

OpenStreetMap Foundation

Board Meeting

15th September 2009, 18:30-22:40 BST

Call in

AGENDA and MINUTES

Note: These are the final formal minutes.

Present: Steve Coast, Mike Collinson, Simone Cortesi, Henk Hoff, Ulf Möller, Andy Robinson, Mikel Maron (and Grant Slater and Matt Amos)

Minutes of last meetings.
(https://docs.google.com/Doc?docid=0ATJUrtf5aju1ZGNzNnBoaGtfNWY5cjIyd2Nm&hl=en_GB)

Proposed: Mike
Seconded: Steve
The minutes were accepted.

MATTERS ARISING.

1

Board Appointments:
Chair/Treasurer/Secretary +
Working Group chairs

It was suggested that the formal Treasurer should be best filled by a UK-based board member as the bank account is in the UK.

The following were then proposed for and voted in by acclamation:

Treasurer: Andy Robinson
Secretary: Mike Collinson
(Proposed Steve, Seconded Mikel)
Chairman: Steve Coast
(Proposed Mike, Seconded Henk)

AI - Mike - Announce
positions to osmf-talk

A vote of thanks was made to Etienne for his work as Treasurer over the last two years, proposed by Andy.

Andy will take over accounts as of end of OSMF tax year (Aug 31st). It was noted that the CCC SOTM 2009 venue invoice has not yet been received. This will skew accounts if not entered as an account receivable for the last year. Henk - we need to know at least the amount

Working Groups Chairs

It is not necessary for a Working Group Chair to be a board member but it desirable for there to be two members in each group so that at least one is present at meetings.

AI - Mike/all - Create a Google Doc for WG chairs and members. We will work on this off-line before the next board meeting.

2

License / Legal:

Matt Amos and Grant Slater from the License Working Group joined the call.

- New License Update

The LWG has responded earlier to board concerns with a summary document. The WG has also provided a near final draft of the Contributor Terms. Matt has done a human readable version of the ODbL.

(<http://www.asklater.com/matt/odbl/>)

A further round of progress

has been completed and now the WG wishes to move to closure. Seeking any further interest from Board to be addressed by Board members joining the next meeting(s).

Three things to consider:

1. Revised board proposal now in gdocs
http://docs.google.com/View?id=dd9g3qjp_2mp8f5shj. WG wishes to put this revised doc to members.

2. Open letter preferred to go only now to selected IP lawyers and other legal counsel, eg wikimedia/creative commons/Free Software Foundation etc. Leading users of OSM data are not currently on the proposed list. Basically those organisations who are not already our our proposals.

3. Wording of the voting proposal - suggest to engage with other OSMF members to assist as there is currently no consensus in the WG.

Looking to gain Board approval at Oct or Nov board meeting.

Mikel has some questions to address which can be done offline.

The board concluded:

1) Proposed letter to members to be approved by board. The board requested that copy of the letter be forwarded to the board for off-line approval via email.

Looking for unanimous vote

on the proposal and the accompanying letter.

2) Open letter. Should have a request for a clear affirmative answer within a certain timeframe.

http://docs.google.com/a/osmfoundation.org/Doc?docid=0AZPN91k8AaLAZGM5NW14cHNfMGY5ajVnZmZu&hl=en_GB

3) The wording for the vote and the voting options should be short, sweet, and persuasive. The board left it to the LWG to come up with the wording. It would be beneficial though not essential for it to be presented along with the proposal itself for member's review.

- New License Programme - discussed with above

- WSGR law firm release
Clark, our pro-bono legal counsel, is asking for a general waiver for his law firm to work for other clients on OpenStreetMap issues. After discussing the pros and cons, the board agreed that this was broadly in our interest and that Steve should sign such on our behalf.

AI - Steve - Scan Clark's letter of engagement and circulate. A copy should be held by the Secretary.

- Trademark

European Union Trademark.
We need to pay Laudit Solicitors GBP 1,050 for covering the European registration fee itself. Andy

will confirm with Etienne whether that has been paid. Extra payment of about GBP 1,000 would be required if they also handle the transfer from Steve to the Foundation ... **Andy** will get a final quote and ask for this to be reduced.

- Registered address

At the moment the registration is Etienne's house. We will transfer to Andy Robinson's house for the time being. **Andy will notify Company's House.**

Matt and Simone left the meeting at this point.

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OpenstreetmapS.org
domain at Tucows

Tucows has offered the domain for \$1,300. We agreed will buy it. **Andy will make the payment and transfer the domain** to GoDaddy where our other domains are registered.

20:40 BST - we took a 10 minute break. Grant left the meeting.

