

Node.js Foundation

MINUTES OF THE PUBLIC SESSION OF A REGULAR MEETING OF THE BOARD OF DIRECTORS 31 August 2015

A public session of a regular meeting of the Board of Directors (the "Board") of the Node.js Foundation, a Delaware not-for-profit membership corporation, was held on 31 August 2015 at 2:00pm Pacific Time via teleconference.

Directors Attending and Participating

Todd Moore (IBM), Rod Vagg (NodeSource), Charlie Robbins (GoDaddy.com), Scott Hammond (Joyent), Brian McCallister (Groupon), Gianugo Rabellino (Microsoft), Danese Cooper (PayPal)

Also Participating

Scott Nicholas (The Linux Foundation), Todd Benzies (The Linux Foundation), Mikeal Rogers (The Linux Foundation), Michael Dolan (The Linux Foundation), Dan Shaw (NodeSource)

Call to Order

Director Cooper called the meeting to order at 2:04pm Pacific Time and Mr. Benzies recorded the minutes. A quorum of Directors was established for the conduct of business and the meeting, having been duly convened, was ready to proceed with business.

Antitrust Compliance Notice

Mr. Nicholas reviewed the Antitrust Compliance Notice contained within the agenda deck distributed for the meeting.

Introduction & Agenda

Mr. Nicholas introduced the agenda, reviewed the current membership, and welcomed everyone to the meeting.

Officer Positions Defined in Bylaws and Election of Officers

Mr. Nicholas introduced the topic of officer positions. He then presented a resolution to elect officers, and upon motion duly made and then seconded by Director McCallister and unanimously adopted, the following resolution was approved:

RESOLVED: That the following individuals be, and hereby are, elected to the office of the Node.js Foundation set forth below, to hold such offices until his or her successors are duly elected and qualified or until his or her earlier resignation or removal:

Danese Cooper -- Chairperson
Scott Hammond -- Vice Chairperson
Gianugo Rabellino -- Secretary

Approval of Minutes

Mr. Nicholas asked the Directors to approve the minutes of the public session of the July 27, 2015, meeting of the Board of Directors, which had been attached as Exhibit A to the slide deck distributed in advance of the meeting. Upon motion duly made by Director Moore, seconded by Director Cooper and approved by all Directors in attendance, the following resolution was adopted:

RESOLVED: That the minutes of the public session of the July 27, 2015, meeting of the Board of Directors, in the form attached hereto as Exhibit A, are hereby confirmed, approved and adopted.

Approval of Amendment No. 1 to the Trademark License Agreement

Mr. Nicholas introduced the topic of Amendment No. 1 to the Trademark License Agreement, noting that this was for Node.js Interactive, the conference in December that will be hosted by the Foundation. A question was raised about why it is licensed as opposed to being assigned to the Foundation. Mr. Nicholas clarified that during formation, the working group decided to enter into a license agreement as opposed to an assignment. Director Moore noted that this method is not uncommon. Mr. Nicholas presented a resolution to amend the Trademark License Agreement, and upon motion duly made by Director Cooper, seconded by Director Moore and unanimously adopted, the following resolution was approved:

RESOLVED: That Amendment No. 1 to the Trademark License Agreement between the Node.js Foundation and Joyent, Inc., in substantially the form attached hereto as Exhibit B, is hereby approved, and that the officers of the Foundation are each authorized to execute and deliver such Agreement on behalf of the Node.js Foundation, with such amendments as any such officer may deem to be necessary, desirable or appropriate.

Committee Membership Resolutions

Mr. Nicholas introduced the topic of Committee Membership Resolutions, noting that Legal, Audit & Finance and Marketing Committees were formed during the last Board meeting. Mr. Nicholas noted that the Legal and Audit & Finance Committees are committees of the Board, and the Marketing Committee is a committee of the members. Mr. Nicholas clarified that for the Board Committees, the individuals on the committee must be elected. He then presented resolutions regarding Committee Membership, and upon motion duly made by Director Robbins, seconded by Director McCallister and unanimously adopted, the following resolutions were approved:

RESOLVED: That the following Directors are hereby elected to serve on the Legal Committee at the pleasure of the Board, or until any such Director shall sooner resign or not be reelected or appointed, as appropriate, to the Board: Todd Moore, Rod Vagg and Gianugo Rabellino, provided that each member of such Committee may, if he or she so chooses, designate one of its legal counsel

or legal staff to participate and vote in meetings of such Committee on its behalf.

