

Annual Report of the Secretary

Introduction

It has been an honour to serve as Secretary at Open Source Matters, Inc. (OSM) since 2017. As I approach the end of my third term, I felt it a perfect time to write a report about the activities and achievements during the past 3 years.

I hope that this report and the actions listed therein have helped to increase transparency and trust in the Board. I hope that this report helps to summarise the work that has been done since the Transition to the new governance structure of the Joomla Project.

The Achievements listed here are in no way solely mine, many of them came from the collaboration with the whole Board and a number of other volunteers, to everyone of which I am truly grateful for their support, collaboration and assistance in bringing them into being.

2017 - The First Term

This was the first term where the newly structured board sat. Everyone was new and there was a distinct lack of knowledge amongst all of us relating to the newly invoked Bylaws and other Corporate rules. During my first month as Secretary, I studied the Bylaws, Policies and the legal documents that I had been given access to relating to OSM.

Finding all of these documents was a difficult task. Many had been shared (correctly) with limited view, but due to a lack of continuity previously (due to ill health and other unavoidable issues of no fault of my predecessors), finding all the “keys” and gaining proper access to these documents, alongside other tools, services, official mailboxes and correspondence proved to be an uphill struggle.

The meeting format was created in collaboration with other Board Members and this has been kept in place ever since. We meet almost always bi-weekly, have an agenda template and a running format that is efficient.

During my first year, my focus was aimed at defining rules and policies whilst ensuring that OSM was compliant with both State and Federal laws, regulations as well as its own Bylaws.

Achievements

- Bi-Weekly Board Meetings (the previous Board usually met once per month)
- Required reports from Department Coordinators and Teams.
- Dissolved Transition Team and completed the Transition.
- Transformed Recruitment Team into the Volunteers Engagement Team.
- Adopted the Volunteers Portal as the official registry of Volunteers.
- Founded the GDPR/Compliance Team.
- Wrote and adopted the [Trademark Policy for Domain Names](#).

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- Approved the development and the intention to use a Single Sign-on for Joomla.org properties.
- Got appointed as Data Protection Officer.
- Adopted Crowdin as official translation tool for Joomla 4. (Tool standardization).
- Wrote and adopted a Partnership Agreement with Crowdin.
- Made contracts and agreements accessible to the whole Board.
- Approved the Joomla Contributor Agreement.
- Published Board Meeting Minutes one week after the meeting date, moving approval offline, right after the meeting.
- Published and kept the full list of motions publicly available.
- Wrote and adopted the [OSM Board Policy regarding Leave of Absence](#).
- Managed the Group 1 Elections, creating the election framework.

Statistics

- The Board held 24 meetings.
- The Board actioned 108 motions during 2017.
- I proposed 70 motions (22 excluding statutory motions)¹
- I seconded 13 motions.

2018 - The Second Term

2018 was a very productive year. Milestones included the introduction of the anonymous voting system, adoption of several Board policies, formation of the Advisory Board and the start of the process to form a 501(c)(3) organization, where the collaboration of the whole Board has been crucial.

During that year, I served as focal point for almost all legal matters, also due to a significant lack of volunteers in the Legal Working Group, I also prepared all the contracts for Sponsors and Partners, ensuring timely signatures and making them available to Board members and relevant teams.

I also was the driving force behind forming the Cross CMS Privacy/Compliance Coalition and hosting the first meeting which included representatives from the other CMSs (WordPress, Drupal, Typo3, Umbraco).

I managed the Onboarding and Offboarding of all Board Members that came and left the Board, many out of step with the set terms, I also onboarded new volunteers for several teams, providing them access to corporate tools and supporting them in the first steps to becoming a productive volunteer within the organisation.

Achievements

- Published federal filings on the Corporate website
- Wrote and adopted the [Policy regarding Organization tools](#)
- Dealt with the lack of the Local Communities Department during the Election Cycle.

¹ Statutory Motions are the motions to adjourn the meetings and to approve the meeting minutes.

