

Meeting Minutes - Open Source Matters, Inc. Board meeting 14 May 2015

Attendees: Jorge Lopez-Bachiller Fernandez, Martijn Boomsma, Victor Drover, Rod Martin, Ryan Ozimek, Joe Sonne, Marijke Stuivenberg, Saurabh Shah, Sarah Watz

Excused: Ronni Christiansen

Quorum: Yes

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### 1) Call to order

Sarah Watz called the meeting to order.

### 2) Roll Call

The Secretary executed the roll call, establishing the presence of a quorum.

### 3) Approval of Agenda

- a) Joe Sonne made the motion to approve the agenda as it was written. Jorge Lopez-Bachiller Fernandez seconded.  
The motion passed by unanimous consent.

### 4)

- a) Approval of Previous Meeting's Minutes
  - i) Marijke Stuivenberg makes the motion to approve the meeting minutes of March 12, 2015. Rod Martin seconded. Motion passed by unanimous consent.
  - ii) Jorge Lopez-Bachiller Fernandez makes the motion to approve the amended meeting minutes of April 8, 2015 Annual General Meeting of Members of Open Source Matters Inc. Rod Martin seconded. Motion passed by unanimous consent.
  - iii) Joe Sonne makes the motion to approve the meeting minutes of April 8, 2015 Annual Regular Meeting of the Board of Open Source Matters Inc.. Ryan Ozimek seconded. Motion passed by unanimous consent.
- b) **MOTION:** Admit the following directors to Membership of Open Source Matter Inc.: Martijn Boomsma, Ronni K. Gothard Christiansen, Victor Drover, Jorge López-Bachiller, Rod Martin, Ryan W. Ozimek, Saurabh Shah, Joe Sonne, Marijke Stuivenberg, Sarah Watz.  
Motion brought by Marijke Stuivenberg. Martijn Boomsma seconded. Motion passed by unanimous consent.
- c) **MOTION:** Allow that the directors of the board accept voting by e-mail.  
Motion brought by Marijke Stuivenberg. Martijn Boomsma seconded. Motion passed by unanimous consent.

### 5) Report of the President

#### a) Structure & Organization

The president is happy that there was an agreement to re-elect the current Board Directors for the term of six months, since it would be very unfair to add new Board Directors at this very moment where the vote on the new structure is ongoing. It's interesting to see the debates and votes coming along. It's pretty clear there is a need for change, regardless of what the outcome of the vote on the structure proposal will be. The organization needs healing and therefore change drastically to make

sure that we are on the same path, all together, to work together and trust each other.

Ryan wants to pay respect and say thank you for all the work done by a significant number of people, that comes from a variety of diverse backgrounds. It is important to see all the work that has been put into something that he has been involved in for over 5 years. He sees the number of people that want to see this change happen as a proclamation to evolve and to move forward as the professional organization that we are.

Joe, also is thankful for all the work that gone into it, especially thinking back all the way to the governance working group that started working on. A lot of people have an emotional stake in the whole process. As a point of information, he wants to make everybody aware that there was sadly an emotional fall out because of the current state of the vote. Unfortunately, it culminated in a leader of a team removing two people who went upset and felt betrayed about the way the leader voted in this process. Joe expresses his concerns about this situation and the way it was handled by the leader in question. A concern that if felt to be justified by more board directors.

Rod expresses his disappointment about the unfortunate way some of the comments were going back and forth, especially on social media channels. He sees those conversations as unbelievably uninformed and accusatory.

b) Marketing & Communication

While there are lots of things moving forward and marketing of the versionings is going well, there are also stallments due to a lack of skilled contributors. Especially graphic artists and marketing pr writers are needed. CA has contributed their graphic artist that is working for the team.

c) Internationalization

Sarah will attend a big Joomla festival in Italy that will be part of a series of conferences in Milano. It's impressive to have Joomla be one of the events and at the same time interesting to see the first Joomla Festival being organized.

## 6) Report of the Treasurer

- a) Positive news is the payment of Arvix sponsorship, the cheque in the mail arrives today.
- b) There are some ongoing banking issues about a booth that was used on one of the previous events. The quality of the booth was poor and a issues with a shipping company that shipped the booth are being sorted out.
- c) Accounting for 2014 and 2015 is mostly sorted with help of our financial vendors.
- d) Updated numbers on the budget status are not available currently, because of the changing chart of accounts. The chart of accounts is what we use to assign expenses in the different categories. Taxes needs to be finished first before the chart of accounts can be changed for the 2015 budget. After that an update can be provided.
- e) Balances:
  - i) Checking: \$74,373.03
  - ii) MM: \$277,422.66
  - iii) Paypal: \$41,887.08

## 7) Team Reports

- a) Demo & Joomla.com

- i) As of this month SG needs to pay the amount agreed upon in the contract. Unfortunately the revenue from the demo is not near the expected figures.  
An email from SG was sent about divers aspects that could be improved. SG itself invested a lot of time and money in it, they are receiving feedback and working on those items.  
Contributions from the project itself, especially on marketing can be improved. Currently we lack a good plan of marketing and clear and dedicated ownership of that plan to put it in action.  
Suggestion is made to invest in a professional Marketing Service particularly for the demo & joomla.com.

