect, the most important operating principle to keep in mind is that *even if a contributor is the sole author of a contribution, that contributor may not own it*! The creator of a work may not be the sole owner of the intellectual property associated with the work. In general, *any* individual or organization that contributed resources to the development of a work may be co-owner or even sole owner of the work. The legal ownership depends on the IP laws of the country in which the work was created, as well as details the contractual relationships involved. Some employment contracts assert that the employer has ownership rights to any work created by the employee, even if that work is created outside of regular working hours and without the use of the organization's resources. Contributors should consult with their management, legal counsel, and/or technology transfer officers when determining the legal ownership of a contribution.

3 Acceptable Licenses

All owners of the content of a project must be willing to license the IP associated with the project under a license compatible with the philosophy of open-source software development.

Software source code must be licensed under a license approved by the Open Source Initiative[1] (OSI). The Foundation encourages the use of the Eclipse Public License (EPL), but any existing open-source license is acceptable. Regardless of the license, all software source code for a project must be distributed under a single license. This rule applies to both regular and umbrella projects. Exceptions may be granted on a case-by-case basis.

Ideally, the same license should be used for all intellectual property associated with a given project, even content that is not software source code (*e.g.*, documentation or data). If the contributor feels that no OSI-approved license is appropriate for non-software contributions, then alternatives will be considered on a case-by-case basis. The chosen license(s) must *at minimum* allow the content to be freely redistributable with attribution and should be generally compatible with the open-source philosophy. A member of the Technical Leadership Council (TLC) or the Legal Committee of the SLB should be consulted to discuss the specific license requested and the contributor's reasons for choosing the license.

4   Significance of Contributions

As part of each project manager's role in managing the intellectual property of each project, they must determine when a contribution is legally significant in terms of intellectual property law. In other words, the PM must determine when the contribution needs to be legally licensed by the owners before it can be committed to the repository. Legally speaking, the answer to this question is difficult to determine unequivocally because there have been few legal tests to establish generally accepted principles. Below, we try to offer some guidelines for PMs for day-to-day decision-making.

The addition of a new (existing) project to the repository or the addition of a new (existing) subproject to an umbrella project is always legally significant. For other contributions, the situation is less clear. The Free Software Foundation offers this advice for determining if a contribution is legally significant[1]:

> A change of just a few lines (less than 15 or so) is not legally significant for copyright. A regular series of repeated changes, such as renaming a symbol, is not legally significant even if the symbol has to be renamed in many places. Keep in mind, however, that a series of minor changes by the same person can add up to a significant contribution. What counts is the total contribution of the person; it is irrelevant which parts of it were contributed when.
>
> Copyright does not cover ideas. If someone contributes ideas but no text, these ideas may be morally significant as contributions, and worth giving credit for, but they are not significant for copyright purposes. Likewise, bug reports do not count for copyright purposes.

As a guideline to project managers, the Coin-OR Foundation recommends classifying contributions in a continuum from *trivial* to *significant* to *substantial*. There are no hard

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[1] http://www.opensource.org

boundaries between the three classifications, but a basic guideline is that if the contribution is small and is seen as not legally significant (see the Free Software Foundation guidelines above), then it is *trivial* and should not require documentation. Such contributions include small bug fixes, typographical errors, and other minor tweaks. A contribution that adds non-trivial functionality is considered *significant* and if it constitutes an entirely new software module to be added to the project, it would further be considered *substantial*. In both cases, the PM should have a good-faith belief that the contribution is being made legally, i.e., that the owner has agreed to release the software under an open source license; and the contributor should have a Contributors Statement of Respect for Ownership on file. In the latter case, it is recommended that there also be a Contributor's Statement of Ownership and Licensing and an Owner's Confirmation of Licensing form on file. See Section 5 below for more information on these forms.

In case there is doubt about the status of a contribution, the PM should select substantial over significant and significant over trivial. The submissions manager can help a PM to categorize a contribution upon request. In all cases, a contribution to an existing project must be made under the same license as the rest of the project.

