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# Decentralized Trust Infrastructure Governance - Reference Framework

Reference framework for participant governance in a decentralized trust  
infrastructure used by NaaS ecosystems

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## 1. Abstract

This document presents a reference framework for governing decentralized trust infrastructure through a trust infrastructure Operators Group. It defines Operators and their rights, roles, onboarding/offboarding, and responsibilities as part of an Operators Group, including options to delegate tasks to third parties under Operators Group oversight. The document lays out how decisions are made transparently by consensus with defined quorum and escalation processes. Dispute resolution and change management procedures are also covered.

## 2. Introduction

There is an increasing need for automated on-demand establishment and maintenance of trust between the entities consuming and providing Network as a Service (NaaS) offerings to meet the needs that NaaS use cases demand. Such entities include enterprise customers, application developers, AI agents and service providers. The reliance of all entities participating in a given NaaS implementation on one mutually agreed centralized commercial or governmental identity service provider is problematic. The alternative to the use of a centralized identity service provider is the use of a decentralized identity service provider that uses standardized self-sovereign identity mechanisms running over a decentralized trust infrastructure for establishing and maintaining trust between entities. Because a decentralized trust infrastructure comprises multiple business entities, some of whom may be competitors, it is necessary to have a transparent governance framework for those business entities.

This document lays out a reference framework for governance of such decentralized trust infrastructure by the group of entities operating that infrastructure.

This reference framework generically defines rights and obligations, leadership roles, onboarding and offboarding procedures, and the allocation of responsibilities between the decentralized infrastructure operators and delegated third parties. It outlines a consensus-based decision-making model built on transparency and the absence of strong disagreement, supported by clearly defined quorum and escalation mechanisms.

The governance model ensures that strategic and operational authority remains with the decentralized infrastructure operators, while providing for the option of administrative, financial, legal, and compliance support functions being delegated to a third party under the collective oversight of the infrastructure operators. Structured dispute resolution procedures and change management processes further reinforce accountability, resilience, and long-term sustainability of the decentralized trust infrastructure.

## 3. Decentralized Trust Infrastructure

A decentralized trust infrastructure can be implemented in multiple ways. A decentralized trust infrastructure provides secure and verifiable identity management and business process execution services. It's goal is to enable fully automated multi-party business processes.

This reference framework document assumes that such a trust infrastructure is formed by a group of independent business entities, each of which runs a specific software stack that can run in the cloud or within the business entity's campus. This software stack is considered to be a trust infrastructure node or "node" for the purposes of this document.

The business entity operating a node is a decentralized trust infrastructure node operator or "Operator" for the purposes of this document.

The decentralized Trust Infrastructure must be designed to operate securely under the assumption that some nodes may act in a malicious or non-compliant manner.

## 4. Operators Group

The Operators must cooperate with one another as a group of business entities to ensure that the decentralized trust infrastructure is functional, secure and robust at all times. This document lays out the reference framework of governance that can be used by the Operators to cooperate as an "Operators Group".

Any business entity can be an Operator in the Operators Group so long as it meets defined requirements both during the onboarding to the Operators Group and in its ongoing operation of its node. This document lays out the rules by which the Operators Group is governed and operates.

### *Definition*

The Operators Group ("**Operators Group**") is a group of business entities that operate the decentralized trust infrastructure nodes acting in concert and that collaborate through structured participation and regularly scheduled meetings for the purpose of coordinating and managing the activities of the group. It is a decision-making body.

### *Mission*

The mission of the Operators Group is to ensure the continued and sustainable long-term strategy and operation of the decentralized trust infrastructure and the services it delivers.

### *Authority*

The Operators Group has the power to prevent unacceptable risk to the operation of the decentralized trust infrastructure, resolve disputes among the Operators, and set rules — while maximizing the transparency of its decision-making to the general public and the consensus among its members.

### *Membership*

The Operators Group comprises only decentralized trust infrastructure node operators. There is only one class of membership of the group. All Operators are members and all members of the Operators Group are Operators.

