

OpenSourceMatters

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

Date: November 04, 2021

Time: 18:00 UTC

Total time of meeting: 1 hour 30 minutes

Attendees:

Robert Deutz (President), Nicola Galgano (Vice President), Luca Marzo (Secretary), Radek Suski (Treasurer), Marco Dings (Director), David Opati Aswani (Director), Hugh Douglas-Smith (Director), Wilco Alsemgeest (Director), Philip Walton (Director).

Apologies:

-

Proxies:

-

Discussion outline

Treasurer

- Radek shared the bank balances as of today
 - Business Checking 1: **\$ 16,682.08**
 - Business Checking 2: **\$ 817.94**
 - Money Market: **\$ 370,852.98**
 - PayPal: **\$ 3,513.92**
- Radek is arranging the visit to Citibank branch in New York, to complete the account onboarding. Robert and Luca to support the organization.
- Radek will work with Wilco to ensure proper access to all credentials for services we have to pay.
- The Board requested to clarify the status of outstanding payments.

Production Department

- Sorting out Release Leads.

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Legal & Finance Department

- Hugh and Robert attended a call with Venables to define a strategy and review the settlement for the trademark infringement case. Still waiting for the counterparty response.
- Hugh requested a higher degree of responsibility and professionalism by Board Members.

Marketing & Communications Department

- Proposed repurposing of the Marketing Liaison team was declined by the team.
- Further restructures of the groups under marketing are under way.

Events Department

- No major updates.

Operations Department

- No major updates.

Programs Department

- Wilco arranged the department meeting on November 2nd, the report will be published after approval.
- Wilco proposed to send again a thank you card to our volunteers prior to the end of the year. VET could take care of that.

Vice President

- Nicola talked to several extensions developers to reinstate a dialogue with the ecosystem of third-party developers. Nicola offered to arrange a meeting with developers to talk about Joomla.

Secretary

- **[Board]** Jaz Parkyn decided to completely leave the Board, since her term has officially come to the end from more than one month and elections are still ongoing. She declared her availability to facilitate and support her replacement as Programs DC, but can't commit to serve in her capacity until the successor would be appointed. I would like to personally thank Jaz for her long and dedicated service.
- **[Elections]** The Call for Manifestos for Programs DC, Production DC and Operations DC are still open and "running", without any submission so far.
- **[Insurance]** The Directors & Officers Insurance renewal has been properly completed, there were no changes in the coverage period, nor late payment fees.
- **[Misuse of corp. Funds]** The UK lawyers are waiting for input from the OSM board on how to proceed with the legal case. Legal and Finance DC recused himself due to the D&O

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insurance “case” which has been promptly resolved. We need to define the next steps and provide final figures to the lawyers. Luca is not able to start this work from scratch again, therefore I ask the relevant DC or the President to take over such a case.

- **[Banks]** OSM as of now is unable to continue paying for services in a prompt and proper way due to the fact that no one of the current Officers have a payment card nor the ability to sign checks for the organization. It is therefore urgent and necessary to have at least the Treasurer added to the Bank account in order to issue a payment card (debit or credit) and grant him the ability to sign checks on behalf of the organization, so that we can continue to operate properly.
- **[Registered Agent]** OSM needs to appoint a new Registered Agent in New York. A dedicated resolution from the Full Board is necessary to proceed. Signature has been prepared and sent to the Full Board in EchoSign. After all signatures will be in place, I'll submit the certificate of change to the State of New York.
- **[Structure]** The “A lighter structure of Open Source Matters, Inc.” document has been updated to reflect the proposal discussed during the last Board Meeting.

President

- **[Sponsorship]** Have spoken with a potential sponsor, it's an early stage so nothing countable at the moment.
- **[Insurance Payment]** Because of the situation and urgency Robert has paid the Directors & Officers Insurance from my business bank account. Payment from OSM was done via PayPal. There were some processing fees Robert had to pay for an international Wire transfer that needed to be balanced.

Other Business

- Wilco informed the Board that he decided to leave the Board as his term has ended. He would continue to support the Secretary and serve as Assistant DPO.
- Philip shared two communications received via email. Further discussions will be done offline and decisions reported at the next meeting.

Motions taken during this meeting

#2021/087 - Approve the “A lighter structure for Open Source Matters, Inc.” proposal document and start the preparation of the changes to the Bylaws.

Proposed by Luca Marzo, seconded by Robert Deutz.

Voted against: Marco Dings. Abstained: Hugh Douglas-Smith, Wilco Alsemgeest.

The motion passed with majority consent.

#2021/088 - Call a Special Members Meeting to discuss the changes to the Bylaws on December 2, 2021 at 09.00 UTC and 18.00 UTC.

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

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The motion passed with unanimous consent.

#2021/089 - 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

#2021/086 - Approve and publish the Board Meeting Minutes.

Proposed by Luca Marzo, seconded by Robert Deutz.

The motion passed with unanimous consent.