

## Board Policy regarding Commitment

Version 1.0

**Article 1. Introduction.** Pursuant the Section 5.01(B) of the Bylaws of Open Source Matters, the Corporation shall be managed by the Department Coordinators and Officers acting as the Full Board of Directors of the Corporation.

**Article 2. Purpose of this Policy.** This Board policy aims to ensure a committed and stable governance to the Corporation, providing a reason to support the removal of a Class 1 member (either Director or Officer) from its Office due to repeated and unmotivated absence from Full Board Meetings.

**Article 3. Scope of the Policy.** This policy applies to Class 1 Members of the Corporation pursuant Section 4.01(A)(1) of the Bylaws.

**Article 4. Full Board Meetings.** The Full Board of Directors and Officers of the Corporation, pursuant Section 3.01(M) of the Bylaws, meets on a bi-weekly basis or at any other frequency established by the Full Board with a dedicated motion.

**Article 5. Absence to Meetings.** Board Members who are unable to attend a Meeting shall give notice to the Secretary, naming another Board Member as proxy, pursuant Section 4.06(B) of the Bylaws. When unable to attend in person, the Member shall share updates in the Board Agenda in order to keep the board apprised of progress and issues within their department

**Article 6. Recurrent Absence.** Should a Board Member be absent for (3) three consecutive meetings of the Full Board without a valid reason, a proxy or notice, the Board shall consider it as willful unmotivated recurrent absence.

**Article 7. Formal Notice.** The President or the Secretary shall send a formal notice to the absent Member requesting them to provide a reason for the recurring absence. The absent Member shall also be invited to nominate a temporary Proxy or to resign due to their inability to fulfill the duties of the role.

**Article 8. Proposal of Removal.** Additional absences or failure to provide a proper response to the Board shall result in a valid reason to propose the removal of the Member from office due to proven failed commitment.

**Article 9. Removal.** Pursuant to Section 5.06 of the Bylaws, the approval of Members (as defined in Section 3.01(R) of the Bylaws) of the Corporation is needed to remove the Director or Officer from its position. A special vote shall be called to remove the Member.

**Article 10. Vacancies.** Any vacancy resulting from the application of this Policy shall be treated pursuant Section 6.02(D) of the Bylaws.

**Article 11. Order of Precedence.** In case of conflict between provisions of this Policy, the order of precedence for conflict resolution in descending order shall be as follows: (i) Bylaws, including amendments; (ii) and (iii) Policies.

# OpenSourceMatters

*This policy has been adopted by the Board of Directors of Open Source Matters, Inc. with the motion #2018-101 on December 13, 2018 and is published under the Policies section of the organization's website.*