

OpenSourceMatters

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

Date: February 15, 2018

Time: 18:00 UTC

Total time of meeting: 1 hour 40 minutes

Attendees:

Robert Jacobi (President), Luca Marzo (Secretary), Mike Demopoulos (Treasurer), Rowan Hoskyns-Abrahall (Director / Elected President), Michael Babker (Director), Yves Hoppe (Director), Søren Beck Jensen (Director), Sandra Decoux (Director), Hugh Douglas-Smith (Elected Director), George Wilson (Elected Director).

Apologies:

Aleksander Kuczek (Vice President)

Discussion outline

President

- Transition to the incoming President started. Rowan to take the lead of Demo/.com Process.
- The Board discussed some motions to prevent Conflict of Interest and Leadership involvements.
- Robert acted as proxy for Aleksander Kuczek.
- Discussion about motion **#2018/015**
 - Comment from Robert Jacobi: *This is necessary to prevent not only the appearance of conflicts of interest but also the actual conflicts of interest.*
 - Comment from Luca Marzo: *According to Section 5.12 of the Bylaws, All Department Coordinators (i.e., Directors) shall serve in such capacity without receiving a salary; provided that reasonable and actual expenses may be reimbursed and nothing in this provision shall prevent Department Coordinators (i.e., Directors) from being compensated for work done on behalf of the Corporation in a capacity other than as a Department Coordinator (i.e., Director).*
 - Comment from Soren Beck Jensen: *I like the spirit of the motion, but it needs to be discussed and I think the bylaws is where it belongs.*
 - Comment from Michael Babker: *Same as above, the intent of this motion is healthy but I do believe at the moment it causes us to potentially have issues. In addition there is already guidance in the bylaws which should cover this particular item for the moment until the bylaws are better phrased.*
- Discussion about the motion **#2018/016**
 - Comment from Robert Jacobi: *This is necessary for an open and accountable RFP process*
 - Comment from Soren Beck Jensen: *No RFP that I have been involved with has been discussed in detail with external parties prior to publishing. I am against this as it makes*

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making RFP more difficult to successfully conduct. The integrity in the RFP process is very important but it should mainly be at the selection stage. We need freedom to hear from potential suppliers what kind of services they could potentially supply or be interested in in order to initiate the RFP process.

- Comment from Michael Babker: *I don't think there is an issue getting feedback from external parties about an RFP at a high level (i.e. is a shop a good idea), but we shouldn't necessarily look for specifics from those parties.*
- Discussion about the motion **#2018/017**
 - Comment from Robert Jacobi: *This is responsible given the burn out which has accompanied our project and is a serious problem in many volunteer organizations*
 - Comment from Luca Marzo: *I'm against it, because we have a lot of people who have more free time we should not avoid them to contribute more. Bylaws prevent already to cumulate leadership roles, but contributors and members roles should not be restricted.*
 - Comment from Yves Hoppe: *Against, look at my team list :) It's a nice idea, we should definitely should do more, but this is not the way.*
 - Comment from Michael Babker: *I wouldn't impose a restriction beyond the bylaws. Some of it comes down to us being adults and being able to manage our time appropriately. I know my limits, even if some people think I don't.*
 - Comment from Mike Demopoulos: *I think this needs to also mention team contributors but not full team members. If you allowed contributors but not voting membership beyond I think this would be stronger.*
 - Comment from Soren Beck Jensen: *I like the sentiment of this idea, that the board members should not be doers but leaders. But this is too drastic and also I think it belongs in the bylaws.*
 - Comment from Rowan Hoskyns-Abrahall: *The sentiment of this I agree with. The practicality of this at this point in time makes it impossible. We need to grow our numbers before we can aspire to this.*

Treasurer

- Mike shared updates about taxes.
- Mike introduced the need to keep current President's access to the bank account until the transition to the incoming President happens, regardless of the end of term.
- Mike shared the Financial reports with the Board, including Split by Department.
- Mike announced he will step down from Capital Team to focus on Treasurer tasks, especially the Budget Process.
- Mike presented the Budget Process, highlighting the need to ensure a proper budget process across the transition phase.
- Bank is verifying the opportunity to work with the London branch to avoid Rowan, as elected President, to fly to the USA to have access to the account.
- Mike shared the report from the Joomla Financial Summit, held last week, in which some inconsistencies in the reports have been fixed.
- A review on the tax paid in Italy is in progress, to have back some amounts paid during JWC.

Production Department Report

- Automated Testing Team in beginning phases of organizing a sprint focusing on architecture restructuring (primarily for Joomla 4 test suites).

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- Coding standards refactor to 2.0, has a release candidate tagged.
- Expecting Joomla 4 Alpha 3 and Joomla 3.9 Alpha 1 to be tagged over the next week or two.
- George Wilson has been elected as Production Department Coordinator, handover already started.

