

OpenSourceMatters

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

Date: June 17, 2021

Time: 17:00 UTC

Total time of meeting: 2 hours 15 minutes

Attendees:

Justine Ayebale Abunyanga (Vice President), Luca Marzo (Secretary), Radek Suski (Treasurer), Marco Dings (Director), David Opati Aswani (Director), Hugh Douglas-Smith (Director), Jaz Parkyn (Director), Wilco Alsemgeest (Director), Philp Walton (Director).

Apologies:

-

Proxies:

-

Discussion outline

Budget

- The Production DC presented the budget request for the Production Department.
- The Board discussed the budget plan for Fiscal Year 2021/22.

Treasurer

- Radek shared the bank balances as of today.
- Paypal 2FA was switched to 1Password.
- Brian has been removed from PayPal and Veem.
- Veem 2FA is currently set to Radek's personal mobile phone as a temporary measure and will switch to 1Password as soon as possible.
- Paypal and Quickbooks reconnected.
- Radek is working to reconnect Quickbooks with Veem and is waiting for their customer support.

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Production Department

- Discussion on procedures for the Joomla Translation Program. Intermediate liaising will be done by Llewellyn and Marco. Clarification meeting planned with Production leadership, Wilco and input from Thomas to remove misunderstandings.
- [Joomla 4.0 RC2 and 3.10-alpha 7](#) released.

Legal & Finance Department

- Argentina trademark documents have been notarized, apostille and now sent via DHL today to our agents in Argentina, should be with them within 2 working days, this is well within the deadline of mid July.
- Continuing to liaise with Makrell, final letter was sent, deadline was set at 15 June for other party's response.

Marketing & Communications Department

- Blog for Joomla 4.0 RC2 and 3.10 Alpha 7 released alongside Joomla 4.0 Release Candidate 2 and 3.10 Alpha 7.
- Each blog for the Release Candidate will feature a different spotlight on a certain aspect. Accessibility was RC2 and Security RC3.
- Marketing team is starting to grow as people return.
- Next area to reintroduce is the newsletter which we are aiming to have ready for RC3.

Events Department

- SD Williams and Viviana Menzel are working on the Events Directory.

Operations Department

- Luca and Wilco have been working on various cleanup actions within our GSuite platform. It's progressing very well.
- Wilco has built a new Reimbursement form within the OSM Website instead of an external system for which we need to pay. Waiting for the final analyses from the Treasurer of that system, to be sure all forms are moved and the system can be canceled. This will save us 390 dollars a year.
- A form with a connected process has been prepared for JUG and JoomlaDay domains, which will be finalized after the Trademark policy has been approved.

Programs Department

- During the last department meeting, there was a request for better visibility on the expenditures of the project, and it was asked if the budget vs actuals and profit and loss reports could be made available on a monthly basis on the OSM website.

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Marco Dings left the meeting at 18.28 UTC.

Wilco Alsemgeest served as proxy for Marco Dings from 18.28 UTC.

Vice President

- Appreciating everyone's effort towards the outcome of the investigations and professionally handling all queries from the community.
- The Board discussed the CRT processes. Philip and Radek will work on a proposal.

Secretary

- **[Bank]** The accountant confirmed her availability to be added back as signatory person on the OSM bank accounts. This would help us to keep satisfying the US Banking Law requirements that oblige us to have a US citizen as signatory on the accounts would remove boundaries on the elections of the President and Treasurer that could be from everywhere in the world (except embargoed countries). The accountant confirmed also that in the past she has been a long-term bank signatory for OSM. An offline motion has been made to do that.
- **[Transparency]** Given that the financial investigation has been completed, it's time to increase the level of transparency of the organization towards the Community. One of the steps is to disclose more information about the finances of the organization and how it spends money. Obviously this should be done in a way that does not harm any of the volunteers (e.g. disclosing personal details about reimbursements) and does not create issues with sponsors.
- **[Grants]** Open Source Matters has been selected as one of the recipient organizations of the FundOSS initiative. <https://fundoss.org/collective/joomla>
- **[Grants]** A new request has been submitted to the AWS Open Source Program, in order to obtain credits for the AWS services we use and reduce operational costs.
- **[Offboarding]** Wilco, Radek and Luca are managing the offboarding of Brian as President. This included the transition of access to several tools and services. The bank is the most difficult one as it requires visiting in person the Manhattan branch of Citibank. Radek is arranging a trip to New York. At the same time, Danielle will be added to the bank accounts as signatory as per motion #2021/044.
- **[Transparency]** Missing filings on the OSM website: Form 1120 for 2020 and Form 990 for 2020. Luca requested the treasurer to provide them so that we can publish them on the organization website.
- **[Reporting]** Vice President, Treasurer, Production DC and Marketing DC did not provide their 2021 Q1 reports. Marketing DC role was vacant during the quarter.
- **[Precedents]** With motion #2019/050 the Board set a precedent in reimbursing pet sitting expenses to a Board member who had a long absence from home due to corporate travels, claiming the motion #2018/028 as precedent for its approval. Given that the organization does not oblige any volunteer to be absent from home for long periods, but it was mainly a