In all cases, it is important that the PM *keep an up-to-date record of all contributors and what they have contributed*! Generally speaking, this can be done easily using the check-in logs of subversion. The most important duty of the PM is to get the appropriate legal documentation from each contributor and owner at the time the contribution is made! Though this is a pain, it's far less painful to maintain this information incrementally than it is to collect it months or years after the fact.

5   Legal Documentation

The Coin-OR Foundation uses three legal forms:

- The Contributor's Statement of Respect for Ownership (CSRO; see Appendix B) is submitted by individual contributors. Paraphrased, it states that a contributor will act in good faith to avoid violating intellectual property rights when contributing to the Coin-OR repository. A contributor *must* file a CSRO before being given write access to the repository. Higher levels of legal documentation will require this form from any individual who makes a non-trivial contribution to the project.

- The Contributor's Statement of Ownership and Licensing (CSOL; see Appendix C) is submitted by the individual or organisation which contributes a project or subproject to the Coin-OR repository. It certifies that the individuals and organisations listed on the CSOL are the only owners of the contribution and that they have agreed to distribute the contribution under a specified open-source license.

- The Owner's Confirmation of Licensing (OCL; see Appendix C) is submitted by each owner of the contribution. It is the first-person version of the CSOL and is required for higher levels of legal documentation.

Trivial contributions require no documentation. For everything else, some documentation is required, as specified in the Legal Checklist tables in §6.

Legal documents can be submitted by email to `secretary@coin-or.org`, or printed out and filled in and submitted by fax or as hard copy by mail to the Secretary of the Foundation. Note that higher levels of legal documentation require that documents submitted by email be authenticated with a digital signature.

6   The Legal Checklist

The Coin-OR Legal Checklist is specified in Tables 1 – 3. Together, these tables comprise a checklist that prospective users of a project can consult to quickly determine the degree to which a project has attempted to document the provenance of its code base.

Table 1 contains mandatory items specified by the Coin-OR Foundation Legal Documentation Policy. These items are required to demonstrate that the PM and the Foundation have made a good-faith effort to avoid IP violations. They must be provided as a matter of policy before a project will be hosted in the Coin-OR repository and may not be modified without the consent of the Strategic Leadership Board.

Table 2 is the desirable minimum level of documentation for any project that aspires to both commercial and non-commercial users. Table 3 is the recommended level of documentation for any project that hopes to see widespread adoption of its software by major corporations with careful legal departments.

References

[1] R. Stallman. Information for maintainers of gnu software. Available at `http://www.gnu.org/prep/maintain`, May 2010.

mandatory	An open-source license, approved by the Open Source Initiative, covering all project content. The text of the license, or a reference to the text of the license, must be included in a `LICENSE` file distributed with the project's code, along with any other information required by the chosen license.
mandatory	An `AUTHORS` file listing authors only, where authorship is determined as per the GNU guidelines for a legally significant contribution[a]. The `AUTHORS` file must be distributed with the project's code.
mandatory	An electronic plaintext Contributor's Statement of Ownership and Licensing[b] (or equivalent) for the project, as supplied by the Project Manager, must be filed with the Foundation.
mandatory	An electronic plaintext Contributor's Statement of Respect for Ownership[c] (or equivalent) for the Project Manager and for each project member with commit permission must be filed with the Foundation.

[a]At the policy adoption date, 'more than 15 lines of code and/or text that is legally significant for copyright purposes.'
[b]Appendix C
[c]Appendix B

Table 1: Coin-OR Mandatory Legal Checklist

strongly recommended	An electronic plaintext CSRO should be filed with the Foundation for each author.
strongly recommended	An electronic plaintext Owner's Confirmation of Licensing[a] (OCL) (or equivalent) should be filed with the Foundation for each owner listed in the project's CSOL. Where an owner is a corporation or other legal entity, this document must include a statement acknowledging and approving the release of the software under the specified license from a representative for that entity.

