OpenSourceMatters

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

Date: November 01, 2018
Time: 18:00 UTC
Total time of meeting: 1 hour 40 minutes

Attendees:

Rowan Hoskyns Abrahall (President), Alexander Metzler (Vice President), Luca Marzo (Secretary), Jason E Rosenbaum (Treasurer), Djamel Kherbi (Director), George Wilson (Director), Yves Hoppe (Director), Sandra Decoux (Director), Hugh Douglas Smith (Director), Victor Vogel (Director).

Apologies:

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Proxies:

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Discussion outline

Treasurer

- Jason shared the result of the motion about the denied reimbursement. The Board discussed the case given the exceptional circumstances.
- Jason updated critical legal and financial information to Citibank for their Know Your Customer program.
- Jason will transfer money from Business Checking 2 to Business Checking 1, leaving the minimum of ~$5k in BC2 tomorrow.
- Jason shared details about the outstanding payments from sponsors.
- Capital Team brought in a new Bronze project sponsor and they were invoiced and have paid already.
- Rowan's Citibank debit card is fully functional, as she finally has her PIN.
- Financial Working Group is being kept.
- Board Reports for October will be ready for our next Board Meeting.

Production Department

- Disband the Media Manager Team
- Joomla 4 Alpha 5 out now
    - Starting work to stabilise things, getting maintainers team actively involved with the release.
- Joomla 3.9 is out
- George had a meeting about priorities for the Department.
- Trying to recruit more people to work on the backend template

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Legal & Finance Department

- **Compliance Team**: Yves, Rowan, Sandra, Luca, Achilleas and Alkaios had a short sprint at JoomlaDay Italy. Team is working towards compliance of the Joomla.org properties and during the sprint reviewed the current setup of Analytics and other measurement systems/scripts currently used on the project's websites.
- **Capital Team**: $20-25k potential sponsorship from JDIT. Hosting directory close to launch. Looking at ways to provide more ROI to sponsors without diluting our brand message.

Marketing & Communication Department

- Joomla 3.9 successfully launched:
  - Landing page and videos available in 25 languages
  - Blog post read over 11,000 times in 2 days - Landing page over 7,500
  - Google Adwords active (until end of December)
  - Press Release distributed (picked up by over 120 sources for the moment)
  - Post-release campaign launched (end of the campaign: mid December)

Events Department

- Djamel had a meeting with Capital Team about the Global Event Fund Survey. The Survey has been approved and the blog post prepared and will be published soon.

Operations Department

- Monthly update meeting across operations held last week and update posted to volunteer portal. No significant issues.

Programs Department

- Certification Exam at JoomlaDay Italy, 3 passed out of 11 candidates.
- Next Certification Exams:
  - JoomlaDay Germany - November 8, 2018
  - JoomlaDay Madrid - November 16, 2018

Secretary

- **501(c)(3).** OSM is not tax attractive due to its legal form. The opportunity to incorporate in a different State or Country might be beneficial on a long term, but it might take a very long period to conduct a proper research on the matter, to involve volunteers in this initiative and to prepare all the paperwork, travels, banking and all what is needed to start gaining the benefits of having a not-for-profit organization either in another State in the United States or in European Union. A possible temporary, but functional solution would be to create a proper charity/not-for-profit organization in the United States, incorporated under 501(c)(3). The 501(c)(3) will help the project to get some important benefits of a charitable organisation through the various programs (i.e TechSoup, GSuite for nonprofits), grants and donations that would become available with that status.
  Obviously the new organization must be linked to the current OSM, with the overlap of some key members/roles, in order to avoid having again two different leadership teams and visions.