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- Handled a full election cycle, defining procedures and tools to ensure a fair and anonymous vote.
- Encouraged the definition of the process to deal with Data Erasure.
- Wrote and adopted the [Board Policy regarding Handover](#).
- Defined a process to handle Code of Conduct Breach/Incident Reports.
- Supported the formation of the Advisory Board.
- Cleaned up teams and working groups on the Volunteers Portal.
- Supported the formation of a 501(c)(3).
- Wrote and adopted the [Policy regarding Board Commitment](#).
- Wrote and adopted the [Board policy regarding Proxies](#).
- Dealt with resigning Board Members and Special Elections during the year.
- Managed onboarding and offboarding of Board Members.
- Dealt with the termination of the Demo/.com Service Agreement with SiteGround.
- Ensured renewal of all trademark assets of the Corporation.
- Drafted the Agreement for launch.joomla.org.
- Encouraged the creation of functional mailboxes for some key roles to keep history of communications.
- Encouraged the formation of an Incorporation Project Task team to evaluate the opportunity to incorporate in another State/Country.
- Encouraged more productive/strategic Board Meetings.
- Managed the signing process of NDA and other legal documents.
- Wrote and adopted a partnership agreement for the Cookie Partner.
- Liaised with the Advisory Board.
- Proposed the Sponsored Sprint Initiative.
- Proposed the Sponsored Contribution Program.
- Encouraged the formation and joined the Cross CMS Compliance Coalition.
- Drafted all the sponsorship / partnership agreements signed during the year.

Statistics

- The Board held 25 meetings.
- The Board actioned 107 motions during 2018.
- I proposed 81 motions (31 excluding statutory motions)²
- I seconded 7 motions.

2019 - The Current Term

The third term has been busy due to several initiatives. A major task has been the formation of the Joomla Foundation, defining a way to ensure stability in governance and linking the two organizations. The Joomla Foundation will allow the Project to receive grants and funds, as a 501(c)(3).

Another major task has been the work on the Amendments to the Bylaws of the Corporation, after the vote of the Community (all members) to remove the Local Communities Department and to extend the right to vote for Department Coordinators and Officers to all the members of the Corporation.

² Statutory Motions are the motions to adjourn the meetings and to approve the meeting minutes.

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During 2019 a task force including JED Team, Compliance Team, Security Strike Team, Webmasters Team and myself (as DPO) had to deal with a potential data breach affecting the development server of the JED; luckily the incident did not result in any data breach, but wishing to be with the letter of the law, ensured that the community was informed of the potential breach and that we took all steps possible to ensure that any potential damage was limited. This included but was not limited to renewing our global SSL certificate.

As in previous terms, I managed the regular election cycles, the runoffs, the replacement elections and the organization of two Semi-Annual Members Meetings.

The year ended with the massive change to the Nomination methods for the Directors and Officers elections.

Achievements

- Got the mandate to incorporate the Joomla Foundation, an organization meant to obtain the 501(c)(3) status.
- Appointed as Secretary of the Joomla Foundation, Inc.
- Encouraged the formation of the Education Working Group.
- Supported the draft and adoption of the [Use of Official Marketing Resources Policy](#).
- Adopted the Backup Policy for the official Joomla.org / OSM properties.
- Supported the appointment of the Ombudsman.
- Drafted the Bylaws of the Joomla Foundation, Inc.
- Wrote and adopted the [Policy regarding CoC Breaches](#).
- Implemented the new voting methodology (now open to all the Members).
- Arranged two Semi-Annual Members Meetings.
- Prepared the amendments to the Bylaws of the Corporation.
- Wrote and adopted the Corporate Policy regarding Sponsorship Commissions.
- Followed trademark renewals.
- Supported the global Pizza, Bugs & Fun, preparing the agreements for the Sponsors.
- Prepared a standard Forum Sponsorship Agreement.
- Joined the GitHub Sponsored Teams Advisory Panel as Joomla representative.
- Published the website of the Joomla Foundation, Inc. - foundation.joomla.org

Statistics

- The Board held 25 meetings.
- The Board actioned 116 motions during 2019.
- I proposed 75 motions (25 excluding statutory motions)³
- I seconded 23 motions.

I had the privilege to collaborate with 2 Presidents, 3 Vice Presidents, 3 Treasurers, 17 Department Coordinators and a lot of Volunteers from different areas of the Project. All the achievements mentioned would not have been possible without their precious collaboration, advice and support.

³ Statutory Motions are the motions to adjourn the meetings and to approve the meeting minutes.

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This report has been prepared in January 2020 and does not include the actions taken in the beginning of 2020 until the end of the term.

I am fully available for questions and clarifications at luca.marzo@community.joomla.org.

Luca Marzo
Secretary
Open Source Matters, Inc.

A handwritten signature in black ink that reads "Luca Marzo". The signature is written in a cursive style with a large initial 'L' and 'M'.