[a]Appendix C

Table 2: Coin-OR Recommended Legal Checklist

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optional	An `AUTHORS` file listing each author and the author's contributions as per the guidelines for a legally significant contribution and for recording contributors.
optional	For all committers who are employed or performing services for a third party as an independent contractor, specific permission from the employer or third party for the individual to contribute code.
optional	A project IP log containing details of each contribution to the project, including the author's name, the path to the relevant file(s) in the repository, the ticket number (where applicable), the number of lines of code, the committer, and a description (for a new contribution or a contribution addressing multiple tickets).
optional	For significant contributions, documentation for the contribution containing the name and contact information of the contributor, name and contact information for individuals who will develop and/or support the contribution, the name of the committer, and details of the contribution. Details of the contribution should include licensing, lines of code and documentation, a brief description of the package and its algorithms, any third-party dependencies or use of code taken from other sources, use of cryptography, patent encumbrances, and any other unusual circumstances related to the contribution.
optional	Hardcopy or electronically signed CSOL, OCLs, CSROs, and employer contribution permissions on file. For corporate owners, the individual signing an OCL or employer contribution permission must be an individual authorised to provide appropriate consent on behalf of the corporation.

Table 3: Coin-OR Optional Legal Checklist

A   New Project Checklist

The following items should be confirmed by the submission manager or submission coordinator prior to accepting a new project or subproject into the Coin-OR repository.

- Is the contribution being made under the Eclipse Public License (EPL)?

    – If not the EPL, is the license certified by the Open Source Initiative?

    – If not the EPL, is the contributor aware of the issues related to using their contribution with contributions licensed under the EPL?

- Has a Contributor's Statement of Ownership and Licensing for the contribution and a Contributor's Statement of Respect for Ownership for the contributor been filed with the Foundation Secretary? Has the PM been made aware of the recommended and optional legal documentation requirements (§6) required for strong provenance?

B   Contributor's Statement of Respect for Ownership

Contributor's Statement of Respect for Ownership

I, _____ , certify that

  (a) I have read and understood the statement below on Ownership of Intellectual Property;

  (b) for any contribution I make to the Coin-OR Foundation repository, I will make all reasonable efforts to determine the legal owners of the contribution, and I will obtain the permission of the owners of the contribution to make the contribution available under an open source license certified by the Open Source Initiative;

  (c) if I am employed, I have discussed contributing to COIN-OR with my employer, _____ , and have obtained their permission to contribute or have determined that they do not assert ownership rights to my contributions;

  (d) I will not knowingly submit any contribution of which I am not the owner or for which I do not have the owner's permission; and

  (e) for any contribution I make to an existing project, I will use the same license the project was released under.

_____
(signature of contributor)

Ownership of Intellectual Property

The creator of a work may not be the sole owner of the intellectual property associated with the work. In general, *any* individual or organization which contributed resources to the development of a work may be a co-owner. The legal ownership depends on the particulars of the situation and the contracts involved. Some employment contracts assert that the employer has ownership rights to any work created by the employee, even if that work is created outside of regular working hours and without the use of the organization's resources. Also, an employer may be fine with contributions to one project but not to another.

Contributors should consult with their management, legal counsel, and/or technology transfer officers when determining the legal ownership of a contribution.

C   Documentation of Ownership and Licensing

Contributor's Statement of Ownership and Licensing

I, _____ , represent that:

  (a) the individuals and organizations listed immediately below are the only owner(s) of the contribution _____

  (b) if any part of the contribution is not owned by the individuals and organizations listed in (a), that part was obtained under an open source license certified by the Open Source Initiative; and

  (c) all owners have agreed to license the contribution under the _____ , an open source license certified by the Open Source Initiative.

_____
(signature of contributor)

Owner's Confirmation of Licensing

I, _____ , am an owner of the contribution _____ , and I agree to license any portion I own under the terms of the _____ , an open source license certified by the Open Source Initiative.

_____
(signature of owner)