



Mambo Foundation Meeting Minutes 17 March 2007

A meeting of the Board of Directors (“the **Board**”) of the Mambo Foundation, Inc (“the **Foundation**”), a non-profit organisation incorporated in Victoria, Australia, was held electronically on 17th March, 2007.

Present:

Ric Shreves, President
Paulino Michelazzo, Treasurer
Marco Rossi, Director
Lynne Pope, Special Director
Chad Auld, Special Director

Apologies:

Akarawuth Tamrareang, Vice-President

Not in Attendance:

Alain Schmalz, Secretary

Quorum was reached at 01:07GMT. The meeting commenced at 01:12GMT.

CONFIRMATION OF AGENDA:

Closed Agenda

1. Legal Issues
2. Set up of new Bank Accounts

Public Agenda

1. Modification of Corporate Rules Relating to Membership, Fees & Elections Process
2. Change in Approach to Governance of Project
3. Re-structuring of MSC
4. Affiliation with OSSI and OSA
5. Support for Code of Conduct

Ric Shreves agreed to take the minutes for this meeting.

Public Agenda Items

MODIFICATION OF CORPORATE RULES RELATING TO MEMBERSHIP, FEES & ELECTIONS PROCESS

Ric Shreves stressed the importance of making the changes to the Corporate Documents as soon as possible so that these are in place before the next election. He pointed out that the Board needed to pass a resolution to accept the changes, then take these to the membership for a vote, at which stage the documents must be lodged with the Australian authorities for approval. Lynne Pope raised the fact that there was not an accurate Membership Register and that going to the membership for their approval was not possible if the Board did not know who the membership was.

Resolved:

- That the Board table this discussion. A special meeting of the Board would be called within the next few weeks to deal with just this topic.

Carried unanimously.

Action: Board members would read the changes proposed by Ric. Ric Shreves would call a special Board meeting within the next few weeks to deal only with the issue of revising the Corporate Documents.

Marco Rossi left the meeting at 02:15 GMT (3.15am local time for Marco). The Board agreed that he could leave his MSN window open to enable him to read the rest of the discussion later.

CHANGES IN STRUCTURES

Lynne Pope reported that new team members and prospective team members cannot work out what the Foundation's structure is and who is responsible for doing what. She expressed her opinion that there was confusion over the roles of the Foundation Board and the Mambo Steering Committee, and that team leaders were not being given any authority to manage their teams. She expressed concern that the MSC has a lot of responsibilities delegated to it that have nothing to do with management of the project. She also stated her belief that the consensus approach to decision-making was not working. She wanted to see a closer working relationship between team leaders, which currently is not possible with the way the MSC is structured. She also wanted the Board to establish a clear decision-making structure to improve efficiency both for the Foundation and the MSC.

There was discussion around this and general consensus that the Foundation needed to implement clear lines of decision-making.

Lynne Pope expressed concern that the new process implemented by the President was a waste of time if the matters raised in Board members reports could not be discussed or included in the Foundation's records. She expressed concern that after providing a five page report to the Board to give background information and her proposals for discussion that this report was not to be included in the agenda. Ric Shreves advised that the report could only be included if it was logged as part of the meeting but that

Board meetings are not a forum for people to file long documents into the record, which he saw as basically making speeches. Lynne argued that adding the reports to the agenda gave transparency as everyone could then see what issues were being raised for discussion. The decision as to whether to include any particular report in the records should then be made at each meeting, on a vote.

Lynne referred to the email the President had sent out on 6th March where he announced the change in process and stated that her understanding of that email was that the reports would all be considered at the meeting. During debate, several members expressed their understanding that the reports would form part of the agenda. It was also agreed by the majority of members that the Board needed to be more open and transparent.

Ric Shreves agreed to post the agenda for each meeting in the private forums for active team members to read and comment on. He did not agree with sending the agenda out to the membership.

Resolved:

- That the reports from Board members will be included with the Agenda for each meeting.
- That the Agenda, including reports, will be provided in advance of each Board meeting to the Active Team Members.

Carried unanimously.

In further discussion about restructuring, Lynne Pope pointed out that 27% of all active team members were members of the Board and that Board members made up the majority of the Mambo Steering Committee. She said that the lack of separation between governance and management, and lack of understanding about those roles was slowing progress. The Board agreed that restructuring the MSC was necessary and that mechanisms had to be put in place to facilitate decision-making.

Paulino Michelazzo left the meeting at 03.23 GMT.

Chad Auld left the meeting at 03.23 GMT.

Chad Auld rejoined the meeting at 03.25 GMT during discussion about restructuring the MSC.

Chad Auld expressed concern that he should not take part in this discussion as he is the current Core Development Team Leader. The Board felt it was appropriate that he take part as the topic was a governance decision related to the role, not any individual holding that position.

Resolved:

- That the MSC change their structure, specifically to place the Core Dev team Leader in the role of Project Leader, to whom all other Team Leaders must report.

- That the Project Leader will have the right to supervise the MSC and all Team Leaders.
- That the Project Leader will have final say in development policy.

Carried unanimously.

AFFILIATION WITH OSSI AND OSA

[Discussion involved matters related to personal privacy so has been removed from the public record.]

Resolved:

- That the Foundation joins the Open Solutions Alliance (OSA).
- That the Board continue discussions with OSSI to find agreement on how we can mutually benefit from a membership exchange, pointing out that we are currently under resourcing pressure.

Carried unanimously.

Action:

Ric Shreves will continue discussion with the OSSI and bring the matter back to the Board for discussion at a future meeting.

CODE OF CONDUCT

On 8th March, server time, Lynne Pope posted a Draft Code of Conduct in the private team forums for consideration and discussion amongst the team. (<http://forum.mambo-foundation.org/showpost.php?p=18507&postcount=1>)

Lynne told the Board that the Draft Code of Conduct was pretty much exactly what we are already doing, just spelling it out for newcomers, with the exception of setting up a "rule" for determining who is still an active member. She expressed concern that there was very little discussion about the Draft on the forums.

Resolved:

- That the Board endorse the Code of Conduct posted by Elpie to the forums earlier this month.
- That the Code of Conduct as published on the forum is added to the records and published on our website.

Carried unanimously.

Note: "Elpie" is the forum username of Lynne Pope.

OTHER MATTERS

Lynne Pope wished to raise the issues with Membership. She reported that the Foundation had only four paid-up members, with two of these

coming from her household. She wanted the Foundation to reconsider what had become an almost automatic waiver of the Membership fee.

Akarawuth Tamrareang raised the issue of lack of support from the Foundation for local community sites.

The Board agreed that these matters warranted discussion and it was agreed that these topics would be on the agenda for the next meeting of the Board.

The President extended thanks to Akarawuth Tamrareang for attending the meeting during a time when he was travelling internationally.

There being no other business, the meeting was adjourned at 04:07 GMT.