RESOLVED: That the following Directors are hereby elected to serve on the Audit and Finance Committee at the pleasure of the Board, or until any such Director shall sooner resign or not be reelected or appointed, as appropriate, to the Board: Scott Hammond, Todd Moore, Charlie Robbins and Brian McCallister.

RESOLVED: That the appointment of Bill Fine as Chair of the Marketing Committee is hereby acknowledged and approved.

A question was raised as to whether Committees of the Board can change or add to their membership without a Board resolution. Mr. Nicholas took the action to provide an answer to the Board by the next Board meeting.

TSC Updates

Mr. Nicholas introduced the topic of TSC updates and asked Director Vagg to provide the status.

Mr. Vagg noted that relating to the LTS Policy and 0.12 LTS amendment has been contracted by three months, putting it at the end of December 2016, instead of April 2017.

Mr. Vagg noted that relating to Project Lifecycle, it is likely the TSC will split into Node Core TSC, as well as a more broad TSC that can pull in members responsible for other top level projects. Mr. Vagg mentioned that the TSC is in the process of shifting to a new website which should be live by the end of the night.

A question was raised about monitoring web traffic. Mr. Rogers clarified that web traffic, as well as download numbers, can be monitored. He noted that the Marketing Committee has not been involved with this yet, but expects that they will be in the future.

A question was raised about announcing v4 at NodeConf EU. Mr. Rogers clarified that the PR team is pulling together announcement that covers not just v4, but also the success of the Foundation, converge release, and the LTS story. A request was made for a short FAQ for NodeConf EU. Mr. Rogers clarified that the PR team is already compiling an FAQ.

Hackathons (Code + Learn)

Mr. Rogers introduced the topic of Hackathons (Code + Learn), noting that Hackathons are the outgrowth of Collaborator Summit with the goal of broadening contributorship with women, new geographies and other ways to diversify. Mr. Rogers noted that certain projects have centralized around a timezone and a goal is to help globalize this, making it more accessible for other timezones. Mr. Rogers explained that the Hackathons will be small events or workshops with 10-30 people, with the goal of helping new committers. Mr. Rogers noted that there are four potential events in September and that the TSC will use a small amount of the hackathon money from the budget.

A question was raised about metrics. Mr. Rogers clarified that when a session starts, GitHub usernames are collected and future work can then be tracked.

Events Update

Mr. Rogers introduced the topic of upcoming events, noting that NodeConf EU will take place very soon. Mr. Rogers mentioned that four Board members will be there and there will be a Foundation panel moderated by Mr. Rogers.

Mr. Rogers also noted that the conference hosted by the Foundation in December has been named Node.js Interactive. Mr. Rogers updated the Board that the event microsite should be live later this week and that the Chairs for the three tracks have been identified.

KPIs and Future Goals

Mr. Rogers introduced the topic of KPIs. Discussion ensued, leading to the outcome that the three top-level goals are contribution, usage, and membership, with diversity being a common theme.

Mr. Rogers took the action will come back with a proposal and suggested metrics for the next Board meeting.

Plan for Future Meetings

Mr. Nicholas introduced the topic of planning for future meetings. Discussion ensued leading to the outcome that Monday, September 28 at 2:00pm Pacific Time is suitable. Mr. Nicholas took the action to find an ongoing meeting cadence for the Board.

Adjournment

At 2:42pm Pacific Time, upon motion duly made by Director Cooper and seconded by Director McCallister, the Directors voted to adjourn the public session of the meeting of the Board of Directors.

Respectfully submitted,

Gianugo Rabellino