

Meeting Minutes - Open Source Matters, Inc. Board meeting 19 March 2013

Attendees:

Mike Carson, Alice Grevet, Paulo Griettner, Dianne Henning, Sandy Ordonez, Paul Orwig, Jacques Rentzke, Marijke Stuivenberg, Radek Suski, Sarah Watz

Excused: Leonel Canton, Ofer Cohen, Thomas Hampton

Quorum: Yes

~~~~~

### I. Approval of previous meeting's minutes

*See appendix*

#### **Review of OSM Board of Directors motions brought to the floor via the email list**

No motions were made prior to the meeting.

### II. Treasurer's Report

- a. PayPal \$45,345.38
- b. Citi Checking \$49,404.96
- c. Money Market \$375,929.42

#### **d. 2012 Taxes**

- i. Our 2012 tax return was completed by March 10. Compliments are being made on a smoother process with a previously set of reconciled records.
- ii. Our tax bill is 65K federal and 19K for the state of NY. These amounts are due now and our tax preparer is authorized to pay them from our Citi Checking account.
- iii. Our tax preparer has been authorized to file for an extension so as to have more time to review our situation, but has been asked to file the return as soon as possible. If she finds any tax savings she has been asked to apply the money to the 2013 tax liability.
- iv. She also has been informed that larger quarterly payments will be made to smooth the cash flow impact. A 25K federal and 6K NY State tax payment will be made every month.

### III. Old Business

#### **a. Dissolving the COC**

The Community Oversight committee voted to dissolve itself. This means that the OSM bylaws need to be changed. The board discussed the proposed changes [as they were published in the blog](#), together with the next steps on a long term plan for governance.

#### **Proposed changes to OSM bylaws:**

*Article III, Section 2 is proposed to be revised to read as follows:*

3. REMOVAL AND NUMBER OF DIRECTORS.

The Board will have as many Directors as it determines necessary, such number not to be less than three. Any or all of the Directors may be removed with or without cause by a vote of the Directors or according to Article IV.

*Article III, Section 10 is proposed to be revised to read as follows:*

#### 10. EXECUTIVE AND OTHER COMMITTEES.

The Board may designate from among its members, the Corporation's Officers, and the public, an executive committee and other committees, each consisting of three or more people. Each such committee will serve at the pleasure of the Board.

*Article IV is proposed to be revised to read as follows:*

The standing committee known as the Community Oversight Committee (the Committee) is disbanded. The Board will not be overseen by the Committee.

Open Source Matters thanks everyone who has served on the Committee: Brad Baker, Shayne Bartlett, Levis Bisson, Michelle Bisson, Chris Davenport, Rey Gigataras, Wilco Jansen, Johan Janssens, Alex Kempkens, Mateusz Krzeszowiec, Louis Landry, Andy Miller, Sam Moffatt, Ole Bang Ottosen, Wendy Robinson, Peter Russell, Rob Schley, Marko Schmuck, and Antonie de Wilde.

*Article VII is proposed to be revised as follows:*

#### ARTICLE VII – AMENDMENTS

The By-Laws may be adopted, amended or repealed by action of the Board at any time.

**Motion:** The board of Open Source Matters accepts the proposed changes to the OSM bylaws.

**By:** Paul Orwig

**Seconded:** Dianne Henning

**For:** 10

**Against:** 0

**Quorum:** Yes

**Result:** Motion approved

This will mean that OSM is a self governing body like the other Leadership Teams. The bylaw changes blog has received some public feedback. The board would like to discuss a long term plan with other Leadership Teams in order to have a more uniform way of handling elections and oversight. The Governance working group is a good place to ask for help. Other ideas are to invite leadership team members to take part in a public and transparent discussion on the public mailing list, write a blog post explaining things, and invite people to join the working group to work on governance.

It may take some time before a long term plan is in place. An email thread will be started to discuss a short term plan in case the long term plan is not ready for our next round of elections.

b. **2013 Budget**

All teams have worked on their respective lines of the budget but they are not complete. So far there are no surprises but perhaps some new areas need to be discussed. The goal now is to have it ready for the April Board meeting.

IV. **New Business**

a. **GNOME internship program for women**

The goal of the program is to increase participation from female coders in Open Source. Sandra Ordonez discussed this idea with the PLT and is in contact with the organization. As an Open Source leader we should support this kind of initiative. It is also good PR for the Joomla project. OSM will support it organizationally and financially, and Sandra will write a blog post and call for sponsors for the program.

V. **OSM Goal Updates**

a. **Communications**

Meetings on Skype and several JoomlaDays with the members of other leadership teams are planned to discuss ideas on moving forward. A report of those meetings can be expected together with a plan for the next steps.

b. **Capital**

A new platinum sponsor (A2 Hosting) signed up, and the platinum sponsorship of Arvix Web Hosting has been extended. The new sponsor website will start construction this month. A solution to internationalize the Joomla Shop that would be financially beneficial to the Joomla Project, as well as the community at large is under consideration. The idea is to license our images for promotional product manufacturers around the world. Another proposal being discussed is to budget for ways to give recognition to contributors of the project.

c. **Trademark/Legal**

There is a new process for handling trademark approvals for JED listings. Discussions on extending the new workflow to other teams, in consultation with those teams, are ongoing. Additional questions on the trademark policy review have been sent.

A huge job involves retrieving the historical information for Trademark applications and export/archive them from the old system. The next steps are to complete this task and implement the Helpdesk system.

d. **Certification**

A meeting to choose team members for phase 2 is scheduled this week.

e. **Internationalization**

The JCM is working on a Spanish section of the Magazine supported by the Joomla native multilingual feature and Joesetta, under the technical leadership of Victor Drover, and the JCM

Spanish-speaking team.

A meeting with liaisons of other leadership teams needs to be organized in order to draw a plan for broader internationalization and assign tasks.

f. **Events**

The goal this month is to put the JWC website online and start selling tickets.

g. **Governance**

Plans for this month are to form the initial group, discuss goals and assign tasks.

VI. **Celebrating Success**

- a. JoomlaDay Boston organized by Dianne was very successful.
- b. Participation in the CMS garden at CEBIT – attended by Radek Suski and Peter Martin.
- c. Agenda management in order to have more effective and shorter board meetings.
- d. Signed new Global Platinum sponsor for 25K. Renewing Arvix

***Next meeting: on a Sunday in April – to be determined by email list.***

***Paul made a motion to end the meeting. Dianne seconded.***

---

*Prepared by Alice Grevet (Secretary of the board of Open Source Matters, Inc) and Marijke Stuivenberg, (Assistant Secretary of the board of Open Source Matters, Inc)*

**Reference documents and appendix:**

**Board motions taken on the email list**

- 1. **Motion:** Open Source Matters approves the January 15, 2013 minutes.  
**By:** Alice Grevet  
**Seconded:** Paul Orwig  
**Date:** February 20, 2013  
**For:** 11  
**Against:** 0  
**Quorum:** Yes  
**Result:** Motion approved
  
- 2. **Motion:** Open Source Matters approves the February 17, 2013 minutes.  
**By:** Marijke Stuivenberg  
**Seconded:** Jacques Rentzke  
**Date:** March 15, 2013  
**For:** 12  
**Against:** 0  
**Quorum:** Yes  
**Result:** Motion approved