## 5. Rights and Obligations of Operators

Operators are obligated to participate in a cooperative, productive, and equitable manner in all discussions, voting, and decision-making in the Operators Group to realize the Operators Group's mission.

Operators are collectively accountable to all other Operators to operate according to the following goals:

- Make informed and fair decisions on high-risk and high-impact issues
- Guarantee autonomy through transparency and accountability, including actively communicating proposals, decisions, using appropriate communication
- Coordinate the decentralized trust infrastructure's operations, resources, and shared services
- Guarantee the decentralized trust infrastructure's availability, security, performance, and equitable accessibility to all entities utilizing its capabilities and resources.

All Operators are considered equal in terms of rights and obligations.

## 6. Operator Onboarding

### *Onboarding New Operators*

For a business entity to become an Operator, it applies to the Operators Group Leadership. In its application, it must demonstrate its ability to meet the obligations of being an Operator. The Operators Group will then collectively review the application and make its decision in accordance with the decision-making process set out in this document.

### *Offboarding Operators*

Should an Operator not fulfill its obligations, and no remedy can be found to the satisfaction of the remaining Operators within a specified period, the Operator will be considered delinquent and will be removed from the Operators Group. It will be required to shut down its node immediately.

## 7. Operators Group Leadership

The Operators Group is led by one representative from each two Operators. The Group Leaders are elected by the Operators once a year.

The Group Leaders are responsible for facilitating collaboration among the Operators and for ensuring that all meetings are organized in a transparent manner. They also ensure that meeting agendas and minutes are prepared and published to all members in a timely manner.

The role of the Group Leaders is operational and facilitative in nature and does not confer any special voting rights or decision-making authority.

The Operators Group Leaders also constitute the Arbitration Committee that intervene as defined in the process defined by the Operating Agreement 3: [Decision Member Dispute Resolution](#).

## 8. Activities

The activities and responsibilities set forth in this Section define the scope of duties, obligations, and accountabilities assumed by the Operators Group.

Certain activities, including without limitation financial, legal, regulatory and reputational obligations, may, for practical and operational reasons, be delegated to MPLIFY or, alternatively, to an independent third party duly appointed by the Operators Group. Any such delegation shall be subject to prior approval, continued oversight, and periodic review by the Operators Group, and shall not relieve the Operators Group of its ultimate governance authority and supervisory responsibility.

Strategic and operational responsibilities are retained by the Operators Group.

| Area                             | Activity                                                                                                                                                                 | Delegated to 3rd Party | Retained by the Operators Group |
|----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|---------------------------------|
| <b>Governance &amp; Strategy</b> | Trust Infrastructure strategy definition and periodical review                                                                                                           | —                      | ✓                               |
|                                  | Governance framework and internal governance rules and operating procedures                                                                                              | —                      | ✓                               |
|                                  | Admission / removal of node operators                                                                                                                                    | —                      | ✓                               |
|                                  | Delegation scope definition and revocation                                                                                                                               | —                      | ✓                               |
|                                  | Maintaining and distributing guidelines and processes for onboarding and offboarding members                                                                             | —                      | ✓                               |
|                                  | Structuring and coordinating regular Operators Group meetings                                                                                                            | —                      | ✓                               |
|                                  | Defining and launching Working Groups to address specific challenges or create new policies as identified in proposals to the Operators Group by Operators Group members | —                      | ✓                               |
|                                  | Addressing potential conflicts of interest between Operators Group members                                                                                               | —                      | ✓                               |

