

# OpenSourceMatters

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

Date: May 20, 2021

Time: 17:00 UTC

Total time of meeting: 2 hour 10 minutes

### Attendees:

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 Alsemgeest (Director).

### Apologies:

Brian Mitchell (President), Marianela Queme (Director).

### Proxies:

Radek Suski served as proxy for Brian Mitchell.

## Discussion outline

### Treasurer

- Radek shared the bank balances as of today.

### Production Department

- Joomla 4 Release Candidate has been greenlighted. After consultation with the prospective Marketing DC the official release will be June 1st.

### Legal & Finance Department

- Hugh and Wilco have met with Robbie Adair with regards to videos. She agreed to move videos to the docs website. A new agreement as "Official Training Video Partner" is in the preparation stage.
- Public statements and FAQs have been prepared and checked by lawyers and published on May 19.
- Hugh is following up with Venables over full costs of the embezzlement case.
- Hugh is continuing to follow up with Mackrell over the embezzlement case.

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## Events Department

- Brian Ronnow stepped down as JUG Team Lead, to dedicate his time to his work and family. The Board would like to thank him for giving his most valuable time to the Joomla Project and wish him the best of luck.
- David is making sure that there is a handover, making sure there is a team in place and a TL to carry the vision forward.
- The migration from Sobipro to DP calendar is set to start 1st June.

## Operations Department

- The department meeting was on May 17, 2021 and the report will be published shortly.
- The Identity website which as a project started in the Compliance Team (when Wilco was Team Leader) is running now for a while in Production mode. In that matter the Operations department agreed to make the Identity site an official responsibility of the Volunteer Portal team, in the hands of Sander and Roland, who spent most effort in the development of this system.
- In June Wilco would like to have a meeting with a few board members about the GDPR Compliance (specifically cookies) on request of a few Operations Department members, to see how we can finalize this point.

## Programs Department

- Jaz has been working on the Education Hub plan for the Joomla Foundation with Luca.

## Vice President

- Justine will attend the African CMS Developers meetup organized by Google.

## Secretary

- **[Elections]** The elections of the Marketing & Communications DC replacement are in progress as per the calendar.
- **[AWS]** The card tied to the Amazon Web Services account was inactive so several payments failed and communications went to an unmonitored address. Wilco was able to recover access to the dashboard and update payment details, so that we should be back on track with payments.
- **[Grants]** Wilco and Luca analyzed the monthly costs of AWS S3 and data transfer fees that OSM incurred in the recent period and I've submitted a new request of grant to AWS pursuant to their Open Source Grant programs. Last year we were granted a 10K USD discount on our account that covered roughly 10 months of service fees.
- **[Reporting]** There are still some missing quarterly reports from several Board Members, even though the deadline was more than one month ago.
- **[Budget]** Given that we're a bit late in the budgeting process, I'd propose to do the

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background work during the next two weeks and dedicate the next Board Meeting (June 03, 2021) entirely to the Budget preparation/approval.

- **[Foundation]** The agent and Luca are working on the updated package for the IRS. I'd like to publicly acknowledge and thank Jaz Parkyn and Wilco Alsemgeest for their availability and support throughout the preparation of the materials.
- **[Events]** Luca has been invited to introduce a speech about Joomla 4 Accessibility and bring the greetings of the Board to the Italian Accessibility Days on May 21, 2021.
- **[Election Policies]** In case of vacancies or replacement elections, the 7 days "window" to digest recommendations, prior to the delivery of the ballots could be removed to speed up the election process, given that the recommendations could be "digested" by the Community while the voting process is in progress. A motion will follow.

## President

- Addressing communications and issues around the financial investigation.
- Budgets for the previous 2 years prepared and submitted for review and publication.
- NYS tax forms filed.

## Other business

- The Full Board discussed a motion of removal of President for cause pursuant to Section 6.02(A) of the Bylaws of the Corporation.
- In summary a full discussion took place addressing each of the issues that had been raised and taking into consideration the opinions of the OSM Officers as well as a rebuttal document that Brian had submitted immediately prior to the meeting. The key issues discussed included:
  - Access and signatories to the bank accounts.
  - Failures to act in a timely manner after promising delivery within specific timeframes.
  - Failure to provide the board with access to bank statements despite a motion requiring this, thus not supporting financial transparency.
  - Failure to report information to the board either accurately or in a timely manner.
  - Further to the discussions within the originally raised motion, the board also considered and discussed what was perceived as a direct threat to the organisation within the rebuttal document. Additionally the various comments that had been posted by the community in response to the publishing of the expenses press release.
- The Department Coordinators then voted with unanimous consent to remove the President of Open Source Matters Inc. with Cause.

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Motions taken during this meeting

**#2021/038 - Remove the 7 days period to digest the Recommendations and send immediately the election ballots right after the recommendations are published in case of replacement elections.**

Proposed by Luca Marzo, seconded by Wilco Alsemgeest.

*The motion passed with unanimous consent.*

**#2021/039 - Dedicate the next Board meeting (June 03) to Budget preparation and approval.**

Proposed by Luca Marzo, seconded by Wilco Alsemgeest.

*The motion passed with unanimous consent.*

**#2021/040 - Remove Brian Mitchell from the Office of President of Open Source Matters Inc with Cause pursuant to Section 6.02(A) of the Bylaws.**

Proposed by Hugh Douglas-Smith, seconded by Marco Dings.

*This is a Board Motion in which only Directors voted. Officers did not qualify to vote for such motion as specified in Section 6.02(A) of the Bylaws.*

*In favor: Marco Dings, David Opati Aswani, Hugh Douglas-Smith, Jaz Parkyn, Wilco Alsemgeest.*

*The motion passed with unanimous consent.*

**#2021/041 - Any person who has been removed with Cause from an Officer or Director position of OSM or the Joomla Foundation, are ineligible to be included on any election ballots for Officer, Director, Assistant DC, Team Lead or Assistant Team Lead position within Joomla, OSM or the Joomla Foundation for a period of 18 months.**

Proposed by Jaz Parkyn, seconded by Hugh Douglas-Smith.

*The motion passed with majority consent and 1 vote against. Radek Suski voted against the motion.*

**#2021/042 - 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

**#2021/037 - Approve and publish the Board Meeting Minutes.**

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

*The motion passed with unanimous consent.*