

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

Date: December 13, 2018

Time: 18:00 UTC

Total time of meeting: 2 hour 00 minutes

Attendees:

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

Apologies:

Djamel Kherbi (Director - Due to Illness), Viktor Vogel (Director).

Proxies:

Luca Marzo served as Proxy for Djamel Kherbi.

Yves Hoppe served as Proxy for Viktor Vogel.

Discussion outline

President

- Statement from the President

I am hugely disappointed at the lack of commitment shown by some current board members. With the coming elections I feel it necessary to remind the community of the duties of a board member, even in a department with only one core team. Before running for a position or accepting a nomination, I urge potential candidates to ensure that they can fulfil the commitment required including attending our bi-weekly board meetings and when unable to due to circumstances out with their control to provide a report in their minutes box in place of their attendance.

Furthermore, in the last election cycle a former Board Member took it upon themselves to publicly announce his nominations before nomination acceptance. In my opinion this put undue pressure on candidates to accept their nominations possibly against their best interests and ability to commit to the time necessary. This, again in my opinion, directly led to the election of a board member who was unable to commit to the role but felt publicly pressured to accept the nomination. The result was a board member who only attended one board meeting and to my knowledge never even contacted the team under them once.

Given the volunteer nature of this project I would like to propose a motion that nominations are kept between the person nominating, nominee and Secretary until acceptance has been given of the nomination by the nominee in cases where a nomination is purely through a third party without the nominee putting themselves forward.

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We all face enough pressure in this environment as it is, additional pressure should never be piled onto someone in the public domain when it should be a solely personal decision to accept a role. That said I would welcome a move where those wishing to run for a role declare their interest in that role before the nomination cycle begins. The most regular feedback heard surrounding elections is that people are unsure who to nominate as they have no idea who would like the role in the first place.

- Statement from the President
Moving forwards, we must have Production representation at every board meeting and the DC should appoint a proxy to attend if they are unable to. Should the board need to discuss anything confidential during the meeting, the representative would be excused.

We have had meetings recently where nothing can be moved forward due to a lack of Production representation in person, we all know that without Production we have no project, it is the crucial department, the officers and other departments simply revolve around it.

Treasurer

- Jason had a call with the new bookkeeper. Onboarding to happen during the financial summit in February.
- Invoices related to newly signed sponsorship agreements have been sent.
- The out of policy partial reimbursement has been paid.
- Invoices of the consulting service to form the 501(c)(3) organization have been paid.
- Jason received the new debit card.
- Jason shared YTD reports with the Board.
- Jason shared up to date Bank Balances.

Production Department

- Joomla 4 Backend Template Team is working.
- George is working on syncing the Joomla 4 branch repository with staging.
- Work is ongoing to clean up the 4.0 codebase.
- George had a first meeting with Sandra to work on the Strategy document/plan for Joomla 4. Other meetings will happen soon.
- The Board discussed the announcement of the Backend Template Team:
<https://volunteers.joomla.org/teams/j4-backend-template-working-group/reports/926-team-setup>.
- The Board discussed the status of Joomla 4 and its current and desired features (Media Manager, Workflows, etc.). One key advantages of Joomla 4 will be Usability and Ease of Use.
- George proposed allocating part of the Production budget to fund people to write quality documentation. Opportunities to be explored as soon as the plan for Joomla 4 comes together.

Legal & Finance Department

- Compliance Team busy working on the SSO live test implementation and Backup Policy.
- Cookie Script to be released as part of the standard templates for joomla.org properties.
- Trademark Team working on tickets and started enforcing the Domain Policy.

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- Capital Team acquired 2 new Bronze Sponsors. 2 Bronze Sponsors renewed
- Community Sponsorships and Advertising Revenue have outstripped estimations
- Demo site revenue on target.

Marketing & Communication Department

- Department meeting minutes: <https://joom.la/kNA>
- Thank You card ready to be sent (thanks Yves and Ali for their help)
- End of the year blog post sent to our editor
- Call for volunteers to take over some of the DC tasks:
 - <https://github.com/joomla/socialmedia/issues/59>
 - <https://github.com/joomla/joomla-marketing/issues/161>
 - <https://github.com/joomla/joomla-marketing/issues/162>

Events Department

- Several Joomla Users Group requested to print Joomla stickers. Djamel, Sandra and Rowan to check the quantity already in stock to be sent to the JUGs.
- Joomla Global Event Sponsorship Survey sent by Newsletter, we have a few JoomlaDay organizer who have replied to the survey.
- Planned a Newsletter with a survey to the JUG Organizers, to collect stats about the number of attendees at the local jug meeting, to be sent on Friday, (delayed, I was Sick the last 5 days).
- JUGs and Events Teams are up to date regarding the Lead, David started is term In March and Brian in September.
- Djamel proposed the creation of the Global Event Fund Working Group as an in-formation working group without voting rights.

Operations Department

- Hugh is working on rebuilding the Joomla Community Magazine. Call for volunteers is open and few volunteers recruited.
- Next full Operations meeting scheduled for next week, further update from that at next board meeting
- Progress ongoing on JED4 but really need to get sprint organised, would be much more preferable for community wide sprint, but if that is not likely I will start to plan for JED only.
- The Joomla Extensions Directory has a new fresh design thanks to JED Developers Team and Peter van Westen.

Programs Department

- Looking into opportunities to reboot the Volunteer Engagement Team.

