Meeting Minutes - Open Source Matters, Inc. Board meeting 28 May 2014

Attendees: Martijn Boomsma, Ronni Christiansen, Victor Drover, Jorge Lopez-Bachiller Fernandez, Rod Martin, Tessa Mero, Ryan Ozimek, Saurabh Shah, Joe Sonne, Marijke Stuivenberg, Radek Suski, Sarah Watz.

Excused: Mike Carson

Quorum: Yes
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1) **Call to Order**
   Sarah Watz called the meeting to order.

2) **Roll Call**
   The Secretary executed the roll call, establishing the presence of a quorum.

3) **Report of the President**
   The day before this meeting a huge number of Leadership members attended the leadership training. A report of the day will be shared.

   The Governance Working Group has provided an exhausting report for OSM, there are a number of models in it. There will be a presentation and a discussion about the different models.

   Since almost half of the board is recently added, we will use the 'face-time' to discuss several tasks and appoint directors to the homeless tasks we have.

4) **Report of the Treasurer**
   a) A presentation about the work done is presented
      i) The budget was approved on 21 february.
      ii) Martijn Boomsma has been appointed as Assistant Treasurer.
      iii) The 2013 books are closed and taxes has been filed.
      iv) A new reimbursement workflow is set in place.
      v) A new chart of accounts is implemented and in the finalizing state.

   b) Upcoming
      i) Formation of a financial committee
      ii) Investigate state migration for tax benefits
      iii) Schedule Reporting
      iv) Financial Policy Document
      v) 2015 Budget (september)

   c) Bank Status
      i) Paypall $ 77,345.71
      ii) Savings $ 376,811.67
      iii) Checking $ 64,841.37

d) Reports
Profit & Loss report and Budget vs Actual report will be presented during the meeting of the entire leadership the next day.

5) **Governance**
The Governance Working Group provided an exhausting report for the board. Including a number of models, a side-by-side comparisson, the findings of the Governance Working Group and a set of recommendations on vetting and governing board. The board wishes to thank the working group for this detailed work and all their efforts in finalizing this.

Comments and discussion involve:
a) One more model can be considered; explore moving to another state (or another country) and study the options.
b) Is a membership based organization beneficial? Democratic aspects will gain trust for the community. Is diversity or stability of more importance?
c) Above all involvement of all leadership teams is desirable. A short presentation will be done the next day at the joint leadership summit and discuss if CLT and PLT are willing to take ownership in this process.

6) **Motions**
a) **MOTION**: Admit the following directors to Membership of Open Source Matter Inc.: Sarah Watz, Marijke Stuivenberg, Ronni K. Gothard Christiansen, Jorge López-Bachiller, Tessa Mero, Saurabh Shah, Radoslaw Suski, Victor Drover, Martijn Boomsma, Mike Carson, Rod Martin, Ryan W. Ozimek, Joe Sonne.
Motion brought by: Ronni Christiansen; Seconded by: Martijn Boomsma; Motion passes with unanimous consent.
Result: Motion approved.

b) **MOTION**: Allow that the directors of the board accept voting by e-mail.
Motion brought by: Marijke Stuivenberg; Seconded by:Ronni Christiansen. Motion passes with unanimous consent.
Result: Motion approved.

7) **OSM organization**
a) A number of homeless tasks are appointed to directors to take ownership upon.

b) Proposed are Rod Martin in the role of VP and Jorge Lopez-Bachiller Fernandez in the role of Assistant Secretary. The board approves these appointments with unanimous consent.

c) Travel Policy
Rod Martin is assigned to the task to handle travel requests. He will create a form and will work together with the Treasurer on a workflow for allocating budget and reimbursements.

Ryan Ozimek made a motion to adjourn the meeting, Ronni Christiansen seconded. Motion passes with unanimous consent.

Prepared by Marijke Stuivenberg (Secretary of the board of Open Source Matters, Inc)

Reference documents and appendix: Board motions taken on the email list

1) **Motion:** The board of Open Source Matters, Inc., approves the minutes from the board meetings of April 1 2014, April 8 Annual Meeting, April 8 Directors meeting
   Motion brought by: Victor Drover; Seconded by: Radek Suski
   Date: May 27, 2014 For: 11 Quorum: Yes Result: Motion approved