

OpenSourceMatters

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

Date: April 04, 2019

Time: 17:00 UTC

Total time of meeting: 1 hour 30 minutes

Attendees:

Rowan Hoskyns Abrahall (President), Alexander Metzler (Vice President), Luca Marzo (Secretary), Jason E Rosenbaum (Treasurer), Djamel Kherbi (Director), Harald Leithner (Director), Hugh Douglas Smith (Director), Jaz Parkyn (Director).

Apologies:

Jason Nickerson (Director)

Proxies:

Luca Marzo served as Proxy for Jason Nickerson.

Discussion outline

President

- Rowan shared the current Budget vs Actuals. There is still some discrepancy in PayPal that will be fixed shortly.
- Cloudfest was a successful event. We worked closely with CMS Garden and had a large quantity of meetings with potential partners and sponsors. Rowan and Jay will be working on follow ups in the coming days to move some of the ideas forward. Rowan also spent a lot of time talking to TYPO3, continuing some of the conversations started in South Africa with Alexander and also exploring some new areas.
- Further \$3250 Cashed out of BSA on 3rd April.
- Hosting Partner Directory needs to be finished.

Treasurer

- Jason and Rowan to check the 990 filing.
- SMB Membership to i2Coalition paid (until 2020).
- Waiting on new bookkeeper to sign NDA before adding her to Citibank accounts, which requires documentation and a trip into the branch.
- Jason to look for D&O Insurance for the new legal entity (501(c)(3)).
- Luca to fix accesses to LegalShield.
- 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 4/30. 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.

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- 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 4/30
 - Target Final Submission 5/15
- 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 shared the up to date account status.

Production Department

- Backend Template Repository is now public <https://github.com/joomla/backend-template>
- Several code sprints for Joomla! are in planning stage.
- Joomla 4 Beta (with feature freeze) is planned for end of May.
- Joomla Bug Squad elections ending on April 8.
- Joomla X Team has been archived.
- Google Summer of Code students applications ends on April 9.
- Google Season of Docs application is in preparation (application ends on April 23).

Marketing & Communications Department

- Sandra Decoux resigned as Marketing & Communications Department Coordinator. Election process for replacement has started.

Legal & Finance Department

- **[Trademark]** Trademark Opposition in Turkey against the registration of JOOMLAHOSTING. Filing the opposition would cost us \$1500, it's due by April 12. Chances to succeed are good according to our law firm and their local consultants.
- **[Compliance]** Team is testing the Single Sign-On system.
- **[Compliance]** Team is working on the Incident Response Plan and Incident Response Policy, a draft is currently under internal review and the final document will be submitted for Board review once ready.

Events Department

- JWC 19 website is online, Rowan did an amazing job in a very short time, thank you Rowan.
- JWC 19 budget is still being worked on.

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- David Aswani is going for another one year term as Joomla! Events Team lead, election process started as required by our Bylaws.
- Events Department meeting scheduled for April 19

Operations Department

- Development of Joomla Community Magazine is continuing and making good progress.

Programs Department

- First Department Meeting has taken place, minutes will be available on the volunteer portal shortly. From May onwards, department meetings will be held on a monthly basis.
- All teams in the department have agreed to hold monthly meetings. The JCP has recently held theirs; the VET is due to hold one shortly.
- VET are formulating ideas for an onboarding program.
- Work is continuing on the new exam platform for JCP.
- A representative from the French Educational System has expressed their interest in introducing Joomla to students. Daniel Dubois and Sandra Decoux have been involved in these discussions, with Daniel following up further.
- Sandy Edwards expressed interest in a Joomla Kids Program at JoomlaDay Florida.
- Jaz to create Education Outreach Working Group on the Volunteers Portal.

Vice President

- Alexander shared a report about JoomlaDay Austria.

