

OpenSourceMatters

Open Source Matters, Inc. Full Board of Directors and Officers Meeting

Date: August 16, 2018

Time: 17:00 UTC

Total time of meeting: 1 hour 35 minutes

Attendees:

Rowan Hoskyns Abrahall (President), Alexander Metzler (Vice President), Luca Marzo (Secretary), Mike Demopoulos (Treasurer), Carlos Cámara Mora (Director), Yves Hoppe (Director), Sandra Decoux (Director), Hugh Douglas Smith (Director).

Apologies:

Søren Beck Jensen (Director), George Wilson (Director).

Proxies:

-

Discussion outline

President

- Rowan shared the raw answers from the Leadership Survey, these results will be made up together as a blog post in few days.
- Rowan proposed to run a deep review on the teams listed in the Volunteers Portal to check whether they are still up and running.
- Rowan proposed to adopt a task management system throughout the project. The Board discussed several options, including software and services.

Treasurer

- Started planning the meeting with the Bank for the transition to the new Treasurer.
- Tax Accountant doing minor adjustments on 2017 tax year to increase our net operating loss.
- Mike will provide updated public financials to Luca to post on OSM website when we get them from the Tax Accountant.
- Updated month financials will be provided next board meeting.

Legal & Finance Department

- Claire Mandville is the new Team Leader of the Trademark Team.
- The Trademark Team prepared a presentation and a document about brand protection and grandfather rights. The Board will review the documents and discuss the actions at the next meeting.

OpenSourceMatters

- GDPR/Compliance Team Report:
<https://volunteers.joomla.org/teams/compliance-team/reports/866-gdpr-compliance-team-meeting-august-8-2018>
- Mike and Yves are working on the Veem API integration.
- Hosting Partner page is nearly finished thanks to Jason and Sandra.
- Jason is working on a partnership agreement.

Marketing & Communication Department

- Last Department meeting minutes:
<https://volunteers.joomla.org/departments/marketing-communication/reports/865-marketing-communication-department-meeting-3-augus>
- Due to the ownership of the "Joomla No Spam Facebook Group" not being Joomla, and recent removal of Social Media Team post and actions after that, the Social Media Team will no longer be posting and promoting the Facebook Group. Should the group come under Joomla ownership the team will re-engage at that time. The Social Media Team coverage will continue, as always, on all official SM channels. The Board discussed the Facebook group issue and proposed several options to react.
- Teams of the department shared their concern seeing that some nominees have never contributed to the project and know nothing about it. They think that DC and officers should be from the community, as they are important positions with sensitive details. This election cycle is felt by many as a (bad) joke.
- Calls on VolunteerMatch sent with the precious help of Rowan to try to bring new volunteers to the Marketing and Social Media Teams. First onboarding in progress.
- The Department is asking Production to act on PR #20800 which is waiting since June 20th. Not releasing 3.9 and the Privacy Tool Suite would be an error, after all the promotion and tests done by users. Users are waiting for it. Having a core helping users to get their websites compliant with privacy regulations can help with adoption of the CMS.
- Joomla Shop: 153 products sold since May. Commission per product: 20%.
- Sandra took over the management of the @Joomlers account on Twitter.
- Sandra will start working on a new RFP for the Joomla Shop.

Operations Department

- Mini JED Sprint has been organised for later this month to finalise the JED4 data model. From this the Component Creator extension will be released and work packages established to take it forward to a useable system.

Vice President

- Alexander represented Joomla at TH Gießen for the two coding weeks initiative where Roland Dalmulder helped students to work on Joomla.
- Alexander will write a blog post on such initiative.

Secretary

- Election Ballots running until August 18, 2018 23:59 UTC. Elections Results announcement will be published as blog post once all the ballots will be closed and votes assigned.

OpenSourceMatters

- **Election Stats**
 - 66 unique submissions:
 - 4 nominees for Marketing & Communications DC
 - 6 nominees for Events DC
 - 4 nominees for Programs DC
 - 3 nominees for Legal & Finance DC (replacement)
 - 3 nominees for Vice President
 - 3 nominees for Treasurer
 - 23 total nominees: 8 accepted, 9 declined, 6 unanswered
 - 43 people have voting rights.
- Election nominees announcement has been published:
<https://community.joomla.org/blogs/leadership/joomla-group-1-elections-nominee-announcement.html>
- **Advisory Board.** Ken Crowder approached all the selected members to create the Advisory Board giving as deadline August 20, 2018. Once they will confirm their availability, the Board of Directors needs to appoint each member of the Advisory Board. Ken suggested to have monthly meetings in the beginning.
- Luca proposed to create functional mailboxes for Directors and Officers to be used instead of personal mailboxes while conducting business transactions in Directors/Officers capacity. Access to this mailbox should be given to the Department Coordinator (and handed over throughout transitions) and eventually to the Departmental Coordination Team. This email address should be put in copy when using personal mailboxes in departmental "transactions".
- Policy note: DCs and Officers can set up forwarding in their functional mailbox, but a copy must be always kept in the functional mailbox. Using functional IDs will allow us to have "light" transitions through the election cycles and we will keep organizational history and transactions across the years.
- Given the results of the Leadership Survey, Luca proposed to form again an informal working group under Legal & Finance to work on the "Incorporation Project", to do a research job and explore and evaluate the opportunity to incorporate in another State/Country.
- Luca proposed to make the Board meetings more productive/strategic. Updates from Department can be shared in Department Meeting Notes. Board Members could propose topics / ideas / decisions at the Board meetings to discuss more of strategy.

Motions taken during this meeting

#2018/067 - Activate functional mailboxes for Officers and Directors to easily keep the organization records across the years and elections. Defer the strategic/institutional conversations to the functional mailboxes instead of the private ones.

Proposed by Luca Marzo, seconded by Hugh Douglas-Smith.

The motion passed with unanimous consent and 1 abstention (Mike Demopoulos).

#2018/068 - Appoint Ken Crowder as member of the Advisory Board and give him the mandate to set up initial meetings and procedures.

Proposed by Luca Marzo, seconded by Sandra Decoux.

The motion passed with unanimous consent.

OpenSourceMatters

#2018/069 - Appoint Chuck Wadlow as member of the Advisory Board.

Proposed by Luca Marzo, seconded by Mike Demopoulos.

The motion passed with unanimous consent.

#2018/070 - Reset the "Incorporation Working Group" and give it the mandate to research the best opportunities to incorporate as 501(c)(3) or any other better options.

Proposed by Luca Marzo, seconded by Sandra Decoux.

The motion passed with majority consent and 1 against (Mike Demopoulos).

#2018/071 - The Secretary proposes to adjourn the meeting

Proposed by Luca Marzo, seconded by Sandra Decoux.

The motion passed with unanimous consent.

Motions taken offline before this meeting

#2018/066 - Approve and publish the Board Meeting Minutes.

Proposed by Luca Marzo, seconded by Hugh Douglas-Smith.

The motion passed with unanimous consent.