OpenSourceMatters

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

Date: March 21, 2019
Time: 18:00 UTC
Total time of meeting: 1 hour 15 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), Jaz Parkyn (Director).

Apologies: -

Proxies: -

Invited guests:

Harald Leithner (Elected Director), Jason Nickerson (Elected Director).

Discussion outline

President

- Rowan urged the board and community to read the following book, if they have never done so before. It will take 20 minutes tops to read the fable, a little longer to read the discussion piece afterwards. We as a project are in a time of change, with the formation of the 501 and release of Joomla 4. This book is the best book about change I have ever found. It is short, concise and to the point.
    - http://jef.mentalis.org/hersenspinsels/downloads/WhoMovedMyCheese_DrSpencerJohnson.pdf
- Rowan shared a document describing the Pattern Library idea and plan for Joomla 4. The Board reviewed and discussed the plan.
- Marco Dings has proposed to reboot Joomla X team with a focus on architecture and code review from a more outsider's view point (i.e people who haven't been in the trenches with 4) to get a better understanding of where the back end of 4 is and what needs to be done to get it over the line. The group would then look at architecture moving forwards.
- Rowan shared some documents about the new entity 501(c)(3), including Article of Incorporation, Organizational meeting document, Federal 501(c)(3) Application.
- Rowan to share the budget and plan for the Joomla World Conference after CloudFest.

Treasurer

- Currently reviewing 501 docs - first pass should be completed by me this weekend.
- Jason R, Luca and Rowan to solve the transition issue with LegalShield.

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- Jason shared the current Director & Officers Insurance with the Board.
- Jason to find a D&O Insurance for the new 501(c)(3) entity.
- Budget forms will be going out to DCs next week (July 1, 2019 - June 30, 2020) with the expectation that initial budget entries from DCs will be due no later than April 15. This will allow us to finalize submission by May 15 and allow the Board to have a presentable budget locked by June 1. Any adjustments can be made in June for the July 1 start date.
    - We will provide an email with a link to the form
    - There will be a hard deadline for initial and final submissions
        - Target Initial submission April 15
        - Target Final Submission May 15
    - DCs are responsible for filling out the entire department's budget, meaning they have to the necessary information from their team and submit one form
    - We will provide a link to the current budget for frame of reference for initial submissions
    - Upon receipt of initial submissions, a review will take place and then after reconciliation, the Board will send back to each department the budgetary "sandbox" they get to play in
    - Upon receipt of the adjusted numbers, DCs will then submit their adjusted and final departmental budgets
    - The Legal & Finance budget is imperative to be received timely as it represents the majority of the projected revenue and therefore significantly dictates the overall budget
    - Board of Directors budget will be sent to Rowan
- Jason will head into a branch in the next few days to transfer about $11k out of BC2 and into the MMA.
- Jason shared the up to date accounts

Production Department

- Joomla 3.9.4 and 4.0.0 Alpha 7 released.
- Backend template team progressing with the backend template work actively. There's a youtube video showing the progress from Joomla Day Florida.
  https://www.youtube.com/watch?v=C0doSVLgqnQ
- Started work on merging Joomla 3.9 into Joomla 4.
- Continuing work on the global PBF announced in Athens.
- J4 Documentation work is continuing (Big thanks to Astrid!).
- Lots of accessibility work done into Joomla 4.
- The Board discussed about the future of Jooma X Team.
- Production minutes of meeting released.
- Niels Braczek stepped back as Bug Squad Team Leader, there will be elections soon and hopefully again an active team.

