

# OpenSourceMatters

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

Date: May 21, 2020

Time: 17:00 UTC

Total time of meeting: 2 hours 0 minutes.

### Attendees:

Brian Mitchell (President), Elisa Foltyn (Vice President), Luca Marzo (Secretary), Rowan Hoskyns Abrahall (Treasurer), Marco Dings (Director), Hugh Douglas-Smith (Director), Djamel Kherbi (Director), Jaz Parkyn (Director).

### Apologies:

Rowan Hoskyns Abrahall (Treasurer) due to health issues.  
Radek Suski (Director), Eric Lamy (Director).

### Proxies:

Marco Dings for Rowan Hoskyns Abrahall.  
Luca Marzo for Radek Suski.

## Discussion outline

### President

- Brian proposed to proceed with the Bookkeeping RFP assignment.

### Treasurer

- Harald's reimbursement has been processed and paid.
- Rowan shared the bank balances as of today.
- Rowan is recovering from her health issue.

### Production Department

- Latest published department report is [May 5th, 2020](#). May 19th meeting minutes will be published over the weekend after internal approval. Next meeting will be June 2nd.
- Joomla 4 is still on track for beta at JAB2020, J3.10 will follow a few days afterwards.
- With the absence of other nominations, Llewellyn van der Merwe will be appointed Assistant Department Coordinator (ADC).
- Looking into supporting "CMS release group" with a custom component to report on test coverage for releases
- Production wants to make specified tests and documentation mandatory beyond 4.0 releases. This will be quite a paradigm shift and will increase load on.

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- Latest bi-weekly department meeting was held at May 19th, minutes to be published over the weekend
- For the sake of transparency please find enclosed the voting mechanism that has and is used in the, Production department  
The details can be found in the motion registry tab "rules"
  - \* Minimum number of votes to cast must be at least 2/3 (rounded up) of total eligible voters
  - \* Enough votes do come to a conclusion The number of not against votes must be at least 2/3 (rounded up) of total eligible members
  - \* In favour threshold, at least 2/3 (rounded up, ignoring obtained).

## Legal & Finance Department

- Hugh prepared a draft of the OSM Payment Card policy.
- Handover of CRT matters to Marco and Elisa has occurred, thanks to both for taking this on.
- Hugh highlighted the need to clean up the Leadership Channels in Glip. DCs committed to update the channel according to their Department and teams.

## Events Department

- Wilco has done some maintenance work on the community website, we are still facing an issue with RSTicket, there is a conflict when JCE editor is enabled, some super user accesses have been removed, a check on the ACL belongs to the events department has been performed.
- Djamel did a presentation in the online JoomlaDay France about the virtual JUGS, the virtual event started on the 15th of May and it will end at the beginning of June, with two live sessions every Friday.
- Events department folder on google drive has been updated with some additional material, created a folder for the JoomlaDay financial support and another one for the reimbursement made under the events department, historical records for the dept meeting are available as well, started in 2018.

## Operations Department

- Department meeting took place on [May, 14th](#)
- All teams have been asked to sign NDA by everyone who has access to sensitive data. Radek requested to provide a PDF copy to be read beforehand. Luca provided it.
- Participants have been reminded about reporting requirements.
- JCM has new leadership and is working in full capacity.
- JED continues on improving the website and is planning a virtual sprint.
- The Forum team has a new global moderator. Its leadership has been confirmed for another term.
- The JRD has been notified as far as possible about its current situation and which steps are being taken to solve current issues.
- JSD is working on verification of existing listings. Also new rules have been established for listing submissions.
- JTD has problems finding a web designer for the team. The website itself is being currently updated.
- The Webmaster team requested feedback on backup policy and users' configuration.

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- Several super users accounts have been removed from CJO.
- A sandbox of CJO has been created for testing new improvements.
- JSST is working on defying processes for versioning of assets.
- The Department leadership is considering the opportunity to form a working group for the official Joomla.org template.
- The Department leadership is considering forming a working group to manage/maintain the community.joomla.org website.

## Programs Department

- Department meeting took place on [12th May](#).
- Membership forms have now been completed for all active teams and working groups - JVP, Glip and Google Groups have been updated accordingly.
- JCP - Wilco and Andrea are continuing to work on the migration.
- VET - Davide is working on the team's mission statement.
- Programs Department Google Drive has been updated to include a folder for each team. Each folder has been shared with the team members via the Google Group address.
- Team Leader Responsibilities Policy document is now complete, Jaz proposed its official adoption, and publication on the OSM website.

## Vice President

- Elisa signed the outstanding Non-disclosure agreements as delegate.

