Hedera Council Meeting Minutes

Date: March 13, 2024
Time: 6:00 p.m. EST
Location: Virtual

Council Member Attendees
abrdn plc: Duncan Moir
Australian Payments Plus: Rob Allen, May Lam, Tim Johnson
Avery Dennison: Pradeep Iyer
BitGo: Frank Wang
Boeing: Brian Jeffords
Dentons: Yi Jing Teo
DLA Piper: Ian Jebbitt, Kristi Swartz
Hitachi: Brijesh Khanna
IBM: Shyam Nagarajan, Bhargav Perepa, Sumabala Nair
LSE: Jeremy Grant
Magazine Luiza: Simon Olson
Nomura: Akira Iwasaki
Shinhan Bank: Daseob Lee, Minju Kim
Standard Bank: Ian Putter
Swirlds, Inc.: Dr. Leemon Baird, Mance Harmon, Bill Miller, Arlan Harris
Tata Communications: Ankur Jindal
UCL: Nikhil Vadgama, Paolo Tasca
Worldpay: Saiprasad Raut

Hedera Directors
Brett McDowell (Chair)
Tasker Generes
Brian Jeffords
Pradeep Iyer
Duncan Moir
Monique Morrow
Ian Putter
Scott Thiel

Hedera Officers & Staff
Charles Adkins, President
Andrew Aitken, Chief Open Source Officer
Joe Bachle-Morris, Chief of Staff
Betsabe Botaitis, Chief Financial Officer
Alex Popowycz, Chief Information Officer
Nilmini Rubin, Chief of Staff & Head of Global Policy
Tom Sylvester, General Counsel & Secretary
Kate Ball, Dir. of Legal Operations & Senior Counsel
Gregory Schneider, Deputy General Counsel
Vanessa Valentine, Manager of Committee Operations
Brad Wells, Dir. of Risk & Compliance Operations

Members Not Present

Chainlink	IIT (Madras)
COFRA	LGE
DBS	Mondelez
Dell	Service Now
Deutsche Telekom	Ubisoft
EDF	Wipro
Google	Zain

Swirlds Labs
Zenobia Godschalk
Christian Hasker
Cate Papez
Eric Piscini

Summary of actions taken at meeting:

- Minutes: The Council members approved the February 14, 2024 Council meeting minutes.

Actions taken or ratified by the Hedera Council by written consent (February 14, 2024 - March 13, 2024):

- The Council Members voted to approve BitGo, Inc.'s application to join the Hedera Council, as nominated by Hedera's membership committee on January 24, 2024. (*February 21, 2024*).

Actions taken by Hedera Committees (February 14, 2024 - March 13, 2024):

- TechCom voted to conditionally approve HIP-869 (Dynamic Address Book - Stage 1 - HAPI Endpoints). Such approval includes any small changes that may be required to successfully implement this HIP; any material changes must come back to TechCom for another vote. (*February 15, 2024*).

- TechCom voted to conditionally approve HIP 865 (Add EVM Support for transient storage and memory copy Cancun opcodes); HIP 867(Add Smart Contract Services Support for KZG Point Evaluation Precompiled Function); HIP 868 (Support Cancun Self-Destruct Semantics in Smart Contract Services); and HIP 866 (Add EVM compatibility for unsupported Cancun blob features). Such approval includes any small changes that may be required to successfully implement this HIP; any material changes must come back to TechCom for another vote. (*February 29, 2024*).

Call to Order & Introductions

Brett McDowell
Council Chair

Brett M. called the meeting to order and, after being moved and seconded, the agenda was adopted.

BitGo representatives attending their first Council meeting introduced themselves to the Council Members.

Approval of Meeting Minutes

Tom Sylvester
General Counsel & Secretary

Tom S. reviewed the minutes from the February 14, 2024 Council meeting as previously circulated. After being moved and seconded, the Council members approved the minutes.

Risk Committee Report

Ian Putter
Director & RiskCom Chair

Ian P., as Chair of the Board's Risk Committee ("**RiskCom**"), presented a report on relevant Hedera network risks and strategies to mitigate them. The Council members encouraged all individuals participating in Hedera governance and network activities to proactively identify risks and propose mitigation strategies to RiskCom.

Board Report

Brett McDowell
Director (Chair)

Brett M. provided a report to the Council members on the Board's recent activities. Brett noted that the Board will provide regular reporting to the Council members to further Hedera's transparency efforts.

The Board's recent activities include: analyzing lessons learned in 2023 and developing goals for 2024; reviewing committee structure and authority; open source foundation planning; reviewing a pilot program to support technical engagement with Council members; and deprecating initiatives that did not meet the Board's expectations , among other activities.

Brett encouraged the Council Members to submit feedback regarding information they would like to see from the Board's report.

Discussion of Director Independence

Tom Sylvester
General Counsel & Secretary

Tom S. reviewed different definitions of director "independence," such as those from NYSE and Nasdaq, and explained how Hedera's board structure has evolved to prioritize decentralization and director independence. He noted that, initially, Hedera's Board included Hedera's CEO, CFO, a Swirlds appointee, and 4 directors elected by the Council members, each of whom had to be an employee, officer, or director of a Council member. In April 2022, as part of Hedera's decentralization efforts, the Council members changed director requirements so that all voting directors are elected by the Council members and are no longer required to be affiliated with Council members. As a result of that change, all of Hedera's directors are "independent" in the sense that they are not Hedera employees or otherwise have a material relationship with Hedera outside of their service as a director. Tom noted that those directors who are affiliated with a Council member nonetheless serve on the Board in their individual capacity, not on behalf of the affiliated Council member.

The Council members discussed the balance between independence and representative governance. Brett shared that, prior to the next Board election, Hedera's management team would be sharing a skills matrix to identify the types of expertise and experience most relevant for the Hedera Board.

Update on Committee Objectives & Proposed Charter Amendments

Tom S. briefly summarized the Council members' recent decisions with respect to Hedera committees. At the February Council meeting, each Hedera committee presented proposed objectives for 2024 and proposed changes to its charter. The Council Members provided feedback to each committee and were encouraged to submit feedback directly to the committee chairs.

The Council Members discussed the proposed changes. CoinCom and CorpCom will continue refining their scope of responsibilities and all proposed revisions to charters will be provided to the Council members for discussion and approval at a later date.

The 2024 committee objectives will be circulated to the Council Members via e-ballot and, after being approved, committees will provide quarterly updates on progress towards their objectives.

Tom Sylvester
General Counsel & Secretary

Charles Adkins
President

Introduce Board Objectives for 2024

Brett presented the Board's proposed objectives for 2024 for the Council's review and feedback. The Council members provided suggestions and additional context for the benefit of new Council members.

The Board's objectives will be circulated to the Council members via e-ballot. Brian J., in his capacity as a Director, added that the Board will also present more detailed key results to accompany its objectives at a later date.

The meeting was adjourned.

Brett McDowell
Director (Chair)

Charles Adkins
President