

## GOVERNANCE FRAMEWORK (2024-2029)

This document outlines the structure, principles, and milestones that define SIA's governance from its founding phase through 2029, including the planned transition to a Public Benefit Corporation (PBC), the establishment of the Partnership Program as a fiscally sponsored nonprofit project, and the path toward a standalone nonprofit.

### 1. Organizational Evolution

SIA was incorporated as a Delaware Limited Liability Company (LLC) in February 2024 as a Founder-led effort to provide a practical, flexible starting point for a mission-driven social enterprise dedicated to advancing research integrity and openness, establishing a stable base for infrastructure development, early partnerships, and testing collaborative activities.

Throughout its start-up phase (2024-2025), SIA has grown through the involvement of trusted advisors, contributors, and partner entities. As this phase draws to a close, SIA is preparing to transition to a hybrid structure better suited to sustain its mission and expand its impact. The LLC is converting to a Delaware Public Benefit Corporation (PBC), which will embed SIA's public benefit purpose into its legal foundation and require that decision-making take into account SIA's mission, the interests of those affected by its work, and the organization's financial sustainability. At the same time, SIA's Partnership Program is being established as a fiscally sponsored nonprofit project.

Under this hybrid structure, the PBC will manage SIA's services and subscriptions, while the Partnership Program will operate separately, allowing it to receive U.S. tax-deductible donations and grants through a registered U.S. charity (501(c)(3) nonprofit organization). The arrangements to establish the Partnership Program as a fiscally sponsored project are currently in progress.

SIA's hybrid model will combine financial sustainability with public benefit, addressing the well-documented challenges of sole reliance on grants and donations, which are often unpredictable, time-limited, and highly competitive. By generating revenue through the PBC while directing community-driven activities through the Partnership Program's charitable pathway, SIA will keep commercial and charitable functions appropriately separated while aligning them toward shared goals. A standalone nonprofit is planned for 2029, once SIA's Partnership Program has the capacity and experience to sustain independent charitable operations.

### 2. Governance Authority, Advisory & Support Structures

#### 2.1 Governing Authority

Governance and final decision-making authority at SIA currently rest with the Founder and Executive Director, Dr. Luciana Machado, who serves as its sole Manager and governing officer under the LLC structure. The Executive Director is responsible for strategic direction, operational leadership, partnership development, and mission safeguarding.



Upon the LLC's transition to a PBC in 2026, a formal Board of Directors will assume fiduciary responsibility for governance, strategic oversight, and public-benefit accountability. The Executive Director will serve as Chair and continue to lead operations, while two Independent Directors, selected for their expertise, independence, integrity, and alignment with SIA's mission, will provide independent scrutiny and constructive challenge. The Board will balance operational needs, stakeholder considerations, and SIA's legally defined public benefit, and may expand in future phases as SIA grows.

As sole shareholder, the Founder will retain authority over fundamental corporate matters as defined in SIA's Bylaws. The PBC will be Founder-owned with no external investors, ensuring that no external parties can pressure SIA to prioritize profits over mission, and that strategic decisions remain aligned with SIA's public benefit purpose.

The registered U.S. charity (fiscal sponsor) will hold fiduciary oversight for the Partnership Program. With the establishment of a standalone nonprofit in 2029, governance structures will evolve to reflect the dual-entity model.

## 2.2 Non-Governing Support Bodies

SIA's governance is strengthened by non-governing bodies that enhance transparency, accountability, strategic planning, and community engagement. These bodies hold no governance or fiduciary authority; their advice and contributions assist but do not bind the Governing Authority's decisions.

### *Advisory Bodies*

Advisory Bodies include the Advisory Board and the Senior Strategic Advisor. Together, they provide an independent layer of scrutiny that enhances accountability, strengthens ethical decision-making, and supports responsible organizational development.

The Advisory Board is composed of internationally recognized experts in research integrity, Open Science, and research governance, with diverse disciplinary and geographical backgrounds. While non-fiduciary, the Advisory Board plays a key role in offering constructive challenges, identifying risks, and ensuring that SIA's activities remain aligned with its mission and public-benefit commitments.

The Senior Strategic Advisor provides high-level guidance on organizational development, sustainability, partnerships, operations, and long-term growth. The advisor works closely with the Governing Authority and contributes expertise across strategic and operational matters.