Secretary

- Luca and Rowan worked on the 501(c)(3) entity Bylaws review. The draft has been shared with the Board for review.
- Joomla Foundation:
 - The Board of Joomla Foundation would consist of 7 people: 4 Officers, 3 Directors. Officers are shared. At the first Meeting, the Board has to approve the Bylaws and appoint the 4th Officer (Vice President) that is needed by the bylaws formulation.
 - The reason we are increasing this from 3 is that on receipt of the bylaws we realised that the role of the Vice President is “hard baked” into them.
 - In order to keep both an uneven number of board members (to prevent tied votes) and a small majority, the number of non-officer board members has been increased to 3.
 - Joomla Foundation doesn't have members, but can have “Non voting Affiliates”. The Board has to define Affiliates classification, requirements and powers. A good example of affiliates is the i2Coalition.
- Confidentiality:
 - It is clear that after our last Board Meetings there have been several breaches of confidentiality.
 - Reminder to Board Members, everything discussed during Board meetings is covered by OSM Non-Disclosure Agreement (NDA) and should not be discussed outside of the Board rooms and meetings unless the matter is included in the Meeting Minutes for publishing.

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- Furthermore content of meeting minutes is effective after one week from the Approval motion (or sooner motion passes before this time) so it should be disclosed after the minutes are published on the Volunteers Portal.
- Actions approved by motions during the meeting, however can be taken earlier since passed motions are immediately effective. (i.e forming of teams, taking legal counsel, budget spends etc)

Other business

- The Board received and discussed two Code of Conduct Breach Reports.
- The Board decided to proceed with the approval of the Policy regarding CoC Breaches drafter on July 2018. A motion will be conducted via email.
- Luca to contact offending and offended parties to conduct further hearings.
- The Board discussed the happenings of last meeting.
- A no longer serving director wished to propose a motion of no confidence in the President at the last board meeting. This motion was postponed as this was presented without notice. In order to honor the wishes of the no longer serving director, the board decided to honour the proposal and table the motion.

Motions taken during this meeting

#2019/034 - Pay Rowan the balance of this year's bookkeeping budget in order to bring books up to date, create a manual for future bookkeepers, automate some tasks, bring last 5 years books up to publishable quality. Amount to be paid \$3900.

Proposed by Djamel Kherbi, seconded by Luca Marzo.

Abstentions: Rowan Hoskyns Abrahall, Jason Rosenbaum.

Motion passed with unanimous consent and 2 abstentions.

#2019/035 - Challenge JoomlaHosting registration in Turkey at approximate cost of \$1500. This would come from existing Legal and Finance Legal Budget.

Proposed by Hugh Douglas-Smith, seconded by Jaz Parkyn.

The motion passed with unanimous consent.

#2019/036 - Allow the Vice President role to be shared with the new charity entity.

Proposed by Luca Marzo, seconded by Rowan Hoskyns Abrahall.

Abstentions: Alexander Metzler.

The motion passed with unanimous consent and 1 abstention.

#2019/037 - As per point in other business above. Motion of no confidence in the President.

Proposed by Sandra Decoux, seconded by Yves Hoppe (serving at the time in which the motion has been proposed originally).

Abstentions: Rowan Hoskyns Abrahall as directly involved party. Harald Leithner and Jason Nickerson as Directors not yet in charge at the time in which the motion has been proposed.

Against: Alexander Metzler, Jason Rosenbaum, Luca Marzo, Jaz Parkyn, Djamel Kherbi, Hugh Douglas-Smith.

The motion failed unanimously and 3 abstentions.

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#2019/038 - Move meeting time to 17:00 UTC.

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

The motion passed with unanimous consent.

#2019/039 - The Secretary proposes to adjourn the meeting

Proposed by Luca Marzo, seconded by Djamel Kherbi.

The motion passed with unanimous consent.

Motions taken offline before this meeting

#2019/033 - Approve and publish the Board Meeting Minutes.

Proposed by Luca Marzo, seconded by Djamel Kherbi.

The motion passed with unanimous consent.