|                                          |                                                                                                                                                                                            |                    |                             |
|------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|-----------------------------|
|                                          | Resolving disputes between Operators Group members                                                                                                                                         | —                  | ✓                           |
|                                          | Reporting decentralized trust infrastructure KPI data to the membership and to MPLIF                                                                                                       | —                  | ✓                           |
|                                          | Addressing and reporting to the 3 <sup>rd</sup> reference party (e.g. MPLIFY) substantial execution challenges with material, financial or reputational impact and defining an action plan | —                  | ✓                           |
|                                          | Addressing any other topics that have the potential to materially affect the operation of the decentralized trust infrastructure                                                           | —                  | ✓                           |
| <b>Operational</b>                       | Defining, modifying, and implementing the decentralized trust infrastructure and its architecture                                                                                          | —                  | ✓                           |
|                                          | Day-to-day administrative operations                                                                                                                                                       | —                  | ✓                           |
|                                          | Coordination support for trust infrastructure activities                                                                                                                                   | —                  | ✓                           |
|                                          | Definition of operational priorities                                                                                                                                                       | —                  | ✓                           |
| <b>Financial</b>                         | Annual budget preparation and execution                                                                                                                                                    | ✓                  | Oversight & approval        |
|                                          | Financial accounting and bookkeeping                                                                                                                                                       | ✓                  | —                           |
|                                          | Financial reporting to members                                                                                                                                                             | ✓                  | Review & validation         |
|                                          | Approval of budget and extraordinary expenses                                                                                                                                              | —                  | ✓                           |
| <b>Legal</b>                             | Administrative legal support                                                                                                                                                               | ✓                  | —                           |
|                                          | Management of contracts approved by Operators Group                                                                                                                                        | ✓                  | Contract approval authority |
|                                          | Engagement of external legal counsel                                                                                                                                                       | ✓<br>(operational) | Strategic direction         |
|                                          | Legal liability and fiduciary responsibility                                                                                                                                               | —                  | ✓                           |
| <b>Regulatory &amp; Compliance</b>       | Management of Monitoring applicable regulations                                                                                                                                            | ✓                  | —                           |
|                                          | Preparation of compliance documentation                                                                                                                                                    | ✓                  | Validation & accountability |
|                                          | Definition of compliance strategy                                                                                                                                                          | —                  | ✓                           |
| <b>Reputational &amp; Communications</b> | Administrative and operational communications                                                                                                                                              | ✓                  | Validation/Approval         |
|                                          | Management of public materials and events                                                                                                                                                  | ✓                  | Strategic positioning       |
|                                          | Trust Infrastructure brand ownership and positioning                                                                                                                                       | —                  | ✓                           |

## 9. Reporting

The Operators Group Leaders will publish meeting minutes on a regular basis to Operators Group members.

The Operators Group Leaders are responsible for updating Operator Group members on the state of the decentralized trust infrastructure status and its operations on a regular basis.

The Operators Group must publish results against KPIs at a cadence that matches the results update schedule laid out in the KPI process. The operation of the decentralized trust infrastructure will be judged by the Operators Group based on these metrics.

The Operators Group will be responsible for setting the standards for data collection and reporting for decentralized trust infrastructure KPIs and related reporting.

Where those standards do not currently exist, it will form Operators Group Working Groups to create those standards. The output of those Working Groups will be put forward as formal proposals; decisions on those proposals follow the decision-making process.

The Operators Group may be required to stand up new data systems in order to meet its aim of providing transparency or accountability.

## 10. Decision Making

### *Proposal Submission*

- The Operators Group decision-making process is triggered when a proposal is submitted to the Operators Group by an Operators Group member via email, defined by the Operators Group, and using a template supplied by the Operators Group.
- Proposals will be addressed at the next scheduled Operators Group meeting that will take place at least 8 days before the scheduled meeting
- Proposals must be acknowledged in writing to the requester by one of the Operators Group Leaders or her/his designee before the next Operators Group meeting following the proposal submission.
- Operators Group Leaders shall include all newly submitted proposals on the agenda for the regular Operators Group meeting, where they shall be discussed. The Operators Group meeting agenda shall be published at least 7 days in advance of the meeting.
- Proposals that require material resources should include a work plan, including what the proposal requires from the Operators Group. At the beginning of each regular Operators Group meeting, the Operators Group Leaders may open a call for late contributions

### *.Decision Making Process Principles, Forum, and Participation*

- Decision-making takes place in the Operators Group forum regular meetings and is based on the principle of the absence of strong disagreement and transparency ("rough consensus").

