

Open Device Alliance Records Retention Policy

Adopted under ODA Bylaws §14.3

Document ID	ODA-POLICY-RECORDS RETENTION POLICY-001
Version	1.0.1 — Ratified
Status	Ratified
Adopted by	ODA Board (2026)
Authority	ODA Bylaws §14.3
Effective date	2026-07-09
Next review	2027-07-01 — annually
Policy owner	Alliance Secretary (Board oversight)
Related documents	ODA-POLICY-ANTITRUST-001 ODA-POLICY-INTELLECTUAL PROPERTY RIGHTS-001 ODA-POLICY-CODE OF CONDUCT-001 Bylaws Article VI Bylaws §6.3 Bylaws §7.2 Bylaws §14.3
Supersedes	N/A

ARTICLE I: PURPOSE AND SCOPE

1. Purpose and Scope

1.1 Purpose

The Open Device Alliance (the “Alliance”) creates, receives, and maintains records as a standards development organization, a device certification body, and a Texas nonprofit corporation. Managing those records well — keeping them as long as they are needed and disposing of them securely when they are not — is essential to the Alliance’s legal compliance, governance integrity, and operational efficiency. This Records Retention Policy (the “Policy”) sets mandatory minimum retention periods for all categories of Alliance Records, defines storage, access, and secure-disposal procedures, and states the obligations of everyone who creates or manages Alliance Records. It applies to records in every format — paper, electronic, audio, video, or otherwise.

1.2 Scope

This Policy covers all records created, received, or maintained by Alliance Directors, officers, staff, contractors, and Working Group / Task Group participants in their Alliance activities, in every format (including email, messages, recordings, files, databases, and data held in cloud or third-party platforms), and records held by member organizations on the Alliance’s behalf. It does not govern records that are the sole property of a member and relate solely to that member’s internal business, even if created in connection with Alliance participation.

1.3 Authority

This Policy is adopted under Alliance Bylaws §14.3 and is administered by the Alliance Secretary. Where this Policy conflicts with applicable law or the Bylaws, the law and the Bylaws control.

ARTICLE II: DEFINITIONS

2. Definitions

Alliance Record — Any document, file, communication, or data created, received, or maintained by the Alliance or any person acting in an Alliance capacity that relates to Alliance activities, governance, finances, technical work, or legal obligations. Alliance Records are the property of the Alliance wherever stored.

Retention Period — The minimum time an Alliance Record must be kept before disposition, measured from the Triggering Event for its category in Appendix A. Records are kept for the full period even if they appear to have no current operational value.

Triggering Event — The event that starts the retention clock — a document's date, the end of a fiscal year, the end of a contract, the end of membership, or the resolution of a proceeding — as specified per category.

Disposition — The final action at the end of a Retention Period: secure destruction, or permanent preservation in the Alliance archive.

Legal Hold — A suspension of normal disposition for records relevant to pending or anticipated litigation, investigation, audit, or other proceeding. Held records are preserved until counsel lifts the Hold.

Vital Record — A record essential to resuming or continuing operations after a disaster, receiving enhanced protection and backup.

Responsible Custodian — The person responsible for a category of records, as identified by the Alliance Secretary.

Transitory Material — Exact duplicates, superseded working drafts with no independent value, routine scheduling messages, and personal notes. Transitory Material is not an Alliance Record to be maintained and may be discarded when superseded or no longer useful.

ARTICLE III: RECORDS TO BE MAINTAINED AND RETENTION PRINCIPLES

3. Records to Be Maintained and Retention Principles

3.1 Records the Secretary Maintains

Under Bylaws §14.3(a), the Alliance Secretary maintains complete records of the Alliance, including the Certificate of Formation and current Bylaws; minutes of all Board, committee, and General (member) meetings; records of Board and member votes; membership records (names, class, contact information, dues status); financial records and accounting books; tax returns and related correspondence; insurance policies and indemnification records; IPR disclosures and patent licensing agreements; and Working Group documents and specifications. The full schedule, with examples and periods for these and all other categories, is in Appendix A.

3.2 Retention Principles

The following principles govern all retention decisions and reflect Bylaws §14.3(b):

- **Seven-year floor.** Every Alliance Record is retained for a minimum of seven (7) years unless a longer period applies. Only Transitory Material may be discarded sooner.

