

OpenSourceMatters

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

Date: March 25, 2021

Time: 18:00 UTC

Total time of meeting: 2 hour 40 minutes

Attendees:

Brian Mitchell (President), Justine Ayebale Abunyanga (Vice President), Luca Marzo (Secretary), Hugh Douglas-Smith (Director), David Opati Aswani (Director), Jaz Parkyn (Director), Wilco Alsemgeest (Director).

Apologies:

Radek Suski (Treasurer), Marco Dings (Director), Marianela Queme (Director)

Proxies:

Wilco Alsemgeest served as proxy for Marco Dings.

Luca Marzo served as proxy for Radek Suski.

Discussion outline

Treasurer

- Radek provided the bank balances as of today.

Production Department

- The latest Production Department leadership meeting has been held on February 23, 2021. <https://volunteers.joomla.org/departments/production/reports/1458-production-dept-meeting-minutes-february-23-2021>

Legal & Finance Department

- The contract with a new Bronze Sponsor is pending signature.
- Hugh is going through the list of current members within the Department Teams, identifying those who are still active and proceeding with a cleanup of inactive members.
- Recruiting is a priority throughout the Legal & Finance Department.
- Donata Stroink-Skillrud decided to step down at the end of her term as Team Leader for the Privacy Compliance Team. Hugh would like to express gratitude for her service so far and appreciation for her work during the term.

Events Department

- Contact of all JUGs is being done by Brian Ronnow, and we are working on a tool kit that will help the JUGs.

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- The Events team will reach out to the Trademark Team to find better ways of working together especially when it comes to event organizers meeting the requirements before events are approved.
- Events Team has a new Team Leader, Shirielle "SD" Williams, David will be onboarding her in the coming days. Meeting set for Friday.
- CMS Africa has partnered with Google for a developers for Africa meet-up, this will bring together developers in Africa who are willing to contribute to CMSs. They requested to have someone speak from Joomla and I asked Brian Mitchell and he agreed. More information can be found here <https://dfa.cmsafrica.org/>
- JoomlaDayUSA made a request for \$300, I asked them to fill the form and notified Radek Suski. Funds already disbursed.
- OSM has a Bronze sponsorship for JoomlaDay USA, this gives us a booth and 6 tickets. We can have a video either youtube or a Google slide presentation playing in the booth and those willing to attend can notify me so that I can forward their names to the organizers.

Operations Department

- No specific updates, department meeting was on March 22th, 2021.
Report
<https://volunteers.joomla.org/departments/operations/reports/1470-operations-department-meeting-minutes-march-22-2021>

Programs Department

- Jaz, Wilco and Marco attended the Educational Outreach Working Group meeting and reviewed with them the board's response to their questions. They now have a clear path forward, are re-invigorated and are looking forward to starting to create a plan with the aim of having a first draft ready for review before their May meeting.
- The Certifications team are continuing with the planning of the updated J3 and new J4 exams.
- Although the individual VET Project teams have not met in March, the team met as a whole on 22nd March, and shared progress on a number of things that have been done this month by team members directly and indirectly in the project.

Vice President

- Justine attended the CMS Leadership Summit forum about product community inclusion with Google and i will share a few highlights;
As a community:
 - To make leadership spaces more available to the community
 - To be more understanding of different behaviours
 - Acknowledging that leadership exists
 - Communities of innovation require Diverse inclusion
 - Tactics to welcome Newbies
As a product
 - Intensive internal testing and we are good at this.

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Secretary

- **[Note]** This meeting is the Semi-Annual Full Board Meeting.
- **[Privacy Compliance Team]** The Joomla Privacy Compliance Team is looking for a new Team Leader as Donata Stroink-Skillrud announced her intention to step down at the end of her term.
- **[Privacy Compliance Team]** The Privacy Compliance Team proposed to the Board to appoint a Chief Security Information Officer (CISO). This topic has been already discussed by the Board back on January 14, 2021 without coming to a decision. My idea is to appoint either the Legal & Finance DC or the Operations DC.
- **[Elections]** The election process for the replacement for Marketing & Communications Department Coordinator is in progress. First phase (manifesto submissions closed on March 21, 2021).
- **[Trademark]** Registered the domain name "joomladay.online" to protect the trademark and allow the usage of regional/local subdomains, e.g. "dach.joomladay.online" and similar forms. The main domain is owned and operated by OSM. The same would be done with "joomla.group" for JUGs.
- **[Bookkeeping]** As of now it's difficult to check which is the status of the income vs expenses given that we're not receiving detailed reports from the Bookkeeper. Luca requested regular P&L reports to be shared with the Board.
- **[Ombudsman]** The Board shall proceed nominating an Ombudsman pursuant to Section 9.09(A) of the Bylaws. Aim is to complete the appointment at the next Board Meeting. Initiated a document in which the board can suggest people for the role.
- **[Advisory Board]** The Board shall proceed appointing the Advisory Board for the new term. Aim is to complete the appointment as soon as possible. As per Wilco's suggestion, a blog post will be prepared to let people contribute to the appointment process.
- **[Governance]** It is crucial in order to avoid interruptions in the operations that all the Directors appoint their Department Coordination Team and an Assistant. As described in the Bylaws Section 3.01(i): Department Coordination Team means the group consisting of Team Leaders and Assistant Team Leaders of Teams within the department to work with the Department Coordinator. The Department Coordinator may appoint other Community Members into such groups.
- **[Visibility]** Recently the Board wasted a lot of time during Board Meetings due to the lack of visibility of initiatives and "projects" arranged by several Board Members. It's important that Board Members report their activity and make the Board aware of what they are working on to avoid overlaps and trigger collaboration..
- **[JUGs]** A few meetings ago, the Board discussed the chance to give JUGs a standardized logo. My proposal was based on the Conditional Use Logo that we already have on the trademark website. The draft shared triggered the creation of some proposals by designers that will be shared once ready.
- **[Official Communication]** As of March 24, 2021 the Full Board of Open Source Matters, Inc. is composed by:
 - Brian Mitchell from the United States - President
 - Justine Ayebale Abunyanga from Uganda - Vice President
 - Luca Marzo from Italy - Secretary
 - Radek Suski from Germany - Treasurer
 - Marco Dings from The Netherlands - Director