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personal choice, the Board should not set precedents that might harm financially the organization, as they could result in discretionary expenses that it would be better to evaluate case-by-case.

- **[Fundraising]** It's crucial to restart a fundraising working group. We can't rely anymore on the activity of a single volunteer. Luca drafted an [action plan](#) about that and shared it with the Board.
- **[Elections]** The Call for manifesto for the President replacement election has been published: [Call for Candidate Manifestos - President Replacement](#)
- **[Advisory Board]** The Call for nominations for the Advisory Board received 18 submissions. All the applicants have been contacted and thanked for their submission and availability. An activity has been created in the Board's GitHub repository to analyze Candidates' profiles and identify the suitable members for the Advisory Board. The Full Board had one week to review candidates' profiles and each Board Member picked five candidates. The most voted candidates have been selected and will be motioned today to join the Advisory Board of Open Source Matters.
- **[Directors & Officers Insurance]** We've received the renewal documents for the D&O Insurance. Renewal is due in early July, 2021 and is 1770 USD. Documents received are shared in the Board drive.
- **[Domains for Events and JUGs]** Following the experiment conducted with the dach.joomladay.online subdomain and the motion #2021/019, Luca drafted a policy to allow local Joomla Users Groups and Events to request and use a subdomain of some of our official domain names. This will help OSM to protect its trademarks and allow organizers to use official domain names in an easier way, as they are owned by OSM and preapproved on a trademark level.

Other Business

- **[Processes]** Massive thanks to Wilco who reengineered the Reimbursement request form that is now on the Open Source Matters website at <https://www.opensourcematters.org/reimbursement> . This allows us to reduce the number of external vendors, data processors and save money.
- The board discussed the rebuttal document. On the advice of lawyers the board has no plans to publish the document. The document was written by Brian who effectively owns the copyright and it is not within the power of the board to publish.

Motions taken during this meeting

#2021/048 - Approve the Budget plan for Fiscal Year 2021/22.

Proposed by Radek Suski, seconded by Justine Ayebale Abunyanga.

The motion passed with unanimous consent.

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#2021/049 - Publish bank balances on a regular basis on the Board meeting minutes.

Proposed by Luca Marzo, seconded by Wilco Alsemgeest.

The motion passed with unanimous consent.

#2021/050 - Publish Profit & Loss reports on a monthly basis on the organization website. In case of reimbursement of volunteers, the name of the volunteer shall be replaced by their capacity in a specific team, e.g. "reimbursement to a volunteer of the Accessibility Team".

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

The motion passed with unanimous consent.

#2021/051 - Withdraw the effect as precedents for motion #2019/050 and motion #2018/028. The reimbursement of expenses that might result discretionary shall be evaluated on a case-by-case way.

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

The motion passed with unanimous consent.

#2021/052 - Appoint David Cerf, Sergio Prendone Pita, Nicholas G. Mirisis, Michael Nwogugu and Ankit Kumar Shrivastava as members of the Advisory Board of Open Source Matters, Inc.

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

The motion passed with unanimous consent.

#2021/053 - Approve the Official Subdomain Licensing Policy document and adopt it as an official Policy of the Corporation.

Proposed by Luca Marzo, seconded by Wilco Alsemgeest.

The motion passed with unanimous consent and 1 abstention. Radek Suski abstained.

#2021/054 - 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

#2021/046 - Approve and publish the Board Meeting Minutes.

Proposed by Luca Marzo, seconded by Radek Suski.

The motion passed with unanimous consent.

#2021/047 - Grant a power of attorney to Hugh Douglas-Smith, allowing him to represent Open Source Matters for the purpose of renewing the trademark registration in Argentina.

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

The motion passed with unanimous consent.