- **Financial and tax records in perpetuity.** Accounting books, financial statements, tax filings, and related correspondence are retained permanently.
- **Permanent governance records.** Formation documents, Bylaws, minutes of Board, committee, and member meetings, ratified specifications, and certification records are retained permanently.
- **Legal Hold supersedes the schedule.** A record under a Legal Hold is preserved regardless of its listed period (Article VII).
- **Law controls; when in doubt, retain.** Where law requires a longer period, the legal requirement governs; uncertain records are not destroyed without the Secretary's confirmation.

ARTICLE IV: STORAGE AND SECURITY

4. Storage and Security

4.1 Official Repository

The Alliance Secretary designates and maintains one or more official repositories — at the Alliance's principal office, in a designated electronic document-management platform, or with a designated records-management service. All Alliance Records are stored in, or linked from, the official repository, which must be protected against unauthorized access, backed up at least weekly (electronic) with copies in a geographically separate location, organized under a consistent naming convention, and subject to access logging for sensitive records.

4.2 Electronic Records

Electronic records — email, cloud documents, database records, files on shared platforms — are managed with the same discipline as paper. Records must reside in the official repository or a designated system of record, not solely on personal devices, local drives, or personal cloud accounts. Substantive email (governance decisions, legal matters, contract negotiations, technical specifications) is saved to the repository when created or received. The Alliance does not use personal email, personal messaging apps, or consumer-grade storage as primary repositories. When a person's role ends, the Secretary ensures their Alliance Records are transferred to the repository before access is revoked.

4.3 Vital Records

Vital Records — the Certificate of Formation and Articles, all Bylaws versions, Board and member minutes, all ratified Specifications, the ODA Certified registry, current banking information, and active contracts and insurance policies — are maintained in at least two separate physical or geographic locations, with integrity and accessibility verified at least annually.

4.4 Confidential Records

Records designated confidential under the Code of Conduct, IPR Policy, or other policies are stored with controls matched to sensitivity: highly confidential records (legal advice, personnel matters, IPR dispute and investigation files) are limited to the Secretary, Board Chair, and counsel, encrypted when electronic; confidential records (non-public draft specifications, financial records, contribution papers) are limited to staff and relevant participants on a need-to-know basis; internal records (minutes, general correspondence) are available to members but not published without Board approval.

ARTICLE V: ACCESS TO RECORDS

5. Access to Records

Consistent with Bylaws §14.3(c): Board members and authorized staff have access to records appropriate to their roles. Members may request access to Alliance records on reasonable notice, except for privileged attorney-client communications and personnel records, which are not subject to member access. Requests are made to the Alliance Secretary, who responds within a reasonable time and may set conditions to protect confidential or sensitive information. Public records — ratified specifications, the patent disclosure summary, membership and governance information published by the Alliance — are available without a request.

ARTICLE VI: DISPOSITION

6. Disposition — Destruction and Archiving

6.1 Review Before Disposition

Before any record is destroyed or permanently archived, the Secretary or Responsible Custodian confirms that the Retention Period has been met by reference to the Triggering Event (not merely the document's age); that no Legal Hold covers the record; that the record is not subject to an ongoing audit, investigation, or dispute; and that no other legal or contractual obligation requires further retention. Records that fail any check are retained until all holds and obligations are resolved.

6.2 Secure Destruction

Records approved for destruction are destroyed so that recovery is impossible: paper by cross-cut shredding or certified-vendor incineration (with a certificate of destruction retained seven years); electronic records by secure overwrite, cryptographic erasure, or physical destruction of the medium (deletion to a recycle bin is insufficient); and cloud records by deletion plus provider confirmation that backups are purged where available. Records containing personal data, financial account data, or privileged communications are always destroyed by secure methods. Destruction may proceed only when no litigation or investigation is pending (Bylaws §14.3(d)).

6.3 Permanent Archiving

Records marked Permanent are transferred to the Alliance archive in a durable, readable format (e.g., PDF/A or open data formats), indexed with metadata for future retrieval, backed up in at least two locations, and reviewed every five (5) years for continued readability and format migration.

6.4 Destruction Log

The Secretary maintains a Destruction Log recording, for each disposition, the record category and description, the Triggering Event and period applied, the date and method of destruction, and the person who authorized and carried it out (Bylaws §14.3(d)). The Destruction Log is itself a permanent record.

ARTICLE VII: LEGAL HOLD

7. Legal Hold

7.1 Triggering a Hold

A Legal Hold is issued whenever the Alliance receives notice of, or reasonably anticipates, litigation, a government investigation or regulatory inquiry, a formal dispute or arbitration, or any other proceeding in which Alliance Records may be relevant evidence. Any Director, officer, or staff member aware of such circumstances notifies counsel and the Board Chair within two (2) business days.

