

OpenSourceMatters

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

Date: February 27, 2020

Time: 18:00 UTC

Total time of meeting: 1 hour 50 minutes

Attendees:

Luca Marzo (Secretary), Brian Mitchell (Treasurer), Harald Leithner (Director), Jaz Parkyn (Director), Marco Dings (Elected Director), Radek Suski (Elected Director).

Apologies:

Rowan Hoskyns Abrahall (President), Djamel Kherbi (Director), Eric Lamy (Director), Hugh Douglas-Smith (Director)
Jason Nickerson (Director) on leave.

Proxies:

Jaz Parkyn for Rowan Hoskyns Abrahall.
Luca Marzo for Eric Lamy.

Discussion outline

President

- Rowan could not attend due to travel. Notes shared by Rowan will be discussed at the next meeting.

Treasurer

- Brian shared with the Board the folder with all the reimbursement requests.
- Brian proposed to identify a period for the next Semi-Annual Members Meeting.
- Brian shared the up to date bank balances.
- Brian thanked Rowan and Luca for updating the financial reports section on the Open Source Matters website.

Production Department

- Created a Joomla 4 language repository working group.
- Webauthn PR landed in Github.
- Beta Blockers has been identified and should be solved until JAB.

Marketing & Communications Department

- The User Research & Strategy Working Group elected a Team Leader is working to get stuff done.

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Events Department

- Report of our monthly events department meeting held last February 19th are published on Volunteers Portal
<https://volunteers.joomla.org/departments/events/reports/1178-february-19-2020-events-department-meeting-report>
- User Groups Team (JUG Team) held a meeting on the 26th. The main discussion was about the proposal who came on in the Forum for the Future: reformat the JUG rules to allow virtual user groups; Jaz Parkyn was invited to attend the meeting.
- The events dept would like to thank Allon Moritz for his help and collaboration with Carlos Camara on the implementation of DP Calendar on the events website.

Operations Department

- Process of handing over to Radek has started.

Programs Department

- Department meeting took place on 25th February.
- Davide Messia has been elected new VET team leader and is currently transitioning into the role. The change will be official on 1st March 2020. Thanks to Vikas Pisal for his time as team leader.
- Jaz attended the JUG meeting on 26th February to discuss and review the JUG changes proposed during the FftF stream.
- Following a request from Daniel Dubois, I would like to discuss the proposal of a working group to sit alongside the Educational Outreach Working Group for his African Outreach Program. A team can be proposed in the future when demonstrable work has been completed and formal goals and roadmaps have been created.

Secretary

- **[Note]** Pursuant the [Board Policy regarding Handover](#) the newly elected Department Coordinators are entitled to attend the Board Meeting without voting rights during the handover/transition period.
- **[Governance]** The Open Source Matters website has been updated with all the meeting minutes, including Semi-Annual Members Meeting Minutes.
- **[Governance]** Board role descriptions published on a dedicated page on the website: [Board Member Roles](#)
- **[Governance]** The definitions of Teams, subteams and the different roles within teams have been published on a dedicated page on the website:
<https://www.opensourcematters.org/organisation/team-membership.html>
- **[Governance]** In order to clarify the rules related to the elections, I prepared a page on the OSM website will all the rules, timelines, methodologies and references about the Election, including the link to all the election results:
<https://community.joomla.org/blogs/leadership/nomination-and-election-process.html>
- **[Transparency]** The Profit & Loss and Balance Sheet documents from 2016 to 2019 have been published on the OSM website: [Finances](#) .
Published a page with the registry of motions adopted by all the members:

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<https://www.opensourcematters.org/organisation/members-meetings/286-members-motions.html>