4

SOTM Request for Quotation (RFQ)

Henk will open up the RFQ process this week as a wiki page. This will give some basic criteria (need for active local ground team, size last year, venue, transport, accomadation) for a conference to be held week of July 10th 2010 and some feedback from SOTM 2009 comment forms. Bidders will also be invited to propose new innovations. Bidders will be encouraged to make their

bids as open and transparent to the whole community from the beginning. Any items that should be held in confidence will be handled on a case by case basis. As last year, we will focus on one international conference but will be happy if other bids lead to country or regional conferences developing.

AI - Henk The previous year's SOTM WG should meet shortly and document what went well and what did not; and wrap up video/audio for 2009. This will also kick off SOTM 2010. General board members will be invited too.

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Other Working Group Reports:

- Local Chapters: Henk

Been working on a Local Chapters Agreement template - what it should do and its relationship with OSMF. There are a lot of legal issues to do with requirements/limitations in different countries. A temporary initial agreement may be completed at a meeting on Friday. Spain will probably form as a pilot using this agreement. Transfer of funds to OSMF is also an issue in some countries. Mikel suggested that we look more seriously at charitable status for the OSMF - we have not done this to date for reasons of complexity and potential limitation of freedom to lobby.

AI - Henk - circulate the agreement to board when more complete.

- Technical - Steve
Has not met within the last month. However lots of work has been done. The system has been substantially rebuilt

and enhanced during a scheduled power outage on the weekend of Aug 22nd. Board thanks to Grant Slater, Andy Alan, Matt Amos and whoever else went in that weekend. Grant has sourced at a low cost purchased the equipment for moving the wiki onto a much more powerful machine and housing it Imperial College, London University. The actual move is pending finalisation of agreement with Imperial at the beginning of the UK academic year.

- Data - Mikel

Data Group, courtesy Grant Slater, is working on getting a ticketing system set-up rather than dealing with issues ad hoc in monthly meetings. Mikel is cleaning up the public-facing text on the wiki dealing with copyright and license violation issues. There is an increasing amount of reports being made.

- Articles - Andy

No action since last meeting. Several members have expressed interest and Andy will now approach them to set up a first meeting. We may need to engage legal opinion on our scope for changing things.

- Data Import - Steve

Has had a good first meeting and minutes will be published. Will meet again a week and half from now. Picking a couple of datasets to use as pilots to work through a collaborative

import process.

- Membership - Mike

We have 251 fully-up members.

- Communications

Steve proposed and there was general agreement that the Foundation website should be converted from WordPress to MediaWiki. Board members will have accounts and other OSMF members will be encouraged to take ownership. It will also provide a mechanism for translating all or portions into other languages. This will allow us to keep more up-to-date and provide better service. Andy pointed out that we do have to be careful in locking down or setting formal procedures.

Andy has now set board members Andy, Steve and Mike admin access to osmfoundation.org Google apps account that handles email and email groups. Other board members are welcome to have admin access if they wish. We have 13 people with OSMF accounts.

AI - Steve - Make it happen

New proposed Working Groups:

- Fundraising

Mikel points out that there are a number of grants that we can apply for and other possible sources of funding such as objective-specific donation drives. The proposed group would handle

looking at these, potential organisational changes that would be needed, and how we would target our message. The group would also work with treasurer to make funding objective projections.

- User experience

We will put this on hold for the moment and come back to it next month.

Group ticket tracking

Steve reported that the Data Group are setting up a ticket system using OTRS (will be available as <http://otrs.openstreet.org>) which could be generalised to other Working Groups and board action item by adding sub-projects.

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Staffing:

AI - Simone (via Mike) - Ask Nick for spreadsheet identifying roles and tasks which we will use to ask for help from the community.

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Membership:

Data Protection -

1) Mike - Outstanding action on Mike to talk to a lawyer re definition of members and also on the protection and use of our data.

2) Andy/Mike - General data use and protection viz a vis UK DPA (Data Protection Agency)

Confidentiality Agreement -

As far as we are aware we are should not give out information about our

members except for any obligations under the UK Companies Act. Andy has circulated two boiler plate Confidentiality Agreements for turning into a document signature by anyone handling the membership database and the member's mailing list (a de facto membership list). We will use the same legal representation that Mike is looking for.

OSMF website - covered under item 5

AOB

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Dev/Tool server account policy (Grant)

http://wiki.openstreetmap.org/wiki/Dev_Server_Account_Policy

AI - Mike - Ask Simone if he would like to get involved in

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GSoC mentors travel

Needs OSMF to pay for tickets and invoice Google with one invoice (up to US\$2,000). Agreed.

AI - Andy - Liaise with Ian to get invoice prepared.

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Insurance & legal compliance

AI - Mike - Add directors liability insurance to items to verify with UK legal counsel.

Date of next meeting.
Tuesday Oct 13th 18:30 BST /
19:30 CET