OpenSourceMatters

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

Date: July 02, 2020
Time: 17:00 UTC
Total time of meeting: 1 hour 00 minutes

Attendees:

Brian Mitchell (President), Elisa Foltyn (Vice President), Luca Marzo (Secretary), Marco Dings (Director), Hugh Douglas-Smith (Director), Djamel Kherbi (Director), Jaz Parkyn (Director), Radek Suski (Director), Eric Lamy (Director).

Apologies:

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Proxies:

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Discussion outline

President

- Brian reported the outcome of the meeting regarding https://domains.joomla.org. Hugh, Brian and BrandIT representatives are working on finding opportunities to increase the exposure of the platform.
- Brian is preparing for the Semi-Annual Members Meeting.
- Given the resignation of the Treasurer, Brian is covering the role as an emergency interim until the new Treasurer is appointed.

Treasurer (Interim)

- Brian shared the bank balances as of today.
- Bank Statements through the end of May are posted for board review.
- Brian will work on the onboarding of the new Bookkeeper.

Production Department

- Joomla 4 Beta 2 has been released on June 30, 2020.
- Marco discussed the updated budget within Production leadership, informing the teams about the relevant changes.

Legal & Finance Department

- Hugh and Luca had a meeting with Google representatives to start exploring the opportunities to cooperate with them.

- Hugh is starting to review the status of current sponsorships.

Marketing & Communications Department

- Eric and Marianela organized a Marketing Leadership meeting.
- Eric will liaise with Brian and Hugh to increase the exposure of https://domains.joomla.org.

Events Department

- No particular updates from the Teams as events and meetings are limited/reduced during this period.
- A Department Meeting is planned for July 7, 2020.

Operations Department

- Webmasters Team Report has been published.
- The GSuite domains for Extensions & Resources are being migrated to the central GSuite for community.joomla.org.
- Jaz and Wilco are working on a new Resources Listing structure.
- The VEL website and subdomain are being merged into the JED website by Jaz and Wilco.
- Thanks to Wilco the costs for Pingdom uptime monitoring were decreased.
- Joomla Template Directory (JTD) is preparing a survey to determine further steps.
- Joomla Showcase Directory (JSD) is cleaning up inactive users on the website.
- Joomla Volunteers Portal Team started a cleanup process, removing code no longer needed as Identity Portal now handles profile editing for example.
- No major issues related to the launch/integration of the Identity Portal

Programs Department

- Quarterly report is being prepared.
- No major reports from the Teams.

Secretary

- [**Assets**] All the OSM business shall be conducted only through functional mailboxes/accounts. Access to personal CJO accounts will be removed from all the Board folders. This to ease transition between Board members and avoid permission issues.
- [**Partnership**] The Partnership Agreement with Elastic Email is pending signature. Wilco is following the technical side and the implementation of the service across the Joomla.org properties.
- [**Partnership**] The draft of the Partnership Agreement with hCaptcha is pending signature from the Partner.
- [**Compliance**] The new Global Privacy Policy for all the OSM owned websites is on its way. Donata and Luca are working on the preparation of the new document, incorporating the assessment done by Wilco and the Webmasters Team.
- [**Reporting**] Quarterly reports from Board Meetings are due on July 06 and July 09. Luca asked the members to provide those reports in a timely manner.
- [**Semi Annual Members Meeting**] The next OSM Semi-Annual Members Meeting is planned for July 09, 2020. Given the new features and the removal of limits of Google Meet, we would

use Google Meet to hold the meeting. Pursuant to Section 9.06 of the Bylaws, President and Treasurer shall present the Semi-Annual Report.

- [**Elections**] The elections for Group 1 Board Members will start on July 10, 2020 when the Call for Manifestos will be published. Incumbent Board Members that would like to run for another team should inform the Secretary when filing their Quarterly report.
- [**Bookkeeping RFP**] Luca drafted the Contract for the Bookkeeping RFP. Would like to give it a quick Board approval so that we can finally hire the bookkeeper.
- [**Expenses**] It is opportune to define a certain threshold in the expenditures. Expenses beyond the threshold would require Board approval. This would ensure the awareness of important budget movements.
- [**Joomla Shop**] Given the lack of commitment of the selected Vendor, we should revoke the assignment of the Joomla Shop RFP. The contract has not been signed yet after more than one year from the assignment. The RFP should be published again to restart the process, we can use the [previous RFP document](#). Here's the proposed timeline:
    - July 02, 2020 - Publication of the RFP
    - July 18, 2020 - Deadline for questions from interested parties, potential vendors.
    - July 25, 2020 - Answers to submitted questions will be published in the RFP page.
    - August 25, 2020 - Deadline for proposals from interested vendors.
    - September 05, 2020 - The Board aims to notify the selected vendor.
- [**Conflict Resolution**] Following the Motion #2020/049, Luca prepared a draft for the RFP to outsource the Conflict/Incident Handling.
- [**Conflict of Interest**] Pursuant to the Conflict of Interest Disclosure Policy approved on June 18, 2020, all Board Members are required to disclose their COI status.

Motions taken during this meeting

#2020/096 - Approve the OSM Bookkeeping Services Agreement draft and submit for signature to the Vendor.
Proposed by Luca Marzo, seconded by Hugh Douglas-Smith.
The motion passed with unanimous consent.

#2020/097 - Direct expenses beyond the threshold of 250 USD require the Board approval.
Proposed by Luca Marzo, seconded by Djamel Kherbi.
The motion passed with unanimous consent.

#2020/098 - Suspend project-owned GSuite accounts for all the users who are not anymore members of any Team or Working group.
Proposed by Luca Marzo, seconded by Djamel Kherbi.
The motion passed with unanimous consent.

#2020/099 - Revoke the assignment of the Joomla Shop RFP, assigned with Motion #2019/004 given that the service agreement has not been signed.
Proposed by Luca Marzo, seconded by Djamel Kherbi.
The motion passed with unanimous consent.

#2020/100 - Publish the Joomla Shop RFP document with the timeline outlined above.
Proposed by Luca Marzo, seconded by Hugh Douglas-Smith.
The motion passed with unanimous consent.

#2020/101 - Approve the Conflict Handling Services RFP draft and the proposed timeline and publish it on the corporate website.
Proposed by Luca Marzo, seconded by Hugh Douglas-Smith.
The motion passed with unanimous consent.

#2020/102 - 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

#2020/095 - Approve and publish the Board Meeting Minutes.
Proposed by Luca Marzo, seconded by Djamel Kherbi.
The motion passed with unanimous consent.