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- Wilco Alsemgeest from The Netherlands - Director
- Jasmine Zoe Parkyn from the United Kingdom - Director
- Hugh Douglas-Smith from the United Kingdom - Director
- David Opati Aswani from Kenya - Director
- **[Foundation]** Luca is working on the appeal with the IRS with our incorporator agent.
- **[AdSense]** Thanks to the setup done by Wilco, revenues from Google Ads are again increasing:
 - January: USD 909.05
 - February: USD 1,545.43
 - March: USD 1,585.33
- **[Coaching]** Following Elisa's email and a quick chat, Luca met Clara (the Coach) on March 23 and had a 1,5 h call in which they went through her proposal, her way of working and what she can do for us and with us.
 - She doesn't provide a mediation service
 - She does provide coaching and consulting services.
 - Her proposal (free) is to provide coaching to OSM on how to deal with the major organization problems: communications and conflict handling.
 - Coaching means that we need to appoint a project team with several stakeholders who will attend several meetings with her and together they will use a co-creation methodology to analyze the problems (from different perspectives) and share ideas and possible solutions. This project should trigger a cultural change in our project and people.
 - A part of her proposal is not covered by the "Pro bono phase", just because at such a step, many organizations have already identified the next steps and prefer to continue by themselves, without the consultant. She's obviously available to continue supporting us on a paid consulting service.
 - She advised to not outsource the conflict handling because volunteer organizations exist because people like to gather, to work together towards a common goal. If you need an arbitrator or an external police service to make people stay together without fighting, then there will be a lack of trust within people of the organization.
 - She was disappointed because she didn't receive any notice of meeting postponement or cancellation and waited in front of the screen without any detail nor links for the call on February 25, even though she texted and emailed directly to both Brian and Justine. I apologized to her and assured her that we don't act unprofessionally.
 - The outcome of the call follows:
 - The proposal is interesting and can really help us solve our communication and collaboration issues
 - This way we can trigger a cultural change and resolve our issues from the roots.
 - This is not something we can demand from an outside vendor to resolve, but needs to be triggered from inside the organization.
 - A project like this requires several stakeholders to participate in the meetings and co-creation sessions.
 - Collectively the sessions would last 20 to 25 hours. But they will be broken in several meetings/sessions up to our availability.
 - What's Next? If we want to initiative (and we should), we need to:
 - Identify two major issues we want to resolve (e.g. Communications, Conflict

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Handling)

- Appoint a small group of stakeholders. My recommendation is to pick max 2 Board Members, a couple of former experienced contributors, who might have suffered/reported these issues. The group ideally would have 4-5 people.
- Consider it a priority, so we need that the group of stakeholders commit time and “ideas” to the project.
- The co-creation phase will bring us ideas and proposals to instill the cultural change that we need.

President

- Thank you David for coordinating our sponsorship with JoomlaDayUSA
- Brian was able to attend Cloudfest on March 23.
 - Brian had a chance to chat briefly with the chairman of the advisory board, Soeren von Varchmin. He interviewed Tim Berners-Lee as part of the event.
 - Brian did also connect with Boris Sokolov at microweber.com. They are running a PHP based open source CMS on top of Laravel. He referred Brian to one of their developers. Brian will pass that contact along to Marco/production in the event it is helpful.
- Thank you Wilco for engaging with Jesper directly to address your questions regarding domains.joomla.org.

Other business

- Dimitris Grammatiko asked if we might be interested in helping to fund - <https://opencollective.com/focus-visible-in-webkit>

Motions taken during this meeting

#2021/019 - Allow JoomlaDay Germany+Austria online to use the subdomain dach.joomladay.online

Proposed by Luca Marzo, seconded by Wilco Alsemgeest.

The motion passed with unanimous consent.

#2021/020 - The Bookkeeper shall provide Profit & Loss (P&L) by Department and global P&L reports on a monthly basis.

Proposed by Luca Marzo, seconded by Wilco Alsemgeest.

The motion passed with unanimous consent.

#2021/021 - Create read-only accesses to QuickBooks for all the Board Members to increase visibility of transactions and books and quick oversight. The access should be granted to functional email addresses only.

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

The motion passed with unanimous consent.

#2021/022 - Move Board Meeting time to 17:00 UTC to reflect the time shift.

Proposed by Luca Marzo, seconded by Wilco Alsemgeest.

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The motion passed with unanimous consent.

#2021/023 - The Secretary proposes to adjourn the meeting

Proposed by Luca Marzo, seconded by David Aswani.

The motion passed with unanimous consent.

Motions taken offline before this meeting

#2020/018 - Approve and publish the Board Meeting Minutes.

Proposed by Luca Marzo, seconded by Radek Suski.

The motion passed with unanimous consent.