- **[Transparency]** The Year End Report for outgoing Board Members (Group 2) is due on April 06, 2020. The 180 day Quarterly Report for remaining Board Members (Group 1) is due on April 10, 2020.
- **[Conflict Resolution]** Hugh and I had a meeting to evaluate the outsourcing of the Conflict Resolution service to a professional, third-party service.
- **[Governance]** Given the fact that Jason Nickerson, the Legal & Finance Department Coordinator, is on leave of absence due to personal reasons, and given that Hugh Douglas-Smith has been duly elected to succeed in such a role, Luca proposed a motion to allow Hugh Douglas-Smith to take over the Legal & Finance Department Coordinator role immediately. The Board would like to express gratitude to Jason for his service as Department Coordinator.
- **[Governance]** If the previous proposal comes into effect, Luca would like to propose a motion to allow Radek Suski, to take over the Operations Department Coordinator role immediately.
- **[Compliance]** Luca requested the Board to review the Amendment to the launch.joomla.org Agreement to address and clarify Privacy/Compliance Responsibilities. Once approved, the amendment will be proposed to Cloud Access for signature. The amendment draft has been prepared by Donata Kalnenaite from the Compliance Team. Luca would like to express deep appreciation for the work done by her.
- **[Compliance]** The same amendment should be executed also to BrandIT for the domains.joomla.org service.
- **[Governance]** In the past years, Department Coordinators had to deal with pressure, responsibilities and tasks. In the Bylaws we have a way to spread and share responsibilities within a Department, creating a Department Leadership. The Departmental Coordinator Leadership should include the Department Coordinator, the Team Leaders of all the official teams under such Department. A member of the Department Leadership might be appointed as Assistant to Department Coordinator to support the DC managing the Department.
- **[Election Results]** Congratulations to Brian Mitchell for his election as President of Open Source Matters, Inc. and massive thanks to Rowan Hoskyns Abrahall for her long service as leader of the organization, as CLT member, then as Events DC and as President in the past two terms. Due to the election of Brian as President, a replacement election will be executed to fill the role of the Treasurer until the next election cycle. As Brian Mitchell is already in a fiscal signatory role, the handover period will be longer than usual and last until the new Treasurer has been elected and fully signed on to the organisation.
- Daniel Dubois stepped down as Vice President of Open Source Matters, Inc. with immediate effect. A replacement election has started. The Call for Manifestos to fill out the two Officer role vacancies has been published:
<https://community.joomla.org/blogs/leadership/call-for-candidate-manifestos-replacement-elections-2020-g2.html>
- Luca submitted an application to AWS Open Source Credit Programs, requesting credit to be used for Amazon S3 and Data Transfer in order to reduce OSM yearly operational expenses. Response is expected in roughly 10 days.

Motions taken during this meeting

#2020/019 - Convert the User Research & Strategy Working Group to an official Team with voting rights in the Marketing & Communications Department. The name changes to "User Research & Strategy Team" to reflect the new status.

Proposed by Eric Lamy, seconded by Rowan Hoskyns Abrahall

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The motion passed with unanimous consent.

#2020/020 - Allow Hugh Douglas-Smith to take over the Legal & Finance Department Coordinator role with immediate effect, as the incumbent DC is on leave of absence.

Proposed by Luca Marzo, seconded by Djamel Kherbi

The motion passed with unanimous consent.

#2020/021 - Allow Radek Suski to take over the Operations Department Coordinator role with immediate effect, as the incumbent DC transitioned to another role.

Proposed by Luca Marzo, seconded by Djamel Kherbi

The motion passed with unanimous consent.

#2020/022 - Approve the Amendment to the launch.joomla.org Agreement regarding Privacy Responsibilities and give the mandate to the Secretary to bring it to the counterpart for signature.

Proposed by Luca Marzo, seconded by Rowan Hoskyns Abrahall

The motion passed with unanimous consent.

#2020/023 - Approve the Amendment to the Joomla Domains Cooperation Agreement regarding Privacy Responsibilities and give the mandate to the Secretary to bring it to the counterpart for signature.

Proposed by Luca Marzo, seconded by Rowan Hoskyns Abrahall

The motion passed with unanimous consent.

#2020/024 - Each Department Coordinator shall form a Department Leadership including the DC and all the team leaders of the teams within their Department.

Proposed by Luca Marzo, seconded by Rowan Hoskyns Abrahall

The motion passed with unanimous consent.

#2020/025 - Each Department Coordinator shall appoint an Assistant DC to assist with the management of their Department.

Proposed by Luca Marzo, seconded by Rowan Hoskyns Abrahall

The motion passed with unanimous consent.

#2020/026 - Change the schedule to weekly Board meetings until the end of the current term.

Proposed by Rowan Hoskyns Abrahall, seconded by Luca Marzo

The motion passed with unanimous consent.

#2020/027 - For Board Elections list all members with voting rights in the election blog post.

Proposed by Harald Leithner, seconded by Luca Marzo

The motion passed with unanimous consent.

#2020/028 - The Secretary proposes to adjourn the meeting

Proposed by Luca Marzo, seconded by Djamel Kherbi.

The motion passed with unanimous consent.

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Motions taken offline before this meeting

#2020/017 - Approve and publish the Board Meeting Minutes.

Proposed by Luca Marzo, seconded by Djamel Kherbi.

The motion passed with unanimous consent and 1 abstention. Daniel Dubois abstained.

#2020/018 - [MOTION CONTENT REDACTED UNDER THE NON-DISCLOSURE AGREEMENT]

Proposed by Hugh Douglas-Smith, seconded by Djamel Kherbi.

The motion passed with majority consent and 1 abstention.