Open Source Matters, Inc.

Full Board of Directors and Officers Meeting

Full Board Meeting

Date: **March 16, 2017**
Time: 18:00 UTC
Total time of meeting: 2 hours and 50 minutes

Attendees:

Robert Jacobi (President), Aleksander Kuczek (Vice President), Luca Marzo (Secretary), Mike Demopoulos (Treasurer), Rowan Hoskyns-Abrahall (Director), Michael Babker (Director), Peter Martin (Director), Radek Suski (Director).

Invited guests:

Sarah Watz (former President), Joe Sonne (former Secretary)

Note: for this meeting, since there's an election running, Luca Marzo served as Interim Director for Programs Department and Mike Demopoulos served as Interim Director for Legal & Finance Department.

Discussion outline

Introduction and thanks to the previous Board

Robert welcomed invited guests Sarah Watz and Joe Sonne. The new Board of Directors of Open Source Matters, Inc. would to thank the former officers for their extended effort serving the organization and the Joomla! Project.
Sarah reported the situation from the last board meetings. No outstanding issues to report.
The most urgent task is to have the budget in place as soon as possible. There's no legal or trademark issues pending. The lawyers have a copy of all the documents since the organisation has been founded.
Joe highlighted the work done by the old board to ensure a clean transition. Joe reminded also the importance of former members that can be precious resources of information and helpful for the new board. Joe underlined the importance of communication between teams and being confident that the new structure will increase communication between departments.
Sarah and Joe left the meeting.

Report from each Department

Robert started the board meeting asking to each a report from each Department, to know more about outstanding issues, current activity and future projects.

Report from Production Department

Michael shared the report from Production, giving an overview about the strategy about future versions also from a security perspective.
Joomla 3.7 will be delayed by at least a month to ensure the quality of the product meets the expectations of our user base.
Whether the router will be included is still undecided and is subject to further investigation and testing. As soon as a decision has been reached Michael will report back.

Report from Legal & Finance Department

Mike talked about the Legal Shield, a legal consultancy service available for the board of OSM. This service is subscription based and can be useful when the board needs to evaluate contracts, agreements and eventual legal actions.

Report from Marketing & Communications Department

Radek reported the situation of the department operations, highlighting the big issues had a couple of months ago when Marketing Team Leader and Assistant left the team without any notice. The lack of power in Marketing Team has been even worse because most of the materials was stored using personal accounts instead of Community accounts. It is fundamental and mandatory that our volunteers use Community provided accounts in order to do the daily job for the Project. Marketing Team started creating again the workflows from scratch and is still facing permissions and access to services issues, like with HootSuite. Radek will deal with these issues.
A dedicated group of volunteers is already working on the marketing materials for Joomla! 3.7.

Report from Events Department

Rowan shared a complete and detailed report about the actions taken by the Events Department. The most important topic is Joomla! World Conference organisation, that needs action from the Board before the next meeting. Rowan presented the situation about the contract with the venue and shared a plan for the event. JWC 2017 will be cheaper than the previous edition. A motion is needed to vote the budget and organisation plan.
Radek asked if there is the intention to proceed with the Joomla! Developer Conference and the African Joomla! Conference. The plan about the Developer Conference has been moved at the moment. The Department is still considering the opportunity to organise the African Conference, but it needs a strong planning phase before any decision.

Report from Operations Department

Peter talked about the Forum Sponsorship pilot test that has been a success. The Capital Team is now working to convert the contract with Sucuri.
An issue has been raised about the compliance of an extension with the JED Terms of Service and the GPL license. In particular, this extensions applies automatic credit card charges each time it's installed on a new domain name, without providing any notice. There is a discussion within the JED Team about the compliance of such behaviours with JED ToS and the GPL. The Board reminds that

it's exclusive right of Open Source Matters and the JED Team the editorial power to remove an extension that infringes the ethics of the Project.

Report from Programs Department

Luca reported the status of the Department, no outstanding issues detected.
The Joomla! Certification Program is performing as expected, it's on track with the plans for this year.
The number of Joomla! Learning Partner is growing. Regular reports about the activity of the Program are available on the Volunteers Portal.
The Joomla! Events Traveller Program is about to start. Rowan shared the budget request that needs to be approved by the Board in order to start the activities for JandBeyond. The budget plan includes activities for JandBeyond and JWC 2017.