7.2 Issuing and Managing a Hold

On determining a Hold is required, counsel issues a written Legal Hold Notice identifying the records covered, the custodians, and the prohibition on destruction; distributes it to all relevant custodians within two (2) business days; records and confirms acknowledgements; and periodically reminds custodians while the Hold is in effect.

7.3 Lifting a Hold

A Hold remains until counsel issues a written release, which follows full resolution of the underlying matter, including exhaustion of appeal periods. After release, the normal schedule resumes and any records past their period may be disposed of under Article VI.

ARTICLE VIII: RESPONSIBILITIES

8. Responsibilities

8.1 Alliance Secretary

The Secretary administers this Policy: maintaining and updating the Appendix A schedule to reflect current law; designating and maintaining the repository and backups; coordinating the annual records review and disposition; maintaining the Destruction Log and Legal Hold register; advising participants; ensuring departing personnel transfer records before access ends; and reporting to the Board annually on records management, active Legal Holds, significant dispositions, and recommended updates.

8.2 Board of Directors

The Board approves this Policy and material amendments, ensures adequate resources for records infrastructure, acts on the Secretary's annual report, and decides disposition of any record category not contemplated in Appendix A.

8.3 All Participants

Everyone who creates, receives, or maintains Alliance Records stores them in the official repository or an approved system; does not destroy any record outside this Policy; complies immediately with Legal Hold Notices; notifies the Secretary of records at risk or relevant to a Hold; and completes any required records-management training.

ARTICLE IX: NON-COMPLIANCE

9. Non-Compliance

Failure to comply — premature destruction, failure to honor a Legal Hold, or failure to transfer records on departure — may result in disciplinary action under the Code of Conduct up to termination of membership; personal legal liability where the conduct amounts to spoliation of evidence; and adverse consequences for the Alliance in litigation or regulatory proceedings where required records are unavailable. Deliberate destruction of records under a Legal Hold is among the most serious violations and may constitute obstruction of justice; anyone aware of such destruction reports it to counsel and the Board Chair immediately.

ARTICLE X: REVIEW AND AMENDMENT

10. Review and Amendment

The Secretary reviews this Policy and the Appendix A schedule annually, or whenever a material change in law or Alliance activity affects retention requirements. Policy amendments require a majority vote of the Board. The Secretary may update the Appendix A schedule with Board approval without a full policy-amendment vote, provided no minimum period is reduced below what applicable law or the Bylaws require.

APPENDIX A: RECORDS RETENTION SCHEDULE

Mandatory minimum retention periods for all categories of Alliance Records. “Permanent” means the record is never destroyed and is transferred to the archive. All periods are minimums; retention begins from the Triggering Event for each category.

Record Category	Examples	Retention (minimum)	Disposition
GOVERNANCE & CORPORATE			
Incorporation & Formation	Certificate of Formation, registered-agent filings	Permanent	Archive
Bylaws	All versions and approval resolutions	Permanent	Archive
Board Minutes & Votes	Minutes, resolutions, attendance, Board vote records	Permanent	Archive
Committee Meeting Minutes	Board committee (Governance, IPR, Antitrust, Audit) minutes and votes	Permanent	Archive
Member / General Meeting Minutes	Annual and special member meeting minutes and votes	Permanent	Archive
WG / TG Records	Working/Task Group minutes, materials, and presentations	7 years	Destroy
Officer & Director Records	Election, resignation, conflict-of-interest disclosures, indemnification records	7 yrs from termination	Destroy
Membership Records	Member register (names, class, contact, dues status); admission/suspension/termination	Permanent (register); 7 yrs (individual files)	Archive / Destroy
Policy Documents	All adopted policies and prior versions	Permanent (current); 10 yrs (superseded)	Archive / Destroy
Charters	Committee and WG/TG charters, all versions	Permanent (current); 7 yrs (superseded)	Archive / Destroy
FINANCIAL & TAX — retained in perpetuity per Bylaws §14.3(b)			
Accounting Books & Statements	Ledgers, audited and unaudited annual financial statements, auditor letters	Permanent	Archive
Tax Filings & Correspondence	Form 990, state filings, exemption application, IRS determination letter	Permanent	Archive