- Decision Quorum: No decision-making by the Operators Group is possible if less than two-thirds of the total number of Operators Group members are present (in person or remotely) during an Operators Group meeting. Where two-thirds of total Operators Group membership is not an integer, follow usual rounding rules to find the number of representatives that must be present.
- Strong Disagreement is defined as at least 33% of the total number of Operators Group representatives objecting to a proposal either verbally in an Operators Group meeting or in writing to the Operators Group at least 24 hours prior to an Operators Group meeting. Where one-third of total Operators Group membership is not an integer, usual rounding rules will be followed to find the number of representatives that must disagree for strong disagreement to be established.
- An initial objection qualifying as strong disagreement can be made to the Operators Group either in writing before the start of the meeting or during the Operators Group meeting when the relevant proposal is discussed.
- Within legal and regulatory boundaries, decisions on all proposals are published to all Operators Group members including the discussion around the proposal.

### *Decision-Making Process*

The decision-making process is defined in Operating Agreement 1: [Decision-Making Process](#).

### *Decision-Making Exceptions*

If all attempts to resolve strong disagreement have failed, the Operators Group shall make a Decision-Making Exception and follow the process in the Operating Agreement 2 - Decision-Making Exception .

## **11. Dispute Resolution**

For all disputes that are judged by the Operators Group Leaders not to have legal, compliance, or regulatory impact, parties to the dispute must first try to reach a resolution without the Operators Group following the steps laid out below. If those efforts fail, they can formally request the Operators Group to intervene, per the process defined by the Operating Agreement 3: [Decision Member Dispute Resolution](#).

## **12. Change Management**

### *Modifying the Governance Framework*

Where the governance framework needs to be amended, there will be a month-long design sprint to produce a new draft of the Governance Framework. This will start within 30 days of a proposal to modify the Operations Framework that has been voted on and accepted by the Operators Group. This design sprint will be led by an Operators Group Working Group composed of an uneven number of Operators Group member representatives (one individual representative per Operators Group member).

## *Modifying Operating Agreements*

Operating Agreements attempt to put forth a predictable process for common decentralized trust infrastructure operations which may need to be modified as edge cases become apparent.

Therefore, Operating Agreements may be added or modified through proposals to the Operators Group.

### **Operating Agreement 1 - Decision-Making Process**

The decision-making process in the Operators Group takes the following form:

- At an Operators Group meeting, the person making a proposal (the “proposer”) will present their proposal to those present at the meeting. The time allotted to this presentation will be determined by the Operators Group Leaders.
- After the proposal is presented, there will be a period for feedback from the group. The time allotted to feedback will be determined by the Operators Group Leaders.
  - The proposer is encouraged to accept as much of the feedback as possible without interfering with the intent of their proposal.
  - The feedback may be accepted right away; in this case, the proposer will alter their proposal in real-time and publish these alterations following the meeting.
- After the feedback, the proposer may ask the group:
  - To move forward with the proposal (including alterations, if applicable);
  - For additional time to alter and resubmit the proposal at a later date; or
  - To disregard the proposal, at which point the proposal will no longer be considered for passage.
- If the proposer asks the group to move forward with the proposal, the Operators Group Leaders will ask the group if there is a strong disagreement.
  - If there is no strong disagreement as defined above, the proposal will move forward.
  - If there is strong disagreement as defined above, the proposer will be asked whether they are willing to form a Working Group with the members that have raised the strong disagreement to create a new proposal incorporating the objections.
    - If yes, it will be up to the Working Group to alter and resubmit the proposal.
    - If not, the participants of the Operators Group meeting where the strong disagreement is raised and initially discussed will determine an adequate time frame when a counter-proposal has to be submitted to the Operators Group.
      - After submission of the counter-proposal, the Operators Group creates a working group to find a compromise proposal.
        - If the working group can find a compromise proposal, the compromise proposal is submitted as a new proposal.
        - If the working group cannot create a compromise proposal, the Operators Group initiates a [Decision Making Exception](#).



