

OpenSourceMatters

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

Date: January 24, 2019

Time: 18:00 UTC

Total time of meeting: 1 hour 10 minutes

Attendees:

Rowan Hoskyns Abrahall (President), Luca Marzo (Secretary), Jason E Rosenbaum (Treasurer), Djamel Kherbi (Director), George Wilson (Director), Yves Hoppe (Director), Sandra Decoux (Director).

Apologies:

Alexander Metzler (Vice President), Hugh Douglas Smith (Director), Viktor Vogel (Director).

Proxies:

Luca Marzo served as proxy for Alexander Metzler.

Rowan Hoskyns Abrahall served as proxy for Hugh Douglas-Smith.

Yves Hoppe served as proxy for Viktor Vogel.

Discussion outline

President

- Trademark. It appears that the Trademark Team lead has taken it upon herself to amend the policy we voted on. This is entirely unacceptable and has led to a great deal of unneeded commotion.
- The Trademark Policy related to Top Level Domains approved by the Board is <https://www.opensourcematters.org/organisation/directors/policies/263-trademark-policy-tlds.html>
- Legal and Finance DC, Marketing and Communications DC and Secretary to have meeting with Team Lead to hold them accountable for their actions pending disciplinary action as a result.

Treasurer

- Jason followed up with Harbor Compliance to continue the process of formation for the 501(c)(3) entity. There might be delays due to the Government Shutdown.
- The website for the 501(c)(3) can be built to have it ready at the end of the application process.
- Financial Summit set for end of February (26 and 27) - will have dates and times and agenda set in next few weeks.

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Production Department

- George is working on 3.8 merge into Joomla 4 - should be done by the end of the month
- Plan for Joomla 3.10 and Joomla 4.0 has been published
<https://developer.joomla.org/news/764-joomla-3-10-and-joomla-4-0.html>

Legal & Finance Department

- Final review of the backup policy to be shared with webmaster team.
- Still heavy work on the Single Sign On.
- Affiliate payment issues with a previous vendor resolved. Looking forward to invite them to the hosting directory.

Marketing & Communication Department

- Joomla Shop RFP. Both proposals were share with the board fully anonymised. The board voted on the merits of the proposals only. Both vendors informed of the result of the board vote assigning the shop to Vendor B, Rowan Hoskyns Abrahall. Luca and Sandra to prepare the contract.
- JoomlaDay Florida
 - Social Media Sprint (Sandra and Alison)
 - 501(c)(3) Sprint (Sandra, Rowan, Carrie)
- Videos for JoomlaDays. Brian made a promo video for JoomlaDay Israel and offered to do the same for the other JoomlaDays, using the same template. It would allow to bring some consistency in the communication and to provide resources to JoomlaDay. Sandra to contact all JoomlaDay organisers with the help of Djamel. (Videos for JoomlaDay France ready, J Talks Greece in progress).

Events Department

- CMS Africa Summit will be held in Cape Town, this year, 15th - 16th March, Alexander Metzler, Marc Dechèvre and AK Shehu will represent The Joomla! Projectt. JoomlaDay Israel and Austria will get financial support from Events.
- Call for volunteers and get involved for the Global Events Fund will be ready in the weekend.
- Djamel will attend JoomlaDay France.

Operations Department

- Have been in touch with Showcase Directory Team, election for Team Lead is ongoing.
- Full Ops department team scheduled for next week.

Programs Department

- Reboot of VET in progress. Volunteers Engagement Team has a new Team Leader, Lara Bettelheim.