Record Category	Examples	Retention (minimum)	Disposition
Annual Budgets	Board-approved budgets and budget-vs-actual reports	Permanent	Archive
Transactional Records	Invoices, receipts, expense reports, bank statements, dues and certification-fee records	7 yrs (see note 5)	Destroy
Grant Records	Applications, awards, reporting, closeout	10 yrs from closeout	Destroy
LEGAL & COMPLIANCE			
Contracts & Agreements	Vendor, member, MoU, NDA	10 yrs from expiry/termination	Destroy
Insurance & Indemnification	Policies, claims, certificates, indemnification records	Permanent (occurrence/indemnification); 10 yrs (claims-made)	Archive / Destroy
Litigation Files	Pleadings, discovery, settlements	10 yrs from final resolution	Destroy
Legal Opinions & Advice	Privileged communications and written opinions	10 yrs from date	Destroy
Regulatory Filings	Texas SOS, IRS, FTC, FCC filings and correspondence	Permanent (final orders); 10 yrs (corr.)	Archive / Destroy
Antitrust Compliance	Training records, completion logs, acknowledgements	7 yrs from completion	Destroy
Legal Hold Records	Hold notices, acknowledgements, release notices	10 yrs from release	Destroy
INTELLECTUAL PROPERTY			
RAND/FRAND Declarations	Signed declarations and commitment letters	Permanent	Archive
Patent Disclosure Register	Disclosure forms and the register itself	Permanent	Archive
Exclusion Notices	Timely and late exclusion submissions	Permanent	Archive
Copyright & Software Records	Specification-text grants, OSS license designations, contributor agreements	Permanent	Archive
Trademark Records	ODA Certified mark registration, renewal, enforcement	Permanent (active); 10 yrs (lapsed)	Archive / Destroy
IPR Dispute Files	Submissions, Committee proceedings, Board determinations	10 yrs from final resolution	Destroy
TECHNICAL & SPECIFICATION			
Ratified Specifications	All versions of specs, test plans, compliance matrices	Permanent	Archive
Device Classification Guide	All versions	Permanent	Archive
Drafts & Contributions	Working drafts, interim versions, contribution papers	7 yrs from ratification / final disposition	Destroy
Certification Records	Applications, test results, certificates, revocations	Permanent (certificates/registry); 7 yrs (test results)	Archive / Destroy
Test Lab Records	Accreditation, methodology, framework	7 yrs from supersession	Destroy
PERSONNEL & HR			
Employment Records	Offer letters, agreements, reviews, termination	7 yrs from termination	Destroy
Payroll & Benefits	Payroll registers, W-2s, retirement and health-plan records	7 yrs from year/plan-year end	Destroy
I-9 Forms	Employment-eligibility verification	7 yrs (Alliance floor; DHS minimum is shorter)	Destroy
Contractor Records	Agreements, 1099s, deliverables	7 yrs from contract end	Destroy
CoC Acknowledgements	Annual Code of Conduct acknowledgement forms	7 yrs from execution	Destroy
COMMUNICATIONS & CORRESPONDENCE			
Governance & Member Correspondence	Communications on governance, policy, votes, membership	7 years	Destroy
Legal Correspondence	Counsel, regulators, adverse parties	10 yrs from date / resolution	Destroy

Record Category	Examples	Retention (minimum)	Disposition
Routine Operational Correspondence	Non-substantive vendor and logistics communications	7 years	Destroy
Transitory / Non-Record Materials	Exact duplicates, superseded working drafts, scheduling messages, personal notes	Not retained as records — discard when superseded	Destroy

Notes on this schedule

- 1. All periods are minimums — records may be kept longer for a legitimate operational, legal, or historical reason.
- 2. A Legal Hold supersedes this schedule; held records are retained regardless of period.
- 3. Applicable law and the Bylaws control — where either requires a longer period, that requirement governs.
- 4. Per Bylaws §14.3(b), all Alliance Records carry a seven-year minimum, and financial and tax records are retained in perpetuity.
- 5. **Board to confirm: whether the perpetuity rule for financial records applies to core books and statements only (with routine transactional documents at the 7-year floor, as scheduled) or to all financial records.**

REVISION HISTORY

Version	Date	Author	Description
1.0.0	2026-05-05	Trevor McLaughlin	Initial adoption. Aligned to Bylaws §14.3; styled to match ODA-POLICY-ANTITRUST-001.
1.0.1	2026-07-08	Trevor McLaughlin	Ratified ODA Code of Conduct