

OpenSourceMatters

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

Date: November 28, 2019

Time: 18:00 UTC

Total time of meeting: 1 hour 10 minutes

Attendees:

Rowan Hoskyns Abrahall (President), Daniel Dubois (Vice President), Luca Marzo (Secretary), Djamel Kherbi (Director), Harald Leithner (Director), Hugh Douglas-Smith (Director), Jaz Parkyn (Director), Eric Lamy (Director).

Apologies:

Brian Mitchell (Treasurer), Jason Nickerson (Director).

Proxies:

Harald Leithner served as proxy for Brian Mitchell.

Discussion outline

President

- Rowan is working on the “Forum for the Future” meeting, planned for January.
- The Board discussed about the lack of presence and representation of the Legal & Finance Department Coordinator.

Production Department

- Set minimum PHP Version for Joomla 4.0 to PHP 7.2.5

Legal & Finance Department

- Luca reminded the need to check if the list of sponsors published on the joomla.org homepage is up to date.
- Luca reminded the need to reboot Capital Team to check sponsorship agreement status and expiration.
- Daniel to write a Call for Volunteers to hire new people for Capital Team.
- Compliance Team is working on a new comprehensive Privacy Policy for the joomla.org websites.

Marketing & Communications Department

- Eric had a meeting with BrandIT regarding Joomla Domains.
- Report of the Strategic Meeting in Bordeaux will be published early next week.

OpenSourceMatters

Events Department

- Brian Ronnow has been re-elected for 1 year term as JUG Team Lead.
- Joomla will be at CMS Africa in Accra, Ghana, 26th-27th March 2020.
- Rowan introduced Djamel to the organizers of CloudTalk Global, that will take place in Istanbul on April 21, 2020. Djamel to have a meeting with them in the next few days.

Operations Department

- The Board discussed about the lack of volunteers to rebuild the Joomla Community Magazine. A new call for volunteers to be published soon.
- Hugh requested feedback from the Board related to the Webmasters Handbook for joomla.org properties. The document will be open for comments until next Board Meeting.

Programs Department

- Volunteer Engagement Team had their monthly meeting and discussed a number of interesting ideas, some of which will be explored further in person in January.

Vice President

- Daniel attended the Marketing Strategic Meeting in Bordeaux.
- Daniel is working on the presentation for the African outreach project.

Secretary

- **[Governance]** Opened an activity on GitHub to improve the Volunteers Portal in order to simplify the election management:
<https://github.com/joomla/volunteers.joomla.org/issues/210>
- **[Assets]** Following the sale of the **.org Domain Registry**, in order to avoid pricing increase on our renewal fees, it would be good to secure such domains for multiple years.
<https://www.internetsociety.org/news/press-releases/2019/ethos-capital-to-acquire-public-interest-registry-from-the-internet-society/>
- There is a movement to “**Save .ORG**” from the sale. It’s possible to join the initiative to stop the .org Registry sale. <https://savedotorg.org/>
- **[Governance]** Legal & Financial Department has been uncovered for 5 meetings in a row without a proxy. Luca reminded the urgency to have the Department covered and represented in the Board.
- **[Governance]** Motion #2019/102 could be cancelled and redone after the approval of a general policy to rule out Commissions on sponsorship deals.
- **[Fundraising]** The Board should really start looking at possibilities like the one proposed in motion 2019/102, in order to ensure a proper cash flow. The draft of “Corporate Policy regarding Sponsorship Commissions” has been shared last Sunday with the Board for comments.
- **[JWC 2019]** Cancellation fee of GBP 7800 (around USD 10.000) has been requested by the event venue as they were unable to resell the location.
- **[Advisory Board]** With Ken Crowder moving to the Ombudsman role, the Advisory Board almost stopped its activities. The Board might want to consider adding new people to form a

OpenSourceMatters

working team.

- **[Governance]** Meeting Minutes of the Semi-Annual Members Meeting have been published: <https://volunteers.joomla.org/board-of-directors/reports/1123-osm-inc-semi-annual-members-meeting-september-18-2>
- **[Compliance]** An action is urgently needed on the JoomlaCode case. Months ago the Board discussed a migration to GitHub. Something needs to be done.
- **[Reporting]** Open Source Matters website has been updated with all meeting minutes and motion list. We only miss the following financial filings:
 - U.S. Corporation Income Tax (Form 1120) - year 2018
 - Return of Organization Exempt From Income Tax (Form 990) - year 2018
 - CHAR500 (if applicable) - years 2017 and 2018.

Other business

- The Board decided to move next meetings cycle in order to skip Christmas period.
- The Board discussed the appointment of an agent to seek for Sponsors.

Motions taken during this meeting

#2019/103 - As per the decision to use Aleksander Kuzcek as Interim Operations Director at the Board Meeting in person, Daniel Dubois, the current Vice President, will serve as interim Legal & Finance Department Coordinator in place of Jason Nickerson until the next election cycle in January 2020 due to the continued absence of the elected Director.

Proposed by Luca Marzo, seconded by Rowan Hoskyns Abrahall.

The motion passed with unanimous consent.

#2019/104 - Cancel motion #2019/102, waiting for the official policy.

Proposed by Luca Marzo, seconded by Jaz Parkyn.

The motion passed with unanimous consent.

#2019/105 - Approve the "Corporate Policy regarding Sponsorship Commissions" document and adopt it as an official Corporate Policy.

Proposed by Luca Marzo, seconded by Jaz Parkyn.

The motion passed with majority consent. Brian Mitchell and Harald Leithner voted against.

#2019/106 - Renew our .org domains for the maximum length possible to avoid possible price increases.

Proposed by Luca Marzo, seconded by Jaz Parkyn.

The motion passed with unanimous consent.

#2019/107 - Join the Save .ORG initiative as organization

Proposed by Luca Marzo, seconded by Harald Leithner.

The motion passed with unanimous consent.

#2019/108 - Move the next Board Meeting to December 05, 2019 and adjourn the bi-weekly cycle accordingly.

Proposed by Luca Marzo, seconded by Daniel Dubois.

The motion passed with unanimous consent.

OpenSourceMatters

#2019/109 - Appoint Carrie Megginson as an Agent of the Corporation according to the Corporate Policy regarding Sponsorship Commissions.

Proposed by Luca Marzo, seconded by Jaz Parkyn.

The motion passed with unanimous consent and 3 abstentions.

Rowan Hoskyns Abrahall abstained to prevent any possible Conflict of Interests.

Brian Mitchell and Harald Leithner abstained.

#2019/110 - The Secretary proposes to adjourn the meeting

Proposed by Luca Marzo, seconded by Daniel Dubois.

The motion passed with unanimous consent.

Motions taken offline before this meeting

#2019/101 - Approve and publish the Board Meeting Minutes.

Proposed by Luca Marzo, seconded by Rowan Hoskyns Abrahall.

The motion passed with unanimous consent.

#2019/102 - [MOTION WITHDRAWN WITH THE MOTION #2019/104]

Proposed by Rowan Hoskyns Abrahall, seconded by Luca Marzo

The motion passed with majority consent.