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Secretary

- Paperwork for the 501(c)(3) done. Waiting for Harbor Compliance reply.
- Received a proposal from Richard van Tilborg to create an Education Outreach initiative. This proposal has been discussed at JooStock, in The Netherlands. Here's a link to the Proposal: <https://drive.google.com/file/d/158dSM27kKMCM2PJlnSgtUul2NqXskcB4/view>
- Process to amend the Bylaws of the organization:
 - Draft the changes and review by the Board of Directors
 - Lawyers review
 - Approval from 2/3 of the Members of Open Source Matters (Class 1, 2, 3)
 - Publish the amended bylaws that incorporate all the changes.
 - Notify IRS (Check with Lawyers)
- Luca shared the proposal of Bylaws amendment to remove the Local Communities Department.
- Instructions for the Semi-Annual Board Meeting:
 - Secretary created the dedicated channel on Glip, called "OSM Semi-Annual Members Meeting".
 - Officers and Department Coordinators are already invited to the channel.
 - Department Coordinators should add to the channel as soon as possible the Team Leaders of the Team in their Department.
 - Team Leaders should invite their respective Team Members to the channel.
 - The Secretary will share the Agenda for the Meeting few hours before the meeting in the dedicated channel.
 - The Secretary will open the audio call at the planned Meeting time. Please remind your team members to have headphones, speaker and a microphone to participate at the meeting.
- Received a Code of Conduct Breach Incident Report. It will be analyzed after the meeting and full report will be shared with the Board.
- Open Source Initiative contacted us to request our signature as Affiliate on a statement about the Affirmation of Open Source Definition.

Motions taken during this meeting

#2019/011* - Where a team has a regular meeting schedule, to be entitled to the role of member, a team contributor must commit to attending at least 65% of meetings over each 6 month period. Those team members unable to meet this commitment will be marked as contributors only. This policy is already in place within several teams and has been successful in encouraging activity.

Proposed by Rowan Hoskyns Abrahall, Seconded by Luca Marzo

Motion passed unanimously

#2019/006 - Create the Education Outreach Working Group as information working group in the Programs Department.

Proposed by Luca Marzo, Seconded by Sandra Decoux

Motion passed with unanimous consent.

#2019/007 - Appoint Bruce Lawson as Member of the Advisory Board of Open Source Matters, Inc.

Proposed by Luca Marzo, Seconded by Djamel Kherbi
Motion passed with unanimous consent.

#2019/008 - Support the affirmation of the Open Source Definition as requested by the Open Source Initiative.

Proposed by Luca Marzo, Seconded by Rowan Hoskyns Abrahall
Motion passed with unanimous consent.

#2019/009 - The Secretary proposes to adjourn the meeting

Proposed by Luca Marzo, seconded by Jason Rosenbaum.
The motion passed with unanimous consent.

Motions taken offline before this meeting

#2019/003 - Approve and publish the Board Meeting Minutes.

Proposed by Luca Marzo, seconded by Djamel Kherbi.
The motion passed with unanimous consent.

#2019/004 - Assign the Joomla Shop RFP.

Proposed by Sandra Decoux, seconded by Luca Marzo.

Voted for Vendor A: George Wilson

Voted for Vendor B: Alexander Metzler, Luca Marzo, Hugh Douglas-Smith, Yves Hoppe, Viktor Vogel, Djamel Kherbi.

Abstained: Rowan Hoskyns Abrahall, Jason Rosenbaum, Sandra Decoux.

RFP is awarded to vendor B by majority.

#2019/005 - Give the mandate to President, Secretary and Treasurer to found a 501(c)(3) organization incorporated in the United States. These three officer roles will be shared between OSM and the new public charity organization.

Proposed by Luca Marzo, seconded by Rowan Hoskyns Abrahall.

Voted in favour: Alexander Metzler, Sandra Decoux, Hugh Douglas-Smith, Yves Hoppe, Djamel Kherbi, Viktor Vogel.

Voted against: George Wilson

Abstained to prevent any possible Conflict of Interest: Rowan Hoskyns Abrahall, Luca Marzo, Jason Rosenbaum.

The motion passed with majority consent.

** Motion has an higher progressive number because due to a mistake it was not reported in the Motion Registry in the right order. Motion #2019/011 has been voted as first motion during the Meeting of 24/01/2019.*