

# OpenSourceMatters

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

Date: January 14, 2021

Time: 18:00 UTC

Total time of meeting: 1 hour 35 minutes

### Attendees:

Brian Mitchell (President), Luca Marzo (Secretary), Marco Dings (Director), Hugh Douglas-Smith (Director), David Opati Aswani (Director), Jaz Parkyn (Director), Marianela Queme (Director), Wilco Alsemgeest (Director).

### Apologies:

Justine Ayebale Abunyanga (Vice President), Radek Suski (Treasurer)

### Proxies:

Luca Marzo for Radek Suski.

## Discussion outline

### Treasurer

- Radek shared the bank balances as of today.
- All financial statements through January 6, 2021 are available for Board review.

### Production Department

- The Production Department is discussing the viability of adopting Bootstrap 5 instead of Bootstrap 4 for Joomla 4.
- Unless security issues arise, Joomla 3.9.24 will be the last patch release in the 3.x series and Harald Leithner stepped down as Release Lead. The Board would like to express the highest grade of gratitude to Harald Leithner for the amount of time and effort devoted as Release Lead.
- The Accessibility Team is looking for a new Team Leader after Carlos Càmara stepped down from his role. The Board would like to thank Carlos for his service during his tenure in the Team.

### Legal & Finance Department

- No major updates since last week's meeting.

### Marketing & Communications Department

- The SEO Working Group has been restarted and recruited some new volunteers.

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## Events Department

- No major updates since last meeting.
- Wilco reported about the progress on the JUG and Events Directories migration.

## Operations Department

- PHP and MySQL upgrades and the removal of TLS 1.0 and 1.1 are ongoing.
- BrandIT updated the domain website to use the latest versions of TLS.
- The Department is evaluating the transition to a different VPN system.

## Programs Department

- Elections for a new Team Leader of the Volunteers Engagement Team is in progress.

## Secretary

- **[Conflict Handling]** With the RFP that went unassigned we really need to do something to address the way we handle conflicts and we need to re-populate the Conflict Resolution Team. We received another incident report and it's not the first report sent by this party who highlighted the lack of action (and response) by the Board about such circumstances.
- **[Shop RFP]** The Vendor would be highly impacted by the effects of Brexit, so at this time and until a trading agreement is reached between the UK and the EU, unfortunately the Vendor could not commit to the specifications provided in the RFP. At this point, it could be worth reopening the RFP to receive any eventual additional proposal.
- **[Reporting]** Missing so far:
  - Vice President: Q3 and Q4 Reports
  - Treasurer: Q4 Report
  - Marketing & Communications: Q3 Report
  - Operations: Q2 and Q3 Reports
- **[Correspondence]** Received two items:
  - Outstanding invoice from Venable.
  - Invoice from PR Newswire dated November 2020.
- **[Bookkeeper]** The RFP and the agreement with the Bookkeeper included monthly reports to the Board. As of now, I did not see any report shared with the Board. Can the President or the Treasurer follow up with the Bookkeeper to get regular reports shared with the Board in order to ensure we have a clear oversight on our financial data?
- **[Upcoming Meetings]** The invitation to the Special Members Meeting and the Semi-Annual Members Meeting have been sent to the Members via email and the blog posts have been published. Agenda for both meetings (that will occur one after the other) will be shared prior to the weekend.
- **[Compliance]** The Compliance Team suggested to appoint a Chief Information Security Officer (CISO) to work with the team and the DPO to define policies, guidelines, tooling and procedures to increase the data protection and security. This role would require a certain degree of power and authority within the organization, so it would best fit if assigned either to the Legal & Finance DC or the Operations DC.
- **[Principal Address]** Brian confirmed the purchase of the business address service as approved with motion #2020/138. The new business address will be 99 Wall Street #4034

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New York NY 10005. The new address will be used as principal office address and written in the upcoming version of the Bylaws.

## President

- Brian shared the document listing all the expenses for the last two fiscal years as per Wilco's request for the purposes of evaluating cost savings on any given recurring expenses.
- Brian invited the Board to think on a smart budget allocation for the next few years to achieve growth for the Project. Brian suggested looking at a multiple years budget plan.
- Brian reminded the Board about accountability and responsibility connected with being a Board member, with focus on timely reporting to the Community.

## Other business

- Our current contract with Glip was signed back in 2014/15. Since then Glip was bought out by RingCentral. Recently, a number of features have stopped working or have developed bugs, however we do not have a clear point of contact any more to resolve these issues. It seems we are on a legacy account type of some sort, as our Glip logins do not work on most of RC's infrastructure. As the contract is dated now, Jaz requested that Legal & Finance DC and the President reach out to them with the aim of drawing up a new contract that follows our current format, and to also get us on a modern account type with proper support. With a current contract, we can address any bugs with them and work towards a solution.

## Motions taken during this meeting

**#2021/004 - All Joomla CMS based websites that are under the control and/or management of the Joomla project and/or Open Source Matters shall only use GPL compatible licensed extensions (e.g. components, plugins, templates, modules). Additionally, if the extension has been created specifically for one of our sites, the code shall be made publicly available in Joomla's GitHub repository. Unless otherwise decided / approved by the Board of Directors.**

Proposed by Wilco Alsemgeest, seconded by Brian Mitchell.

*The motion passed with majority consent. Hugh Douglas-Smith voted against the motion.*

**#2021/005 - The Secretary proposes to adjourn the meeting**

Proposed by Luca Marzo, seconded by Wilco Alsemgeest.

*The motion passed with unanimous consent.*

## Motions taken offline before this meeting

**#2021/003 - Approve and publish the Board Meeting Minutes.**

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

*The motion passed with unanimous consent.*