Report from the Secretary

Luca noticed that there is a lack of information about the processes (e.g. removal of class 2 members, duties of assistants, etc.) in the bylaws and on the websites of the project. All these information are in the structure definition documents. Luca will prepare a draft of all these processes and share it with the board, in order to publish them on OSM website.
Luca will discuss with Michael about the opportunity to move GSOC Team under Programs, according to the first definition documents.
Discussions about the creation of Local Communities Department and Ombudsman structures have been moved to the next board meeting, when there will be also the replacements for Programs and Legal Departments.
Luca informed the Board that he obtained access to the Secretary mailbox, the OSM website administration, the OSM GSuite Administration, the Vault and the Google Drive folders.
With the help of Rowan, the contents in OSM shared folders have been reorganised.
Luca also requested some changes to the Volunteers Portal to be compliant with the bylaws requirements. Issues are open on the JVP repo on GitHub: #87, #88, #89.

Report from the Treasurer

Year to Date statements: Dec 2016 expenses paid for the Jan Supersprint now appear in the JAN 2017 number and NOT Dec 2016. They were adjusted to be 'Prepaid Expenses' as of 12/31 and then reversed in Jan so that the expenses appear in 2017. This was not known until we did the draft taxes. We got the refund we needed and can carry over to 2017.
Draft Tax Filing. There were Internal Revenue Service overpayments of 20k I have set up to refund. There was also 4k of NYS paid in that we utilized to cover New York State (NYS) and NYS MTA taxes. The remainder applied to 2017 NYS tax because there is a capital base tax there every year (minimum taxes) that will require some payment, unlike IRS. There will still be 56k of Net Operating Loss carrying forward to 2017 as well as Current Year and catch up depreciation on the equipment purchase of approx. 13k. That allows us about 70k of net income for 2017 before taxable income takes place.
Budget Process. As mentioned by Sarah at the beginning of the meeting, it's urgent to have a budget in place. Since the Departmental elections have not been completed yet, Mike suggests to proceed with the method used to define the budget for Q1 2017 also for Q2, since we have just few days to define it. A motion has been proposed and voted about this.

Other business

JoomlaCode. We need to sort out issues with JoomlaCode, we don't have administrator access to this property. The entire archive of translation packages is still on JoomlaCode. Production Dept. is already moving all the translation archive on the new system, but a big effort is needed. The two biggest issues (aside from human resource availability) is ensuring the massive amount of translation data is transferred over and establishing the workflow for the Translation Teams for using this new system.
Community Leadership Summit. The Board discussed about the opportunity to do a real life board meeting, maybe at Community Leadership Summit, Austin, TX in May. The Board will discuss it further after a deeper analysis.
J! andBeyond. The Board discussed about J! and Beyond and the importance of attending such event. The Board discussed about the possibility to officially recognize the event as an official one.
OpenSourceMatters.org website. Rowan tidied up the website, rearranged contents and increased security, also applying an SSL security. She is still dealing with redirects to the relevant contents across the J! Properties.
Let's Encrypt. A license has been purchased and the certificate has been applied to the misc server.
New Joomla.org home page. A group including Michael, Rowan and Sandra Thevenet is working a new home page for the project, that will be released together with Joomla! 3.7.

The Secretary proposed a motion to adjourn the meeting. Radek seconded.
Motion passed with unanimous consent.

Motions taken during this meeting

#1 Approve the budget plan and risk plan for JWC as presented by Rowan in the attached document.
Proposed by Mike Demopoulos, seconded by Radek Suski
The motion passed with unanimous consent.

#2 Approve the budget request and plan for JET Program 2017 (JandBeyond and JWC).
Proposed by Rowan Hoskyns-Abrahall, seconded by Luca Marzo
The motion passed with unanimous consent.

#3 Approve an emergency budget of a further 22.5% of the 2016 budget for Q2 2017.
Proposed by Mike Demopoulos, seconded by Rowan Hoskyns-Abrahall.
The motion passed with unanimous consent.