

HSuite DUNA Governance Roadmap

Version: 0.1 — Public Draft

Status: Transitional governance roadmap

Board composition: 9 members

Decision threshold: 5 affirmative votes

Transition target: March 31, 2027

1. Purpose

The HSuite DUNA provides the legal and institutional structure through which HSuite can coordinate community initiatives, education, ecosystem participation, treasury stewardship, and the transition toward broader governance.

The DUNA is the entity. The governance model defines how that entity is governed.

The DUNA does not replace the HSuite protocol or its technical infrastructure. It creates an accountable framework for participation, stewardship, and documented decision-making around the ecosystem.

2. Governance principles

HSuite's governance roadmap is guided by six principles:

1. **No unilateral control** — no individual Board member may approve or execute a Board decision alone.
2. **Documented authority** — roles, approvals, delegations, and material decisions must be recorded.
3. **Distributed approval** — Board decisions require the established multi-member threshold.
4. **Conflict transparency** — actual, potential, and perceived conflicts must be disclosed and managed.
5. **Mission-aligned treasury stewardship** — resources must support HSuite's nonprofit and ecosystem purposes.
6. **Progressive participation** — Board authority should narrow as the governance model becomes operational.

3. DUNA, governance, and protocol

These three layers have distinct roles:

- **DUNA:** the legal and institutional entity for community coordination, education, ecosystem programs, treasury stewardship, and governance administration.

- **Governance model:** the rules and processes for proposals, participation, voting, delegation, execution, and accountability.
- **HSuite protocol:** the technical network, infrastructure, products, and services that enable builders and applications.

Administrative work performed by the DUNA does not make the Board the permanent technical controller of the protocol.

4. Transitional Board

The HSuite DUNA Transitional Board consists of **nine members**.

Its purpose is to move HSuite from informal coordination toward a documented, auditable, and participatory governance structure. The Board is a stewardship and transition body, not the permanent final governance authority of the ecosystem.

The Board's mandate includes:

- maintaining an authority map;
- overseeing mission-aligned treasury stewardship;
- establishing membership and voting rules;
- defining proposal, approval, execution, and reporting processes;
- maintaining conflict-of-interest procedures;
- supporting community, education, and ecosystem initiatives;
- preparing the handover to the broader governance model.

5. Decision-making: 5 of 9

A Board decision requires at least **five affirmative votes from the nine Board members**.

This threshold applies to ordinary Board decisions and Treasury authorizations unless a governing document establishes a stricter requirement for a specific category of action.

Every material decision should produce a clear record containing:

- the matter considered;
- the date of the decision;
- the approvals received;
- any declared conflict or abstention;
- the resulting action or implementation evidence.

No signature, transaction, or technical action replaces the underlying approval required by the governance process.

6. Conflict-of-interest rules

Board members must act in the best interests of the HSuite DUNA and its mission.

When an actual, potential, or perceived conflict exists:

1. the member must disclose it before deliberation or approval;
2. the disclosure must be recorded in the Decision Log;
3. the conflicted member may provide factual information when requested;
4. the conflicted member must not vote on the affected matter;
5. approval still requires **five affirmative votes from non-conflicted Board members**;
6. if five non-conflicted approvals are not available, the matter must be deferred or submitted to an independent review process.

These rules apply especially to related-party payments, grants, compensation, commercial arrangements, Treasury transactions, and decisions involving entities connected to a Board member.

7. Treasury stewardship

The Treasury is held and administered for mission-aligned purposes. It is not the personal property of Board members, token holders, contributors, or service providers.

Treasury resources may support areas such as:

- protocol and ecosystem development;
- infrastructure and operational continuity;
- community education and engagement;
- grants and builder programs;
- security, audits, and professional services;
- partnerships and initiatives consistent with the DUNA's mission.

Treasury activity should follow documented approvals, role separation, appropriate security controls, and an auditable record from decision to execution.

8. Membership and voting participation

Token ownership, DUNA membership, and voting participation are distinct concepts.

- **Token holder:** a person or entity that holds HSUITE tokens.
- **Member:** a participant who meets the eligibility and validation requirements established by the DUNA's governing rules.
- **Voting participant:** an eligible member authorized to participate in a specific governance decision under the applicable voting and record-date rules.

Holding HSUITE tokens does not, by itself, create legal membership, voting rights, profit rights, dividend rights, or a claim on Treasury assets.

The membership framework will define eligibility, validation, participation rights, record dates, dispute procedures, and the relationship between token-based participation and legal membership.

9. Transparency and accountability

The Board will maintain a Decision Log for material governance and Treasury decisions.

The public transparency model should provide understandable summaries of material decisions while protecting security-sensitive, personal, contractual, and operational information.

The governance record should connect:

proposal → review → conflict disclosure → approval → execution → evidence

This creates accountability without exposing keys, security procedures, confidential agreements, or personal data.

10. Limits on Board authority

The Transitional Board must not:

- become a permanent unelected control layer;
- allow a single member to control decisions or Treasury actions;
- override the governance model after authority has been transferred;
- create undocumented economic rights or claims against the Treasury;
- use resources for non-mission-aligned or undisclosed purposes;
- represent HSuite governance as fully decentralized before the relevant processes are operational.

Board authority should become narrower as membership, proposals, voting, and accountable execution move into the broader governance model.

11. Transition roadmap

Phase 1 — Governance foundation

- formally confirm the nine-member Board;
- record responsibilities and conflict disclosures;
- maintain the authority map and Decision Log;
- operate the 5-of-9 approval process.

Phase 2 — Participation framework

- publish membership and voting eligibility rules;
- establish participant validation;
- define proposal, discussion, voting, and delegation processes;
- implement record-date or snapshot procedures where applicable.

Phase 3 — Operational governance

- activate the initial governance workflow;
- connect approvals to execution and evidence;
- publish community-facing governance reporting;
- review Board authority and delegations.

Phase 4 — Handover or sunset

The current transition target is **March 31, 2027**. Before that date, the Board should publish a transition assessment and recommend one of the following:

- sunset the Transitional Board;
- narrow its remaining responsibilities;
- transfer responsibilities to the operational governance model;
- propose a limited extension with a defined scope, justification, and end date.

Any extension should be approved through a documented governance process.

12. Our direction

HSuite is building a governance system in which authority is explicit, approvals are distributed, conflicts are visible, and execution can be connected to an auditable decision trail.

The objective is not decentralization by declaration. It is accountable governance demonstrated through rules, participation, and verifiable operations.

The DUNA is the entity. The governance model defines how that entity is governed.

Important information

This roadmap is provided for community education and governance transparency. It describes HSuite's current transitional governance direction and does not replace the DUNA's governing documents. It is not legal, tax, financial, or investment advice. It does not create any right to profit

distributions, dividends, investment returns, membership, voting participation, or Treasury assets. Membership and voting participation remain subject to the applicable governing rules and validation processes.