Legal & Finance Department

- The Board discussed about the concerns raised by the Partnership Success Team. Luca already provided all the contracts stored in Adobe EchoSign. Rowan and Luca will try to retrieve other contracts across different sources.
- Some volunteers from the Partnership Success Team will be at the Joomla Booth at Cloudfest.
- Luca shared some updates from the Compliance Team: a series of articles about GDPR is being published on the Joomla! Community Magazine, first article has been published on the February issue. The Single Sign On (SSO) part of identity.joomla.org is ready and has been tested successfully with the QMS (internal component / Joomla installation).

Marketing & Communication Department

- Noreen will present the new Marketing strategy next week.
- Sandra prepared a Joomla Rolling Calendar of Events that might be worth attending as Project.

Events Department

- Rowan worked on budget lines together with Mike.

Operations Department

- Hugh Douglas-Smith has been elected as Operations Department Coordinator. Handover will start next week.
- Next Operations Department meeting will be on February 28th.

Programs Department

- Certification Program is working to change the LMS, moving out from Moodle to Shika, to have a better level of integration in operations.
- The Joomla 3.x Administrator Certification Exam is being translated. Translation in Italian, Dutch, German and French already started. Spanish and Polish to follow shortly.

Secretary

- Luca shared the detailed Elections Result Report: <https://goo.gl/xivhJ6>
- Luca received a request to completely erase a user data. Webmasters Team will take appropriate actions to ensure deletion across different properties.

Other business

- Rowan Hoskyns-Abrahall left the meeting before the Board discussed the Shop RFP. The Board reviewed the evaluation document about the RFP. The Board actioned a motion on the Shop RFP.

Motions taken during this meeting

#2018/015 - To avoid conflicts of interest (COI) we determine that no Class 1 (Officers or Department Coordinators) are allowed to receive compensation for projects paid for, subsidized by, affiliated to or promoted by Open Source Matters except for expenses accrued for travel, lodging, conferences, meet-up, and valid reimbursements in the duty of the project.

Proposed by Robert Jacobi, seconded by Mike Demopoulos.

The motion failed.

In favour: Robert Jacobi, Aleksander Kuczek

Abstained: Mike Demopoulos

Against: Rowan Hoskyns-Abrahall, Sandra Decoux, Yves Hoppe, Luca Marzo, Soren Beck Jensen, Michael Babker.

#2018/016 - To avoid conflicts of interest (COI) we determine that projects planned for RFP should not be discussed with external parties (e.g. potential vendors) prior to general publication of such RFP.

Proposed by Robert Jacobi, seconded by Mike Demopoulos.

The motion failed.

In favour: Robert Jacobi, Aleksander Kuczek

Abstained: Mike Demopoulos, Michael Babker

Against: Rowan Hoskyns-Abrahall, Sandra Decoux, Yves Hoppe, Luca Marzo, Soren Beck Jensen.

#2018/017 - To encourage mentorship and succession in the community, to perform efficiently, and reduce workload, we determine no board member shall be an active team member on more than one team outside their department; or in the case of non-departmental board members (officers) no more than two teams.

Proposed by Robert Jacobi, seconded by Mike Demopoulos.

The motion failed.

In favour: Robert Jacobi, Aleksander Kuczek

Abstained: Mike Demopoulos

Against: Rowan Hoskyns-Abrahall, Sandra Decoux, Yves Hoppe, Luca Marzo, Soren Beck Jensen, Michael Babker.

#2018/018 - Pay the JWC reimbursement to a volunteer though it is outside of the published policy.

Proposed by Rowan Hoskyns-Abrahall, seconded by Sandra Decoux.

The motion passed with unanimous consent.

#2018/019 - Until the outgoing and incoming President/Treasurer can do a hand over on bank account access, the outgoing board member should retain access to the accounts regardless

of when their board term ends until the transfer occurs (at such time the outgoing member's access will be removed).

Proposed by Michael Babker, seconded by Yves Hoppe.

The motion passed with unanimous consent.

#2018/020 - Remove the existing Code Contributors' Agreement effective immediately.

Proposed by Robert Jacobi, seconded by Michael Babker.

The motion passed with unanimous consent.

#2018/021 - Approve RFP 1, Approve RFP 2, or None of the above for Joomla Shop.

Proposed by Robert Jacobi.

None: Robert Jacobi, Michael Babker, Aleksander Kuczek.

Abstained: Sandra Decoux, Luca Marzo, Søren Beck Jensen, Yves Hoppe, Mike Demopoulos.

The winning option is "None".

#2018/022 - The Secretary proposes to adjourn the meeting

Proposed by Luca Marzo, seconded by Rowan Hoskyns-Abrahall.

The motion passed with unanimous consent.

Motions taken offline before this meeting

#2018/014 - Approve and publish the Board Meeting Minutes.

Proposed by Luca Marzo, seconded by Robert Jacobi.

The motion passed with unanimous consent.