

Open Source Matter, Inc. Board Meeting Minutes - May 17, 2010

(approved by unanimous consent at board meeting: 21 June 2010)

Attendees: Steve Burge, Javier Gomez, Robert Deutz, Dave Huelsmann, Ryan Ozimek, Jacques Rentzke, Elin Waring
Absent with notification: Marko Milenovic

I. Meeting Minutes (Jacques Rentzke) **a. Feedback on new format**

Jacques requests feedback from the board regarding the new format of the Meeting Minutes. Confidential, privileged or legal details will not be included in the Minutes.

Elin, Ryan and Dave indicate that the level of detail is fine.

a. Approval of previous meeting's minutes

Elin moves that the Minutes be approved, as amended. Dave seconds the motion.

Accepted by unanimous consent.

II. Review of OSM board of directors motions brought to the floor via the email list, please circulate list by email in advance (Jacques Rentzke)

No Motions via email since previous meeting.

II. Treasurer's report (Dave Huelsmann)

Dave shares the state of the current income and expenses.

Increased income from CloudAccess is expected once people start converting free trials to paid access. Increase expected in July.

Dave requests a regular update on the availability of CloudAccess demo site.

A minor change has been made to the budget. The income from CloudAccess will be shown as a separate line item on the reports.

Ryan ask how we are doing financially this month versus the previous month.

Dave responds that expenses need to be limited at least until July.

Discussion on new sponsorships. Elin mentions that sponsors are free to make payment direct to a developer if they wish to support a specific individual.

Javier raises the question of Adwords income on the People site. Elin will discuss this with Brad, as well as the JRD.

Jacques cautions that we should be careful about the type of ads that displays on the People site.

Elin responds that we are experienced in managing what ads are shown, and responding to complaints in that regard, but agrees that we have to monitor it.

IV. Old Business

a. Melbourne Major Event (Elin)

Elin reports back about weekly meeting with the events team. There's an events organizing company that they like, and would like to do a trial run on.

The company provides a full service package.

Elin shares that based on feedback from other big events, one should make use of an events organizing company.

It is important now to go out and raise sponsorships. Things are moving forward.

Ryan mentions that the organizing team is doing very well.

The web site is about to launch.

b. VP Proposal – Dave

Dave relates the proposed changes to our bylaws to formalize what would happen if one of the officers were incapacitated.

The treasurer and the Secretary cannot hold two offices according to the NY State statutes.

The board needs to decide if we want to formalize the succession process.

Ryan feels that there is no reason not to do so, since it also provides guidance to future boards.

Dave feels that the succession process should have a fixed timeline.

Dave and Elin suggest that we get guidance from James regarding this.

V. New Business

a. Statutory filings (Jacques)

Jacques requests status of OSM's statutory filings. Elin responds that our accountant is on top of what needs to be done.

Elin ads that once we have changed to a Type C non-profit, there is less burden on us for the type of reports we need to submit each year.

Elin will check in with our accountant, Danielle.

b. Events (Jacques)

Jacques expresses the opinion that we seem to be falling short on how we handle the JoomlaDay events. There's a problem with events not showing on the calendar or the event page.

Ryan responds that as acting Events team chair, he takes responsibility problems in this area.

Ryan mentions that there is fast first responses to JoomlaDay event requests, but that there is not always a response from organizers to requests for further information.

Jacques notes that while there seems to be a lot happening behind the scenes, the publically posted event information is lacking.

Ryan requests that he be emailed with the details of where there are any problems, so that we can correct them.

c. Review of open board positions...and filling them (Ryan Ozimek)

Ryan mentions various open board positions. He feels that it's important to have specific roles and responsibilities outline, so that people knew exactly what they were signing up for, and so that people could be measured according to that, for the success of the team.

Positions are:

- a. Shop Liaison
- b. Capital Committee Chair
- c. Public Relations Liaison
- d. Community Relations Liaison
- e. Events Committee Chair
- f. Legal Affairs Liaison

Elin asks Ryan what he defines as a "liaison".

He responds that it is the person who will be working with 3rd party or consultant or agent outside of the board.

He provides the example of the Legal Affairs Liaison. This person would not be the one person we go to for all our legal advice, but is the person that works with the professionals that provide us legal advice, to make sure we get our legal tasks completed.

Elin feels that long-term, board members should not be in operational roles. She likes the term liaison. There should be Shop and Events teams that are not part of the board, that run themselves. She feels that there does not have to be a board member leading those teams, but she think it's a good idea to have a liaison for those teams.

Elin further stressed the importance of the Capital Committee.

In referring back to our earlier discussion, Steve suggest that we should make more use of the J!People site for events. Elin also feels that the J!People site will be very important for events.

Elin discusses the idea of an advisory committee that James would be interested in helping with.

Dave makes the observation that the Shop liaison is listed as a board position, and expresses the opinion that it should not be a board position.

Dave suggests that we should not have extra layers between us and the team.

Elin explains the various tasks involved with the shop. An amount of trust is involved for the person in charge of the shop. The person should be dedicated to the shop, and not involved in wider policy decisions. The shop-manager should not be on the board. Should focus on running the shop, and not have to be concerned with Trademark or the Budget issues.

Elin relates some history, from the past to where Wendy is currently managing the shop.

The board needs to find a shop manager to take over the task from Wendy.

Ryan suggests that we have further discussion with Wendy regarding the tasks of the shop manager.

Dave reiterates that based on his past management experience, he feels that we need to keep extra layers to a minimum.

VI. Reports from committees & Teams

Elin suggests that we remove committees from the agenda that are not active, and that a written report can be provided for others.

Jacques agrees with this view and add that it would be useful to have written reports from the active committees. If there's questions related to such a report, we could discuss it further.

Elin feels that some of the listed Committees should be changed to Teams.

Jacques suggests that the Marketing team should be made up of persons from CWG and OSM. Elin responds that the Marketing team is mainly made up of marketing professionals from the Joomla community.

Jacques feels that it is not clear who makes up this team, or what the tasks are of the team. Ryan suggests that we have further conversation on this with Elin and others.

Elin reiterates a previous suggestion that at every meeting a different group or person comes and shares with the board about their area of work.

Javier raises a concern about the functioning of the Ad Hoc committee. Ryan suggests that he take up the matter direct with him.

Jacques asks for the current status of the blog about the charter amendments. Elin responds that she's shared the blog with the Leadership Team, and that it's basically ready to go. She invites the board to have one last look at it before posting it.

VII. Celebrating Success

Ryan introduces his favourite sections of the agenda: Celebrating Success.

He mentions that this is an opportunity to say thank you to fellow board members and to recognize their hard work.

- a. A trademark situation coming to a close, thanks to Elin Waring's hard work in conjunction with James Vasile and our legal team at WTP (Ryan Ozimek)
- b. Jacques raises the bar on our meeting minutes (Ryan Ozimek)
- c. Terrific media interviews and public relations meetings with Andrew Eddie, Louis Landry, Ryan Ozimek, and Justin Hall of Voxus with five media outlets last week (Ryan Ozimek)
- d. Launch of Joomla! 1.6 beta, and all the Board members who also helped in contributing to its creation! (Ryan Ozimek)
- e. Ask the Team is continuing to go very well. Thank you Robert and all who answers the questions. (jacques)
- f. Another legal matter is coming to a close, with a very positive outcome. (Elin)

Motion to adjourn brought by Dave, and seconded by Elin, and accepted by unanimous consent.

Next meeting: July 19, 2010 - 20:00 UTC

prepared by Jacques Rentzke as Secretary of the board of Open Source Matters, Inc.