### *Specialized Committees*

SIA operates Specialized Committees that function autonomously to strengthen transparency, accountability, and consistency across SIA's projects, publications, and collaborative activities. Current and forthcoming committees include:



- Editorial Committee (current): Ensures quality, accuracy, and independence across SIA's communications and publications.
- Governance, Risk Management, and Compliance (GRC) Committee (forthcoming): Will advise on internal controls, risk management, transparency practices, and oversight of resource allocation processes.
- Social Impact Committee (forthcoming): Will assess societal relevance, public-interest impact, and the broader value of SIA's activities.

Each committee has a designated Committee Lead who coordinates the work and serves as the primary point of contact with the Governing Authority. Committee Leads may be invited to engage directly with Advisory Bodies when discussions fall within their scope or require their recommendations.

### **Working Groups**

SIA establishes Working Groups to advance thematic priority areas identified by the Governing Authority and informed by Advisory Bodies. Working Groups are operational bodies that contribute specialized expertise and support the development of high-impact resources, projects, and collaborative activities that advance SIA's mission. Current Working Groups focus on meta-research and Open Science, with additional themes to be added as the organization grows. Their work is shaped by feedback from Partners, other contributors, and the broader community, helping ensure SIA's programs and resources remain relevant and responsive to emerging needs.

### **Partners and Individual Contributors**

At the core of the Alliance is its Partnership Program, which brings together organizations and initiatives that lead efforts to strengthen research integrity and Open Science, enabling them to connect, collaborate, and extend their reach. Through this program, SIA enhances the visibility of Partners' work and supports collaborative activities and projects. Partners hold no governance authority, do not participate in formal decision-making, and their involvement does not constitute a legal partnership with SIA. For details on partner participation, eligibility, benefits, and responsibilities, see the [Partnership Program Guidelines](#)<sup>1</sup>.

Individual contributors, including authors, educators, and facilitators, support SIA's work across all of these structures. Although they help shape SIA's outputs through expertise and participation, contributors likewise hold no governance authority.

Together, Partners and contributors form SIA's broader collaborative network and play an essential role in ensuring that SIA's community-driven activities reflect diverse global perspectives while maintaining the independence of SIA's governance and decision-making processes.

## **2.3 Appointments, Terms, and Expectations**

Appointments, terms, and expectations for all governing and non-governing bodies are defined to support transparency, independence, and continuity. These provisions are reviewed periodically to ensure they remain appropriate as SIA grows.



### **Appointments and Terms**

The Executive Director serves as SIA's Manager and governing officer under the LLC structure. Upon SIA's transition to a PBC, the Executive Director will become Chair of the Board of Directors, with independent Directors appointed as described in Section 2.1. Advisory Board Members serve renewable three-year terms, with a maximum of two consecutive terms. The Senior Strategic Advisor serves on a one-year, renewable term with no limit on consecutive renewals.

Committee Leads, committee members, and Working Group contributors are appointed based on thematic expertise, alignment with SIA's priority areas, and their ability to support SIA's projects and operational needs. Appointments to committees and Working Groups are flexible, project-based, and may evolve in response to emerging needs.

Appointments to all non-governing bodies are made by the Governing Authority (Executive Director under the LLC; the Board of Directors upon transition to a PBC), with consultation from Advisory Bodies when appropriate.

### **Expectations**

All individuals serving in governing or support roles are expected to uphold SIA's mission, values, and commitment to independence, public benefit, and responsible conduct. Expectations include:

**Participation and Availability:** Advisory Board Members are expected to attend three strategic meetings per year and devote limited monthly time to reviewing time-sensitive matters, as outlined in the Advisory Board Terms of Reference. Committee Leads ensure regular coordination within their committees, while Working Group contributors participate as needed and within project timelines.

**Contribution and Scope of Work:** Individuals contribute expertise within their defined remit and may decline assignments that fall outside their expertise or responsibilities, or those that would give rise to a competing interest.

**Confidentiality:** All individuals must respect SIA's confidentiality requirements, adhere to SIA's [Confidentiality and Competing Interests Policy](#)<sup>2</sup>, [Terms of Use](#)<sup>3</sup>, [Privacy Policy](#)<sup>4</sup>, and safeguard any sensitive information obtained in their roles.

**Disclosure of Competing Interests:** Annual declarations are required from members of the Governing Authority, Non-Governing Support Bodies, staff, contractors, and partner entities, with additional disclosures made whenever new potential conflicts arise. Individuals must comply with the Governing Authority's direction when a conflict requires recusal, adjusted responsibilities, or withdrawal from a specific activity, as outlined in the [Confidentiality and Competing Interests Policy](#)<sup>2</sup>.

