

# OpenSourceMatters

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

Date: October 07, 2021

Time: 17:00 UTC

Total time of meeting: 1 hour 20 minutes

### Attendees:

Robert Deutz (President), Nicola Galgano (Vice President), Luca Marzo (Secretary), Radek Suski (Treasurer), David Opati Aswani (Director), Jaz Parkyn (Director), Wilco Alsemgeest (Director), Philip Walton (Director).

### Apologies:

Marco Dings (Director), Hugh Douglas-Smith (Director).

### Proxies:

Luca Marzo served as proxy for Hugh Douglas-Smith.

Wilco Alsemgeest served as proxy for Marco Dings.

## Discussion outline

### Treasurer

- Books are ready for FY 2020/21 taxes to be completed.
- Bank Balances as of today:
  - Business Checking 1: **\$ 12,989.89**
  - Business Checking 2: **\$ 887.39**
  - Money Market: **\$ 370,804.21**
  - PayPal: **\$ 5,243.43**
- Luca requested a copy of the federal forms to publish them on the corporation website.
- Nicola requested providing trends on bank account moves.
- Jaz asked Radek about the progress of providing monthly profit and loss statements on the OSM website as per the previously approved motion. Radek will investigate what needs to be done.

### Production Department

- Department Leadership meeting minutes have been published.
- RIPS has moved to a SaaS solution, planning the removal of the tool.
- Joomla 4.1 Alpha 1 has been released.

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## Legal & Finance Department

- Hugh has chased Venable this week for an update on the legal case, this is with the counterpart Lawyers and they are awaiting a draft settlement agreement from them. At present the ball is back in their court and we have no further news.
- Venable did reach out to say CSC who are currently listed as our service agents (although we have never paid them, so they don't actually do anything) have reported back that they cannot work with functional email addresses, i.e. secretary@ or president@ etc, they must have a real name. Venables have explained that this won't work for us given the changing nature of roles with regular elections. They have reached out to CT Corp who they have experience of working with and CT Corp are able (although not recommended) to work with functional addresses. We don't really have a choice. Hugh has therefore instructed Venables to appoint CT Corp and get our register records updated so that if we get sued again, we can be served and know about it. We should therefore not pay any invoice to CSC (if they ever send one) but we will need to pay CT Corp.
- Hugh is following up with several sponsorship leads / enquiries.

## Marketing & Communications Department

- Finishing Quarterly report
- Marketing are producing single subject videos to help with campaign
- Started articles on [dev.joomla.org](http://dev.joomla.org) on [j4.1 release](#).
- Released [Time4Joomla](#) page.
- [Favourable Techradar article](#).

## Events Department

- Held our Department meeting on 25th September.
- The Events Team is reviewing results from the testas and creating a migration plan.
- Quarterly Report is complete and submitted.

## Operations Department

- No major updates.

## Programs Department

- No major updates.
- Department meeting took place on 5th October.

## Vice President

- Nicola proposed to arrange an open meeting to reach out to the wider community of website integrators and extensions developers.

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## Secretary

- **[Deadlines]**
  - October 04, 2021: Quarterly Report for Group 2 Board Members
  - October 12, 2021: Quarterly Report for Group 1 Board Members
  - October 14, 2021: Annual Filing for Charitable organisations (New York State) - CHAR500
  - October 14, 2021: U.S. Corporation Income Tax (Form 1120)
- **[Tools]** The repository to start public discussion and share proposals pursuant motion #2021/077 has been created and it's available at <https://github.com/open-source-matters/contact-us>
- **[RFC]** The "*A lighter structure of Open Source Matters, Inc.*" proposal has been published as discussion in the new repository: <https://github.com/open-source-matters/contact-us/discussions/3>  
Any comment and suggestion is welcomed.
- **[Elections]** No manifestos were submitted for the three roles up for election: Production DC, Operations DC and Programs DC. The election for those roles has been open for a long time and no one seems to be interested in running. In the interim, incumbent DCs are still serving in the role, but it's again necessary to extend the Call for Manifestos for at least one additional week.
- **[Semi-Annual Members Meeting]** Following a technical issue in the notice delivery, the Semi Annual Members Meeting of OSM has been moved to October 14, 2021. The channel has been already populated with all the participants who have the right to attend the meeting and the draft of agenda has been shared.
- **[Income]** Luca expressed concerns for the lack of new sponsorship deals signed in the past months. Several meetings ago Luca presented a [plan to restart the Capital Team](#) but there is no progress so far.
- **[Foundation]** The Joomla Foundation, Inc. has been granted the 501(c)(3) status. The determination letter from the IRS has been received by the Agent last night.

## President

- No major updates.

## Other Business

- **[VP Interview]** On his first day in the role, the Vice President released an interview to a JUG in which he shared some wrong information, most probably due to the lack of knowledge, about OSM. The Board would like to highlight that correct information about Open Source Matters, Inc. is available on the corporate website, including federal filings, incorporation documents and details. With regard to the misuse of corporate funds in 2019/20, the Board has already issued a press release that constitutes the official position of the corporation on such matters. Any other opinions and comments expressed during the interview by the Vice President represent only a personal opinion and vision, given that he didn't take part in the investigation procedure.

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Motions taken during this meeting

**#2021/080 - The Secretary proposes to adjourn the meeting.**

Proposed by Luca Marzo, seconded by Radek Suski.

*The motion passed with unanimous consent.*

Motions taken offline before this meeting

**#2021/079 - Approve and publish the Board Meeting Minutes.**

Proposed by Luca Marzo, seconded by David Opati Aswani.

*The motion passed with unanimous consent.*