The revenue of the demo is already allocated for budget line items. Termination of the contract, with a 3 months clause, would endanger those line items. There is also a request of the PLT to re-allocate the money for GSoC. Depending on the risk of losing SG as the demo vendor because of these issues, a decision on re-allocating the money for GSoC is stalled. If we would consider investing in a professional service to market the demo we would need to have a discussion on rebudgeting. It's a top priority to keep our contract with SG on the demo since it provides a large part of our yearly income.

Sarah, Martijn and Joe will create a list for the marketing team and marketing vendor Sensis to work on, in order to increase traffic and conversions for the demo.

b) Capital Team

- i) Mostly one on one meetings with people, no group meetings, which were on discussing ideas for sponsorship. No concrete plans can be reported at this time.

While we have no agenda item on reporting the status of the marketing workgroup, Joe spends a lot of time in there as a liaison. In two weeks time a report of Sensis can be expected that will be made public. A more attractive sponsorship landing page is a top priority, but the work moves slowly forward due to creation of the material by volunteers.

c) Trademark

- i) Nothing to report. Vic would like to have his role of liaison for the trademark team to be taken over by someone else. Due to time commitment, it has not the priority it should have for Vic. Currently there is nobody that puts his hand up, Vic will stay on until someone else is found to take over this task.

d) Certification Team

- i) Subteams meetings are conducted each week while group meetings happen each month. Their goal is to have the service, including badges and trainings ready for JWC. Hopefully soon there will be more to report.

**8) Any Unfinished Business**

a) Glip

The agreement with this service is that the project is obligated to give social exposure twice a month. As part of the bargain, there is a clause in the contract that Glip has to notify us in writing when we fail to fulfill that obligation on our end. In that case it can be made up the next month. Since Tessa left the board, we as the board do not have any control over meeting this requirements. In future we should consider to make sure that the board has control, or takes over the control to

meet the requirements that are part of an agreement or contract in order to uphold it, otherwise it is recommended not to sign it such a contract. Sarah will debrief Tessa on this issue.

b) Global Sponsorship and CA post Demo contract

Background; We made the decision that we would not give CA a platinum global sponsorship package for free. But we still want to do something to protect our investment in CA, as we receive fairly decent revenue from them. That will decline over time when CA has no exposure at all on Joomla grounds. We have an affiliate program going on with CA. A goodwill gesture was offered to put CA on our partnership page in order to keep up a good relation for the post demo contractor. CA provided content for it, which Joe invites the board to comment on. While the goal is to recognize CA as a good partner, it should not infringe the SG service. When the content has been revised it will be put on the partnership page. To clarify, an entry on the partner page is not a paid ad, it is a recognition of what a company has done for the Joomla project as a good partner.

c) Budget 2015

PLT requested a motion to be made to re-allocate the money for the GSoC line item to existing line items of PLT. Suggested was also a JSOC, but it turned out there are not enough resources to organize this in the best way. After discussion it became clear that not all options are considered yet. Feedback from CLT has been requested, Peter Bui is the point of contact for CLT after Olaf resigned. Furthermore the motion comes at a sensitive time. At this point the board decided to table this motion in order to get more clarity on ongoing issues related to the budget 2015.

## 9) Any New Business

a) Proposed new Policy for Money given to Events

A proposal has been put forward by Joe. Comments were made that the parts of the proposal that contain the lines that we are trying to accomplish could be added into the existing Joomla events charter.

Joe will take the events charter and discuss the amendments OSM would like to see on that document.

b) Joined Leadership Summit

Ryan has been looking at dates between Sept 20-24 for blocking out. After the vote on the new structuring, aka the future of our organization, we definitely need to circle back on this.

c) Proposal for Joomla Training at Joomla.org

A document has been put together by Joe for an RFP on Joomla Training video on Joomla.org. The board supports the idea. Joe will work on cleaning up the document and put it before the board on the next meeting.

## 10) Date and Time next meeting

Thursday June 11 8PM CEST

Joe Sonne made a motion to adjourn the meeting. Victor Drover seconded. The motion passed by unanimous consent.

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*Prepared by Marijke Stuivenberg (Secretary of the board of Open Source Matters, Inc)*