**Professional Conduct:** All individuals are expected to constructively contribute to SIA's collaborative culture, engage respectfully with colleagues and partners, and act in support of SIA's mission and public-benefit purpose.



## 2.4 Recognition and Compensation

SIA recognizes the contributions of individuals serving in governing and non-governing roles while ensuring that compensation practices do not influence governance or compromise independence.

The Executive Director currently serves voluntarily, with future compensation subject to employment or contractual arrangements as organizational capacity increases.

The Senior Strategic Advisor is compensated through an independent contractor or employment arrangement, reflecting the advisory and operational nature of the role.

Advisory Board Members serve voluntarily. In recognition of their professional time and contributions, modest, fixed compensation may occasionally be provided in SIA's sole discretion for participation in strategic meetings or specific governance activities.

Committee members and Working Group contributors typically serve on a voluntary basis. However, Committee Leads or individuals providing extended or specialized contributions may be compensated through independent contractor or employment arrangements when appropriate.

Compensation decisions follow principles of fairness, transparency, proportionality, and independence, ensuring that financial arrangements do not influence SIA's priorities, governance processes, or public-benefit commitments.

## 3. Funding

### 3.1 Funding Model

During its start-up phase, SIA has been funded independently by its Founder, without external funding or third-party contributions. Once the hybrid structure is in place, funding will flow through two complementary pathways:

**Public Benefit Corporation:** The PBC will sustain SIA's platform through subscriptions, paid advertising, and merchandise sales, generating the revenue needed for long-term sustainability while upholding its public benefit purpose. Paid advertising is accepted only from sources consistent with SIA's [Funding Policy](#)<sup>5</sup>.

**Partnership Program:** The Partnership Program will operate as a fiscally sponsored project of a registered U.S. charity (501(c)(3) nonprofit organization). This structure will enable the Partnership Program to receive U.S. tax-deductible donations and grants to support community-driven and collaborative initiatives.

Revenue generated by the PBC may also support the Partnership Program's initiatives through arm's-length, documented transfers consistent with fiscal sponsor requirements, while charitable funds remain dedicated to their intended purpose. All assets and outputs developed with charitable funds remain held in charitable trust.



To further protect integrity, leadership, advisors, staff, contractors, and partners are required to declare competing interests (see Section 2.3).

### 3.2 Transparency and Accountability

SIA believes that transparency about funding enhances trust in its work and helps demonstrate accountability to the global research integrity community.

Following SIA's transition to a hybrid structure, the GRC Committee and Social Impact Committee (see Section 2.2) will advise on transparency, resource allocation, and societal impact.

The PBC will be legally required to produce biennial reports on how it promotes its stated public benefit. Beyond this legal requirement, SIA will publish Public Benefit Reports annually and make them publicly available. Reports will cover the preceding calendar year and disclose activities in support of SIA's mission and their impact, future plans, sources of financial support and how revenue was allocated, a financial overview for the year, and information about governance and decision-making.

The Partnership Program, operating as a fiscally sponsored nonprofit project, will be subject to the oversight and compliance requirements of its fiscal sponsor.

## 4. Review and Supporting Policies

This Governance Framework is reviewed every two years by the Governing Authority, with input from Advisory Bodies and Committee Leads, to ensure it remains responsive to SIA's growth and evolving legal obligations. As SIA transitions to a PBC and establishes its nonprofit pathway, additional structures or processes may be incorporated to strengthen further transparency, accountability, and alignment with SIA's long-term public benefit commitments.

The current version (2024-2029) was approved by the Advisory Board in December 2025.

SIA's [Terms of Use](#)<sup>3</sup>, [Privacy Policy](#)<sup>4</sup>, [Funding Policy](#)<sup>5</sup>, and [Confidentiality and Competing Interests Policy](#)<sup>2</sup> complement this Framework.

Please contact us at [contactus@sci-integrity.com](mailto:contactus@sci-integrity.com) with inquiries regarding this Governance Framework.

<sup>1</sup> <https://www.sci-integrity.com/partnership>

<sup>2</sup> <https://www.sci-integrity.com/confidentiality-and-competing-interests-policy>

<sup>3</sup> <https://www.sci-integrity.com/terms-of-use>

<sup>4</sup> <https://www.sci-integrity.com/privacy-policy>

<sup>5</sup> <https://www.sci-integrity.com/funding-policy>