

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

Date: September 13, 2018

Time: 18:00 UTC

Total time of meeting: 40 minutes

Attendees:

Rowan Hoskyns Abrahall (President), Luca Marzo (Secretary), Mike Demopoulos (Treasurer), Carlos Cámara Mora (Director), Yves Hoppe (Director), Sandra Decoux (Director).

Invited guests:

Jason E. Rosenbaum (Elected Treasurer), Djamel Kherbi (Elected Director).

Apologies:

Alexander Metzler (Vice President), George Wilson (Director), Hugh Douglas-Smith (Director), Søren Beck Jensen (Director).

Proxies:

Luca Marzo served as proxy for Hugh Douglas-Smith.

Carlos Cámara Mora served as proxy for Alexander Metzler.

Discussion outline

President

- The President and the whole Board would like to thank the outgoing Board Members: Mike Demopoulos, Carlos Cámara Mora, Søren Beck Jensen as this will be their last meeting in their official capacity.

Treasurer

- Mike's statement:
"This is my last board meeting as a member of the board of Open Source Matters. It has been my honor to hold this role last 26 months. I did not originally seek this role but happy to have served and I hope have provided value to Joomla. I welcome Jason as the next Treasurer and will do what I can to make sure the switch over is a success."
- Mike visited the Bank last week to add the new treasurer and fix Rowan's access.
- Mike introduced Jason as new treasurer to the accountant and to the bookkeeper.
- Tax work signed and filled. Mike provided Luca documents for OSM website. OSM should get a refund of around \$5,000 USD from previous years.

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- Jason will provide documentation and feedback about possible governance changes from a financial point of view. Mike asked the Incorporation Working group to keep Jason in the loop so he can research and get feedback from a Tax point of view.
- \$50,000 per board motion has been moved back into Money Market account.
- Mike suggested to cancel the line of credit (never used) and move \$100,000 back to the Money Market Account.
- Mike shared the bank balances as of September 13, 2018.

Production Department

- Production Department meeting planned for Monday, September 17 to discuss about Joomla 4.

Legal & Finance Department

- Yves developed the integration for VEEM. Rowan to work with Yves to install it on the Open Source Matters website.
- Sandra presented the JoomlaCode issue from a GDPR compliance perspective. Sandra to work on a requirements document to decide whether to proceed with a RFP process about the migration and closure of JoomlaCode.
- Luca to prepare a motion/action plan regarding the proposal from Claire to enforce the trademark protection.

Marketing & Communication Department

- Joomla Shop RFP to be published on September 17th.

Events Department

- The Events Team is working with JoomlaDay Organizers in order to grant them financial support.

Operations Department

- Operation Department meeting scheduled for September 21.
- Rowan and Hugh to assess the status of Template Directory in order to get an action plan in place.

Programs Department

- Certification Team published the brand-new Joomla Learning Partners (JLPs) Directory: <https://certification.joomla.org/learning-partners>
- Upcoming Certification Exams:
 - JoomlaDay Kenia (Sept. 14)
 - Joomla User Group Milano Centro (Sept. 22)
 - JoomlaDay Italy (Oct. 27)
 - JoomlaDay Madrid (Nov. 17)

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Vice President

- Alexander will attend JoomlaDay Poland.
- Alexander attended DrupalCon Europe as Joomla representative together with David Jardin.

Secretary

- JED Team would like to ask if it's possible to have com_jed4 on a public GitHub repository. This because the agreements with JED vendor and lawyers imposed to not publish the JED3.
- The Board confirmed that JED Team can publish the brand new com_jed4 on a public repository on GitHub, the logic about crucial parts of the system (e.g. reviews, spam detection and scoring system) shall be kept private and reserved to contributors who signed the Non-Disclosure Agreement and JED Contributors Agreement.
- Luca prepared the partnership agreement for the Cookie Partner. The agreement is pending validation from the other party and then will be signed through EchoSign.
- Luca published Financial Filings and tidied a bit the page:
<https://www.opensourcematters.org/organisation/finances/financial-filings.html>
- New Directors and Officers will be added to Board Room on Glip at the effective date.

Motions taken during this meeting

#2018/078 - Cancel line of credit (never used) and redeposit the \$100k into our Money Market Account where it can gain us interest.

Proposed by Mike Demopoulos, seconded by Rowan Hoskyns Abrahall.

The motion passed with unanimous consent.

#2018/079 - Move the next Board Meeting to October 04, 2018.

Proposed by Luca Marzo, seconded by Sandra Decoux.

The motion passed with unanimous consent and 1 abstention (Mike Demopoulos).

#2018/080 - The Secretary proposes to adjourn the meeting

Proposed by Luca Marzo, seconded by Yves Hoppe.

The motion passed with unanimous consent.

Motions taken offline before this meeting

#2018/077 - Approve and publish the Board Meeting Minutes.

Proposed by Luca Marzo, seconded by.

The motion passed with unanimous consent.