

Meeting **OW2 Board meeting – Minutes - Summary**

Date 29 January, 2014, Telephone meeting
Location

1. Chairman's Welcome Remarks

This is a special board meeting. We had two strategic priorities, first to position OW2 with regard to collaborative projects, second to improve OW2's value proposal for companies. The first one is done, the second is not. Today we have a radical decision to make regarding the dissolution of OW2.

2. Introduction of new board directors

Matthias Flügge, Deputy Head eGovernment Competence Center at Fraunhofer FOKUS

3. Quorum

With 6 Strategic Members, 6 Corporate Members representatives and one Individual members representative for a total of 13 Board members, 7 members constitute the quorum.

With 9 members present or represented at this meeting, the quorum is achieved. Super majority is established at 6 votes.

Attending (and initials if ever used in the rest of the minutes):

1. Engineering, Gabriele Ruffatti (GR)
2. Fraunhofer FOKUS, Matthias Flügge (MF)
3. ISCAS: Wang Wei (WW)
4. Linagora, Jean-Pierre Lorré (JPL)
5. NUDT, Wang Huaimin (WH)
6. Orange, Valère Robin (VR)
7. Peking University: Zhou Minghui (ZM)
8. Talend, Patrick Coffre (PC)
9. UshareSoft, Alban Richard (AR)

Member of the board without voting right: OW2 CEO, Cédric Thomas (CT)

Attending at the invitation of the board: Xiaolong Kong (XK), George Lu (GL) and Serge Lacourte (SL) of Scalagent

Excused: none

Absent: BUAA, CVIC-SE, UJF, Individual Members representative

Minutes by VR, CT

- Note: Scalagent and SugarCRM having stated the termination of their memberships, they are de facto discounted from the board quorum computation as per Section 4.02 of the bylaws.
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4. Agenda Review and Approval of Agenda

- The agenda is reviewed and approved.
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5. Minutes of the previous meeting

- The minutes of the previous meeting were approved without comments.
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6. 2013-2014 Financials and 7. 2014 Outlook

Revue of the financial situation (docs covered are Board Syllabus, Note sent to the European Commission).

The note to the commission provides a summary of the situation covered by the Syllabus:

“- OW2 2014 forecasts. Revenue: membership fees: 47%, collaborative projects: 48%, event sponsoring: 5%). Costs: wages: 52%, expenses 48%. Result: negative, significantly.

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- OW2 forecasts a fall in its cashflow as of August 2014 which will become negative by the end of the year. The budget leaves very little room for manoeuvre since two-thirds of expenditure are committed to collaborative projects that have already been signed.
 - Need for supplementary cash.
 - Revue of the scenarios presented in the Syllabus: Trend, Continuation, Rightsizing, Closing.
 - Revue of actions taken by CEO.
 - Overview of the French landscape.
 - Discussion of the 90-day Resolution Plan outlined by CEO
 - Discussion regarding communication with the community for the moment. Let's wait until March 6.

8. Other business

Events

- OW2con'13: good and very professional conference, rising attendance but less than the earlier start of the communication should have created
- OpenStack conference in Paris in November, arrange OW2con'14 in synergy with the Summit? To be discussed with the team at the OpenStack foundation

Election of board members

- The current board is ready to continue longer than April
- Decision to launch the election process a month later

14. Planning of next Board of Directors meetings

Three date are arranged:

- February 13: check-point of Resolution Plan progress – not a decision meeting.
- March 6: Decision meeting, based on Resolution Plan Results.

15. Motions

All following motions are voted and approved unanimously:

- A- Resolution plan approved
- B- Resolution committee launched using the board mailing list
- C- Mission given to resolution committee and volunteers to propose action plan
- D- CEO to prepare for the end of April administration tasks.
- E- Postpone the launch of the election process
- F- The board believes there is still good opportunities for OW2 to play a role in the global open source sector and will do its utmost to ensure the continuation of OW2.

16. Chairman's concluding comments

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17. Adjournment

- Meeting was adjourned at 12:10pm
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