- **Conflict Resolution.** In the previous governance model (before the transition) the Conflict Resolution Team comprised one representative of each of the Leadership Teams of the structure (PLT, CLT, OSM). After the transition, the Conflict Resolution Team has not been formed again and due to the lack of volunteers, its functions have been absorbed by the Board of Directors as temporary solution, until the new Ombudsman structure in not formed. A proper conflict management (and the Ombudsman) requires third-party people, outside of the Community, in order to have an impartial view. Given that it's not easy to find the right people and volunteers for that role, outsourcing the ombudsman service (at least temporarily) could help granting impartiality and professionalism in solving any future conflict that might happen within the Community.
- **Case Studies**. Sometimes it's difficult for agencies and website integrators explain why choose Joomla without having good (and well-known) examples of how Joomla can be used to build successful and complex websites. At JoomlaDay Italy, had some talks with a couple of Italian universities who use Joomla for their websites. Will deal with them to write down case studies for Joomla.org.
- **Advisory Board.** The Advisory Board had its first meeting. Meeting minutes available on the Volunteers Portal. Answers to the questions of the Advisory Board:
    - **Ask the Board of Directors if there are any format rules or procedures that we legally must be doing as an Advisory Board for a Non-Profit Corporation in the state of New York.**
      Advisory Board has no legal responsibilities and is formed to give advice and recommendations to a nonprofit's governing board and management. It cannot compel the nonprofit's governing board or staff to act on its recommendations or feedback. The advisory board works toward a specific goal and its members have skills that complement those of governing board members. Activities that advisory boards typically focus on are fund raising, technical assistance, assessment of a program's impact and serving as a public advocate for the organization.
    - **The Advisory Board would like the Board of Directors to evaluate what should be done during elections in case of a tie. During Transition, this came up and could have been an issue if one of the two parties had not conceded.**
      Last time a tie happened has been dealt with a new election, so it's opinion of the Board of Directors that a runoff ballot between the two candidates with the highest number of votes. This seems to be fair enough as solution, it's a solution used also in many countries for political elections. The Board would like to ask to the Advisory Board if it finds it a viable way to deal with the issue.
    - **The Advisory Board would like the Board of Directors to consider new members of the Joomla Advisory Board. Currently, all members on this team are from the US. We recommend finding individuals from other countries to join the team.**
      The Board of Directors is evaluating new profiles of people who might be able to join the Advisory Board.
- **Compliance**. With the precious help of the GDPR/Compliance Team, the Cookie management system has been integrated into opensourcematters.org.
- **JoomlaCode**. The system is currently used to serve the language packs for all the Joomla releases (including the old major versions). Even if the system has been decommissioned back in 2015 (https://developer.joomla.org/news/602-joomlacode-is-closing.html, https://developer.joomla.org/news/611-joomlacode-shutdown-update.html), the system is still there and is a potential issue from a GDPR compliance perspective due to the limited operations that can be done. Migration from the system could be a long and expensive path, because all the files and records should be ported to the new download infrastructure on joomla.org. Furthermore it requires a brand new infrastructure to handle language packs directly on downloads.joomla.org. One of the options, can be moving to GitHub using one of the procedures provided directly by the platform. This would cost much less than the RFP to

outsource the whole migration. It should be considered also that such migration might have an impact on old Joomla versions that could not find the old language packs.

Other business

- The Board discussed about the Code of Conduct Incident Report. Behaviour of people involved in the incident has been analyzed together with the inputs provided by them.

Motions taken during this meeting

#2018/088 - Make an exception to the reimbursement policy to grant 50% of the requested amount due to particular circumstances.
Proposed by Jason Rosenbaum, seconded by Rowan Hoskyns Abrahall.
The motion passed with unanimous consent and 2 abstentions (Jason Rosenbaum, Sandra Decoux)

#2018/089 - Disband the Media Manager Team
Proposed by George Wilson, seconded by Luca Marzo.
The motion passed with unanimous consent.

#2018/090 - Give the mandate to the consulting company to start the process to form the 501(c)(3) organization in the United States.
Proposed by Luca Marzo, seconded by Rowan Hoskyns Abrahall.
The motion passed with unanimous consent.

#2018/091 - Take a decision about the Code of Conduct Incident
The content of this motion is redacted and will be published as separate blog post due to the explanation that should be provided coupled to the decision.

#2018/092 - The Secretary proposes to adjourn the meeting
Proposed by Luca Marzo, seconded by Yves Hoppe.
The motion passed with unanimous consent.

Motions taken offline before this meeting

#2018/087 - Approve and publish the Board Meeting Minutes.
Proposed by Luca Marzo, seconded by Djamel Kherbi.
The motion passed with unanimous consent.