

Meeting Minutes - Open Source Matters, Inc. Board meeting 28 April 2016

Attendees: Ronni Christiansen, Victor Drover, Joe Sonne, Saurabh Shah, Marijke Stuijvenberg, Sarah Watz

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) Approval of Agenda

- a) Marijke Stuijvenberg made the motion to approve the agenda. Victor Drover seconded. The motion passes with unanimous consent.

### 4) Report of the President

#### a) Internationalization

The Joomla Project has been invited to join the joint M3AAWG/i2Coalition Session on CMS in Philadelphia 6/14/16. The purpose of the session is by working together, hosting services and popular content management systems can take some simple steps that will significantly help protect all of our customers. M3AAWG – one of the largest industry associations working to curtail botnets, spam, DDoS attacks and mobile abuse – is hosting the Internet Infrastructure Coalition (i2Coalition) at our June 2016 working meeting. To address this goal, we are organizing a session or two during the four-day meeting to start an open, confidential dialogue on the abuse targeted at CMS platforms and how our industries might collaborate to better safeguard end-users.

#### b) Marketing

Feels like that the marketing team has more time to allocate to the Joomla team in general after finalizing the Joomla 3.5 launch which is great news when a lot of teams need help to get their message out. The team has really excelled the last year and the quality and output is really excellent.

### 5) Financial Updates

#### a) 2016 Spending

- i) Well under the budget resolution (25% of 2015 values). No additional budget resolution required at this time.
- ii) Funded a little travel, a few events (JDays and others).

#### b) 2016 Budget

- i) Still awaiting items from PLT. Second and final deadline expires 29-April-2016. Vic has reached out to multiple PLT members to try to encourage them.
- ii) Projected non-event revenues for 2016 are \$337,495.00 USD.

### 6) Team Reports

#### a) Demo & Joomla.com

On track with payments aligning with the budget. No major changes to report.

- b) Capital Team
  - Mike Demopoulos has been having informal meetings most every other week with the team.
  - Martijn Boomsma has agreed to do sponsorship maintenance and follow up. He starts after JAB.
  - We are currently waiting on Revive Ad Server set up on Roehen. There is a technical delay attributed to Joomla time
  - Mike Demo will be presenting at Hostingcon (2 hour session)  
<http://global.hostingcon.com/hcg16/Public/SessionDetails.aspx?FromPage=Sessions.aspx&SessionID=1015560&SessionDateID=1000960>
  - Mike may make up a special package for hosting sponsorship
  
- c) Trademark

Marco has access to the places he needs to. The ticket system helps to process any requests and works great (thanks to RSJoomla for providing the license for RSTickets). A call for members for the trademark team has been published. Issues about logo use, especially when it involves creative use of the logo can be reported to Marco Richter, in consultation with the Marketing leader (Mike Veeckmans) the requirements in the brand manual will be taken into consideration while creativity can be tolerated to some degree.
  
- d) Certification Team

Progress is moving forward. New badge has been introduced. The JRD team is probably going to be adding a new category for the Joomla Learning Partners (JLP). Legal documents came back from our lawyers and feedback has been given by the team and now it's going back at the lawyers again for final touchup. Sarah will send the almost final legal documents to the Legal Team. Next step is testing of the system with real questions. The team is happy to announce that they are finally close to launching.
  
- e) Legal Team
  - i) Alex Koff at Venable
    - 1) Vic spoke with Alex Koff (our long-term legal counsel) who is now at a larger firm called Venable.
    - 2) Vic expressed that rates of \$500-\$700 per hour is not sustainable for us.
    - 3) Alex looked at our billable hours over the last 2 years and offered a retainer of \$5000.00 per month
      - a) Not Covered
        - i) Legal Work. Work like Mergers and Acquisitions (which likely you don't have) and Litigation (at which point we'd discuss a discount off hourly rates). The reason for not including these items is that we would be in a position responding to/negotiating with a third party and can't predict our time and efforts well.
        - ii) Disbursements. This means costs (like government filing fees) and the costs of third party law firms (like overseas counsel in Beijing).
      - b) Covered
        - i) OSM has the ability to pick up the phone and seek guidance or advice on everything else, e.g., U.S. trademark counsel and strategy, general corporate guidance regarding contracts, non-profits, cyber-issues requiring quick responses like the one this past month, etc.

- ii) Benefits. By giving a predictable amount for our fees, we help you control the downside risk of legal costs over which you have no control (like third parties creating issues to which you need to respond) and you maintain the control on costs/expenses which you can control (like third party legal costs or government filing fees).
- 4) Vic and Ronni feel the costs are too high. They will work together to find some cheaper alternatives in New York.
- ii) Bylaws: We are still waiting for comments of the transition team. Some comments were made by Marijke. To prevent high expenses the SFLC will be consulted first.
- iii) Debated the recent news articles where incorrect statements were made about Joomla! Or other OS CMS's security. Agreed was to prepare standardized responses including legal papers to send.

## 7) Any Unfinished Business

- a) Training RFP  
A press release is finalized and is going to be launched announcing the free video partner. training.joomla.org is planned to launch in the end of May. A development site is up and running. Rochen has made a joomla install for us.
- b) Status Transition Team  
The required changes to the Volunteer Portal are finalized by Sander Potjer. The Bylaw changes are proposed by Ronni Christiansen. The team will continue to work on it.

## 8) Date & Time of Next Meeting

- a) Proposed date: May 26, 2016

Victor Drover made a motion to adjourn the meeting, Marijke Stuivenberg seconded. Motion passed by unanimous consent.

## Appendix:

### **Board motions taken on the email list:**

**MOTION:** To approve the meeting minutes for March 24, 2016.

Motion brought by Marijke Stuivenberg on March 28, 2015. Victor Drover seconded. The motion passed by unanimous consent.

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