Marketing & Communication Department

- Video What is Joomla published: https://joom.la/whatisjoomla - Already translated in over 12 languages
  DC would like to thank Brian Teeman for his precious help and our partner RenderForest

- [Webmasters Team] Anyone knows someone who can design/work on our J4 official template?
- Rachel Walraven is working (with the Dutch Marketing Team) on a brochure with web designers as target (using the official brochure template)
- Wilco Alsemgeest provided a HTML template for presentation https://drive.google.com/drive/u/0/folders/12ieSdjrvMhGW6kCuSd_777Uf9WW2L6jI (freely available)
- JoomlaDay France: Good contacts about education outreach - DC in contact with them - Evaluating to attend Educatec Educatice Show in Paris.
- New volunteer willing to provide video tutorials for beginners about Joomla 4.
- First volunteer for Season of Docs program - DC is working with her.
- Domains.joomla.org to be officially announced on March 25th

Events Department

- Rowan is working on the JWC 19 website, the website is almost ready, should be online on Saturday before the start of the CloudFest.
- We had our monthly Events Department meeting yesterday, https://volunteers.joomla.org/departments/events/reports/984-march-20-2019-events-department-meeting-report

Operations Department

- JCM is being imported into core Joomla, a number of options have been discussed and reviews but there is a strong feeling from the team that this is a showcase for Joomla and should therefore as far as possible be 'in Joomla'.
- Next Ops team meeting scheduled for 27th March - further updates after that.

Programs Department

- A new team leader has been elected to the Volunteer Engagement team and is starting to formalise internal processes and prepare to hold their first team meeting.
- The JCP have recently discussed some great ideas for their future plans and look forward to exploring this further when the platform upgrade has been completed.
- The JCP has also planned to reinstate their monthly team meetings to help all members of the team keep up to date with recent events and to keep operations running smoothly.
- The department meeting will be scheduled shortly once a date has been found that works for everyone's schedules.

Vice President

- Alexander reported his experience at CMS Summit Africa.

Secretary

- Joomla Foundation, Inc. has been founded as non-profit organization in Delaware. Filings have been done to get the 501(c)(3) tax exemption status.
- Rowan shared with Jason and me the draft of the Bylaws for the 501(c)(3) that is currently under review.

- Trademark Policy for Domain Names published:
  https://www.opensourcematters.org/organisation/directors/policies/263-trademark-policy-tlds.html
- Open Source Initiative informed us that they are willing to promote our activities upon request.
- Joomla logo trademark has been successfully renewed in India.
- Peter Russell has been appointed as a member of the Advisory Board.
- Ken Crowder has been appointed as Ombudsman of Open Source Matters, Inc.
- As result, Ken will leave the Advisory Board, transitioning his responsibility to Peter.
- Luca to publish results announcement on Bylaws changes voted in February.
- JoomlaTalks in Athens has been a very great and successful event, positive feelings, good response by the local community and a lot of discussions about Joomla, its future and how to get involved. Big shout-out to Aris Ntatsis and the Greek Joomla Community.

Other business

- Question from the Advisory Board:
  "The Advisory Board would like to know the current status of the False Vulnerability Report that came out in early March."
  Rowan to meet some of them representatives at CloudFest to clarify the situation.

The Full Board of Directors and Officers of Open Source Matters would like to thank all the outgoing Board members for their precious contribution during the past year.

Motions taken during this meeting

#2019/030 - Disband Joomla! X Team as suggested by Niels Braczek and Marco Dings.
Proposed by George Wilson, seconded by Yves Hoppe
The motion passed with unanimous consent.

#2019/031 - Create a working group "Software Architecture & Strategy" as outlined by Marco Dings under Production Department.
Proposed by George Wilson, seconded by Rowan Hoskyns Abrahall.
The motion passed with unanimous consent.

#2019/032 - 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

#2019/027 - Approve and publish the Board Meeting Minutes.
Proposed by Luca Marzo, seconded by Hugh Douglas-Smith.
The motion passed with unanimous consent.

#2019/028 - Appoint Peter Russell as member of the Advisory Board of Open Source Matters, Inc.
Proposed by Rowan Hoskyns Abrahall, seconded by Luca Marzo.

The motion passed with unanimous consent and 3 abstentions.

#2019/029 - Appoint Ken Crowder as Ombudsman of Open Source Matters, Inc.
Proposed by Rowan Hoskyns Abrahall, seconded by Luca Marzo.
The motion passed with unanimous consent.