Vice President

- Alexander will attend the following events:
 - JoomlaDay Florida - February 22-24, 2019
 - JoomlaCamp Germany - February 2019
 - JoomlaDay Austria - March 29-31, 2019

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- JoomlaDay Germany - Late 2019.

Secretary

- Questions from the Advisory Board and Board answers:
 - **How to help with Fundraising?**
We welcome new ideas for partnerships and fundraising methods. If board members have potential contacts, please reach out to Jason Nickerson to discuss. With the formation of the 501(c)(3) we can look to other sources such as grants and donations. Any advice or direction welcome.
 - **Technical assistance and Assessment of a program's impact and serving as a public advocate for the organization.**
These items are the generic duties of an Advisory Board taken from examples of similar structures. The Advisory Board can focus on potential issues they might find in the operation of the Board.
 - **Voting: While Instant Runoff seems like a likely solution to this issue, it does not solve the underlying issue. If there are 6 voters for a position and they are split 3 and 3, Instant Runoff will not fix the tie. At this time, we are unsure how to resolve this issue and would like to know the Boards opinion(s) on how to mitigate this before it happens. Waiting until after a tie has happened to decide will cause political turmoil as the loser of the election may accuse the board of electioneering.**
Thanks for the proposed scenario. One of the possibilities could be involving the outgoing person in the role to vote for the successor. But also this could lead to political turmoil. Another option could be to allow all members in the Teams under the Department in which the tie happened and assign the role by simple majority of votes. This second option, even resulting more democratic and politically correct, it would result into a violation to the Election Policies specified in the Corporation Bylaws due to the mix of member Classes exercising the right to vote.
- Viktor Vogel nominated Yves Hoppe as proxy due to his inability to commit the time necessary. Yves will serve as proxy for the Programs Department until the next election cycle.
- Replacement for the Programs Department Coordinator will be elected in the next Group 1 Election turn for 6 months.
- The Board of Directors and Officers is the highest level of governance of Open Source Matters and it's crucial to have it working in its full efficiency. To keep high the commitment level, Luca proposed policy document named "**Board Policy regarding Commitment**" for Board review and voting.
- As member of the Compliance Team and as Secretary of OSM I attended a meeting with Heather Burns (from the WordPress Core Privacy Team) and Achilleas (Team Lead of Joomla Compliance Team) about the creation of a **Cross CMS Compliance Coalition** last week. Meeting minutes are available at <https://volunteers.joomla.org/teams/compliance-team/reports/924-cross-cms-privacy-compliance-initiative-december-0>
As part of the initiative, a public repository on GitHub has been created and is hosted by Joomla: <https://github.com/joomla/cross-cms-compliance>
After the announcement: Typo3 and Umbraco representatives joined the initiative.
- Rowan and Luca will do the paperwork needed to proceed with the 501(c)(3) formation.

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- The Secretary would like to remind all the Team Leaders of every team under all the Departments to check their term expiration and eventually arrange an election for the Team Leader. Internal Elections for Team Leaders shall be done preferably before January 15, 2019. As note, Team Leader term length is one year. Newly elected or confirmed team leaders shall be in place for the Group 1 Election Cycle that will begin in the second half of January 2019.
- The Secretary would like to remind all the Department Coordinators to check the status of the teams under their Departments and eventually reflect changes in the Volunteers Portal.
- The Secretary would like to remind all the Department Coordinators to solicit teams to publish regular reports on the Volunteers Portal pursuant to motions #2017/007 and #2017/013.

Other business

- The board would like to express its sadness at Michael Babker's announcement this week and thank him wholeheartedly for his unparalleled contributions and commitment to the project over the past 8 years. We wish him nothing but the best in his future endeavours and would like to let him know he is and always was greatly respected and will be sorely missed.

Motions taken during this meeting

#2018/098 - In cases where a nomination is purely through a third party without the nominee putting themselves forward, to allow for nominees to decide whether to accept or decline a nomination in private, nominations to be kept between the person nominating, nominee and Secretary until acceptance has been given of the nomination by the nominee.

Proposed by Rowan Hoskyns Abrahall, seconded by Luca Marzo

The motion passed with unanimous consent.

#2018/099 - Turn Joomla World Conference (JWC) Team into an unofficial working group without voting rights due to lack of activity. The team will be converted back to a regular team when the next global event planning will start.

Proposed by Djamel Kherbi, seconded by Rowan Hoskyns Abrahall

The motion passed with unanimous consent.

#2018/100 - Convert Joomla Events Traveller Program Team (JET) to an unofficial Working Group, without voting rights, as due to the lack of budget this year, the team is not operating. It will be converted again into an official team when needed.

Proposed by Yves Hoppe, seconded by Sandra Decoux

The motion passed with unanimous consent.

#2018/101 - Adopt the Board Policy regarding Commitment.

Proposed by Luca Marzo, seconded by Sandra Decoux

The motion passed with unanimous consent.

#2018/102 - Adopt the Board Policy regarding Proxies.

Proposed by Luca Marzo, seconded by Rowan Hoskyns Abrahall

The motion passed with unanimous consent.

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#2018/103 - The Secretary proposes to adjourn the meeting

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

The motion passed with unanimous consent.

Motions taken offline before this meeting

#2018/097 - Approve and publish the Board Meeting Minutes.

Proposed by Luca Marzo, seconded by Jason Rosenbaum.

The motion passed with unanimous consent.