## Operating Agreement 2 - Decision-Making Exception

If all attempts to resolve strong disagreement have failed, the Operators Group shall make a Decision-Making Exception. A Decision-Making Exception is defined and handled in the following way:

- Decision-Making Exceptions deal only with “exceptional proposals”. Exceptional proposals are defined as proposals that meet the Operators Group Decision-Making criteria in the categories defined under Operating Agreement: Decision-Making Process and where Strong Disagreement on a proposal cannot be resolved.
- Decision-Making Exceptions require two-thirds of Operators Group members to be represented (either in person or remotely) during the decision-making process. Where two-thirds of total Operators Group membership is not an integer, the usual rounding rules will be followed to find the number of representatives that must be present.
- During Decision-Making Exceptions, the Operators Group Leaders may choose to present the following:
  - Accept the original proposal;
  - Accept the counter-proposal; or,
  - Reject both proposals
- Decision-Making Exceptions only pass if two-thirds of the total number of Operators Group representatives vote in unison. In the absence of this, all proposals will be rejected. Where two-thirds of the total number of Operators Group representatives is not an integer, the usual rounding rules will be followed to find the number of representatives that must vote in unison.

## Operating Agreement 3 - Member Dispute Resolution

For all disputes that do not have legal, compliance, or regulatory impact, parties to the dispute must first try to reach a resolution without the Operators Group following the steps laid out below. If those efforts fail, they can ask the Operators Group to intervene, per the [Formal Dispute Resolution Process](#).

This Operating Agreement is intended to define:

1. What a Dispute is in the context of the decentralized trust infrastructure
2. How the scope of a dispute can be defined
3. Who should be involved in dispute resolution
4. At what time the dispute resolution process should start
5. The Dispute Resolution Process.

The following states the guiding principles for the Dispute Resolution Agreement:

1. Any dispute between members or groups has the potential to have an decentralized trust infrastructure wide impact.
2. Disputes have to be resolved in a timely manner to avoid a wider impact.
3. Disputes should be resolved with the members and groups involved, and if that is not possible, a clear, easily understandable, and transparent process that brings in increasing levels of support as needed has to be in place.
4. All parties in a dispute have to be carefully listened to, be heard, and treated fairly and with the utmost respect.
5. The Dispute Resolution Process has to be respectful, participatory, fair, and transparent
6. The Dispute Resolution Process has to comply with all eligible laws and regulations.

### *Dispute Definition*

1. A dispute is an unresolved conflict between
  - a. two or more members within Operators Group ("internal conflict")
  - b. or between Operators Group members and other parties where at least one party is from the Operators Group and the other party(ies) are from outside of the Operators Group ("external conflict")
2. The scope of a dispute is determined by the following criteria:
  - a. Performance as measured in KPIs
  - b. Reputation as measured by reputational risk for decentralized trust infrastructure overall
  - c. Legal and Regulations as based on applicable local jurisdictional laws
  - d. The number and organizational placement of the dispute parties within the Node Operators Group, and the outside world

- e. The potential impact of the dispute with regard to decentralized trust infrastructure overall

Disputes of Type 1.b may require exceptional dispute resolution facilities. The Operators Group has significant latitude to accommodate these, see point 2 under Formal Operators Group Dispute Resolution Authority below.

#### *Informal Dispute Resolution before Operators Group Involvement*

All Operators Group members must first attempt to resolve any dispute without legal, compliance, or regulatory impact amicably, and collaboratively amongst the parties involved. If this is unsuccessful, the parties involved must request mediation from individuals inside the Operators Group or outside the Operators Group. If no informal resolution can be reached through these channels, a formal Operators Group dispute resolution request can be submitted to the Operators Group by one or all of the parties involved.

