

OpenSourceMatters

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

Date: April 08, 2021

Time: 17:00 UTC

Total time of meeting: 2 hour 15 minutes

Attendees:

Brian Mitchell (President), Justine Ayebale Abunyanga (Vice President), Luca Marzo (Secretary), Radek Suski (Treasurer), Marco Dings (Director), David Opati Aswani (Director), Hugh Douglas-Smith (Director), Jaz Parkyn (Director), Wilco Asemgeest (Director).

Apologies:

Marianela Queme (Director).

Proxies:

Luca Marzo served as proxy for Hugh Douglas-Smith from 18:00 UTC.

Brian Mitchell served as proxy for Radek Suski from 18:50 UTC.

Discussion outline

Treasurer

- Radek shared the bank balances as of today.
- The Board discussed options about signatories on bank accounts.
- Radek and Brian worked to get the Profit & Losses reports shared with the DCs.
- Each Board Member got a read-only access to QuickBooks with their functional email address.

Production Department

- Joomla is closing in on a first release candidate for Joomla 4. Extensive feedback from major extension developers is expected.

Legal & Finance Department

- Quarterly report has been prepared and submitted for publication.
- New Bronze sponsor has been signed: Liquid Web.
- Hugh had some discussion with Sandra Decoux and 123RF regarding our image partnership.

Events Department

- Quarterly report has been published.
- Two slots from Developers for Africa given to each CMS including Joomla.
- Onboarding of SD Williams as the new Team Leader for the Events Team was completed on

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26th March and Philip Walton appointed as Assistant Team Leader.

Operations Department

- Activities related to updates and consolidation for TLS, MySQL and PHP versions are ongoing. There are also open discussions about the future related to the server replacement actions by Rochen.
- The *.joomla.org certificate will expire on May 16, 2021 most sites are converted to Let's Encrypt. It's always possible we have an undocumented part from the past few years, which uses the certificate and which will stop working at that moment.

Programs Department

- No major updates from Department teams.
- Quarterly report is in progress.

Vice President

- Justine shared a proposal for the structure of the Coaching project group.

Secretary

- **[Transparency]** In order to simplify the audit (current and future) of the expenses and the oversight by the bookkeeper and accountant, there is a motion to require a certain degree of documentation for every expenditure of OSM. The requirement would be that for every item there should be either a receipt or invoice and a supporting note in Quickbooks. This would allow the Board and the oversight roles (either internal or external) to have a clear understanding of each expenditure and would prevent the lack of context.
- **[Travel Policy]** In order to increase the visibility to the Board and prevent any unauthorized or out of control expenses, there are two motions that would require a "travel plan" that include a cost/benefits plan for each of the travels in which Board Members are involved. The second motion proposed would impose an approval workflow for each of the travel bookings, even when made without a professional tool/service to save money.
- **[Advisory Board]** Following Wilco's proposal, Luca prepared a draft of a blog post to recruit nominations for the Advisory Board. There is also a linked Google Form to capture submissions.

President

- Brian is preparing a presentation for JdayUSA
- Brian is coordinating a presentation for CMS Africa
- Brian is working on an article for the upcoming JCM
- Brian accepted an invitation to join the Google CMS Leadership Forum and will provide updates from future meetups. He's also open to forwarding topics that we might want addressed. 2020 topics of the forum meetups included:
 - Performance and Web Vitals
 - Web Privacy
 - PWA and Capabilities
 - Partner Lightning Talks about the industry

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- Tax filing is in progress.

Hugh Douglas-Smith left the meeting appointing a proxy at 18:00 UTC.

David Opati Aswani and Justine Aye bale Abunyanga joined the meeting at 18:00 UTC.

Radek Suski left the meeting appointing a proxy at 18.50 UTC.

Other business

- Patrick Jackson said that members of the VET are willing to assist with coverage on the OSM booth for JoomlaDay USA.
- Marco prepared some action and discussion items for the Board Members in the private repository.

Motions taken during this meeting

#2021/025 - The Board reaffirms that every expense item should be backed by a supporting note and invoice/receipt in QuickBooks to simplify review and audit.

Proposed by Luca Marzo, seconded by Hugh Douglas-Smith

The motion passed with unanimous consent.

#2021/026 - Any travel plan/itinerary of an Officer or a Director shall be shared for review with the Full Board prior to the booking phase. The travel itinerary shall include an expense plan, the list of attendees (if on the Project) and the expected benefits/outcome.

Proposed by Luca Marzo, seconded by Hugh Douglas-Smith

The motion passed with unanimous consent.

#2021/027 - All the booking of travels, if not done via a tool that allows an approval workflow, shall require written approval via email by an Officer other than the one who executes the transaction.

Proposed by Luca Marzo, seconded by Hugh Douglas-Smith

The motion passed with unanimous consent.

#2021/028 - [CONFIDENTIAL MOTION]

Proposed by Brian Mitchell, seconded by Luca Marzo.

The motion passed with unanimous consent.

#2021/029 - 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

#2021/024 - Approve and publish the Board Meeting Minutes.

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

The motion passed with unanimous consent.