## Secretary

- **[Identity Portal]** The Identity Portal has been published on May 16, 2020, with the Volunteers Portal connected to it. This is the first milestone in the deployment of the Single Sign On across the Joomla.org properties.
- **[Communications]** It's Team Leaders' responsibility to keep themselves up to date with organization decisions, policies, directives. Board decisions taken by motions are effective and published in the Meeting Minutes, the Motion Registry and the PDF copy of the meeting minutes. All the other information and decisions that are not taken by motion are published in the meeting minutes. The Members of the Corporation, independently of their role (members, team leaders, directors, officers, etc.) shall use the Meeting Minutes as the official source of information from the Board.
- **[Non Disclosure Agreement]** Luca created a registry of the Non disclosure agreement. Even if there was not any motion of the "New Board", the NDA has been in effect also in the previous structure of leadership, so we inherited it and almost all team leaders already signed it.
- **[EchoSign]** Luca conducted a check in EchoSign and forwarded all the pending NDAs to Elisa, as Vice President to get them signed. Two partnership agreements are still pending the President's signature.
- **[Assets]** The President mailbox has been configured and provided to Brian. Luca is at disposal of Rowan and Brian to help with the transition of the Treasurer official mailbox.
- **[LightHouse StackPack]** [René Kreijveld](#), upon request of Philip Walton, developed the package file for Joomla. This includes performance suggestions to be shown within the Google Lighthouse StackPack. Luca circled back with Google representatives that engaged

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with us a few weeks ago to include Joomla. The prepared package is visible at:

<https://github.com/GoogleChrome/lighthouse-stack-packs/pull/44>

- **[Copyright Statement]** Following Hugh's request, Luca asked the Open Source Initiative for advice and they suggested this page that includes the clarifications on how to write an effective copyright statement:  
<https://matija.suklje.name/how-and-why-to-properly-write-copyright-statements-in-your-code>. Summarizing the copyright statement should be formulated as follows:  
© `{ $year_of_file_creation } { $name_of_copyright_holder } <{ $contact }>`
- **[Conflict of Interest Disclosure Policy]** Luca proposed to the Board to reinstate the disclosure of Conflict Interest for Board members. There was a policy with a declaration to be signed while joining the Board years ago. This was lost during the transition. It might be appropriate to restore it as a good practice.
- **[JRD Security Incident]** A call with Privacy experts has been scheduled for May 22, 2020 at 20 UTC to define the next communication steps. Meanwhile the website has been secured.

## Other business

- Marco shared his concerns about the lack of representation of the Marketing Department in the Board meetings.

*Brian Mitchell recused himself from the discussion of the following point.*

- The Board discussed the security incident of the Resource Directory website and next steps.

## Motions taken during this meeting

### **#2020/068 - Accept the proposal for the OSM bookkeeper position.**

Proposed by Brian Mitchell, seconded by Hugh Douglas-Smith.

*The motion passed with majority consent. Marco Dings and Elisa Foltyn abstained.*

### **#2020/069 - Adoption of the Team Leader Responsibilities Policy as official OSM Policy for all Teams and Working Groups**

Proposed by Jaz Parkyn, seconded by Luca Marzo.

*The motion passed with unanimous consent.*

### **#2020/070 - Appoint Jennifer Gress as Ombudsman of Open Source Matters, Inc.**

Proposed by Radek Suski, seconded by Luca Marzo

*The motion passed with unanimous consent.*

### **#2020/071 - Enforce usage of only project related email addresses for organization members for all official Joomla business.**

Proposed by Radek Suski, seconded by Jaz Parkyn

*The motion passed with unanimous consent.*

### **#2020/072 - Motion recorded as duplicate of #2020/069 by mistake.**

### **#2020/073 - Keep mandatory the signature of a Non-Disclosure Agreement for all the Board roles, Team Leader roles, Assistant Team Leader roles and any member of the organization who might have access to reserved, confidential, and/or financial information.**

Proposed by Luca Marzo, seconded by Hugh Douglas-Smith

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*The motion passed with unanimous consent.*

**#2020/074 - Monthly Credit/Debit card statements and documentation (receipts/invoices) should be shared with the Board and archived in a shared folder to allow Board members to audit them regularly.**

Proposed by Luca Marzo, seconded by Hugh Douglas-Smith

*The motion passed with unanimous consent.*

**#2020/075 - The Secretary proposes to adjourn the meeting**

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

*The motion passed with unanimous consent.*

Motions taken offline before this meeting

**#2020/067 - Approve and publish the Board Meeting Minutes.**

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

*The motion passed with unanimous consent.*