#### *Formal Operators Group Dispute Resolution Authority*

1. Any member or group within the Operators Group that is asked to help mediate a conflict can be involved in this dispute resolution process.
2. If any dispute arises within Operators Group with legal, compliance, or regulatory impact, the Operators Group member(s) observing or taking part in that dispute must refer it to the Operators Group within 24 hours to begin a resolution process. The Operators Group Leaders will be empowered to bring in the impacted entities and the appropriate legal or regulatory representation. Depending on the advice of legal and regulatory counsel, an extraordinary resolution process that does not follow the steps laid out below may be initiated, as it may fall outside of the scope of the Operators Group's mandate.
3. Any other disputes that have not been informally resolved are addressed by the Operators Group Arbitration Committee which is formed by Operators Group Leaders.
4. The Operators Group Arbitration Committee
  1. is non-permanent
  2. is formed within 24 hours by the Operators Group Leaders after a formal dispute resolution request as defined below has been made to the Operators Group
5. The Arbitration Committee may require additional members if entities outside of the Operators Group are impacted. The exact number of additional Arbitration Committee members of affected committees and groups will be determined based on the scope of the dispute resolution request as defined above.

#### *Formal Dispute Resolution Process*

1. The Dispute Resolution Process, as laid out below, is generally public unless one or more impacted parties request a confidential proceeding. The Arbitration Committee is required to

ascertain at the beginning of the proceedings if the involved parties want to keep the process confidential.

2. In all disputes not involving extraordinary regulatory, legal, or compliance risk, an internal Operators Group announcement regarding the resolution of the dispute will be released. The determination of the content of the messaging to Operators Group regarding the resolution of the dispute will be agreed upon by the disputing parties.
3. Every member ("Requester") can submit a formal request (the "Filing") for dispute resolution, either on their own behalf or for other entities within the Operators Group. The Filing must be detailed and include at minimum the description of the dispute with supporting data, the involved counterparties, and the potential dispute impact, and at least one dispute resolution proposal.
4. Each Filing is forwarded to all mentioned counterparties in the dispute mentioned in the formal request and reviewed by the Arbitration Committee to determine if all efforts at informal arbitration have been made. And if not, refer the Filing back to the requester.
5. The counterparties mentioned in the Filing can file a formal request response (the "Response") with proof documents and a counter proposal with the Arbitration Committee at any point up until the parties and the Arbitration Committee meet for deliberation (see point 6 below) if it has not already been filed.
6. Similar to the Filing, the Arbitration Committee and the Requester are notified of and can review the Response.
7. There will have to be a digital and/or physical deliberation forum where the counterparties can be asked questions by the Arbitration Committee and engage in a dialogue on the Filing and its Response and possible resolution for a set period of 1 week.
8. If during the deliberation period a resolution is reached, all counterparties and the Arbitration Committee have to sign the dispute resolution ("the Resolution").
9. It is the responsibility of the Arbitration Committee and the impacted parties to ensure faithful implementation of the agreed-upon dispute Resolution.
10. The parties must agree that if after going through this process and an amicable resolution is not reached, they must abide by whatever resolution is issued by the Arbitration Committee.
11. If one or more of the impacted parties feel that they were not treated fairly at any point during the dispute resolution process, they can suspend the arbitration process and file a formal complaint to the Operators Group. The Operators Group has to review and rule on the formal complaint within 72 hours. If the formal complaint is rejected, the dispute resolution process resumes. If the formal complaint is accepted, it is the responsibility of the Operators Group to find and implement remediation of the formal complaint that is acceptable to all impacted parties. After the implementation of the remediation of the formal complaint, the formal dispute resolution process continues.

Dispute resolution will be handled by the Operators Group Arbitration Committee.

## 13. Contributors

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## Decentralized Trust Infrastructure Governance – Reference Framework