

OSM Board Policy regarding Leave of Absence

Version 1.0

Article 1. An Officer or a Director of the Corporation (hereafter a Board Member) who is temporarily unable to continue her or his board of directors and is in good standing based on board service criteria, may request a leave of absence pursuant to Article 5 of this Policy document.

Article 2. Reasons. Typical reasons for needing to take a period of leave from service to the board of directors include personal health or family health or other family commitments, or transitions in professional status (e.g. relocation), or in case of force majeure.

Article 3. Duration. The Leave of Absence duration is 1 month. A formal note requesting an extension can be submitted for review by the Board. Maximum leave of absence duration is 3 months. After 3 months from the leave effective start date, the board will consider the role vacant. At which time, the board will seek to recruit a replacement to meet the governance needs of the organization pursuant to Section 6.02 of the Bylaws of the Organization.

Article 4. Voting Rights. During a leave of absence, a Board Member may not vote on organizational business for the Corporation nor attend Board meetings. The member is listed in the "Apologies" section of the official Meeting minutes.

Article 5. Procedure. A Board Member shall request a leave of absence sending an official email to the President copied to the Secretary of the Corporation, including in the text the effective start date of the absence period and the reason. The Board Member shall report to the Board (eventually in a separate email to the Secretary or the Full Board) any eventual ongoing and unfinished work/tasks allowing the Board to avoid missing important pending actions.

Article 6. Request acceptance. The Leave of absence request shall be considered as a notification to the Corporation and automatically accepted without any other action required by the Board Member or the Board of Directors.

Article 7. Replacements. The Full Board of Directors and Officers of the Corporation might consider the opportunity to appoint an Interim Department Coordinator, selected between the other members of the Board to temporary fill the vacancy. During the interim mandate the member does not have any additional voting rights and counts as present only for his/her primary role.

Article 8. Order of Precedence. In case of conflict between provisions of this Policy, the order of precedence for conflict resolution in descending order shall be as follows: (i) Bylaws, including amendments; (ii) and (iii) the Policies.

This policy has been adopted by the Board of Directors of Open Source Matters, Inc. with the motion #2017-103 on December 21, 2017 and is published under the Policies section of the organization's website.