

Node.js Foundation

MINUTES OF THE PUBLIC SESSION OF A REGULAR MEETING OF THE BOARD OF DIRECTORS 28 September 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 28 September 2015 at 2:00pm Pacific Time via teleconference.

Directors Attending and Participating

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

Also Participating

Mikeal Rogers (The Linux Foundation), Scott Nicholas (The Linux Foundation), Todd Benzies (The Linux Foundation), Laura Kempke (The Linux Foundation)

Counsel Participating

Sarah Richmond (Gesmer Updegrave, LLP)

Call to Order

Director Cooper called the meeting to order at 2:08pm 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.

Welcome Red Hat

Mr. Nicholas introduced the topic of Red Hat joining the Node.js Foundation as a Platinum Member. He then presented a resolution to acknowledge Red Hat's membership, and upon motion duly made by Director Cooper and then seconded by Director Moore and unanimously adopted, the following resolution was approved:

RESOLVED: That the Board hereby acknowledges that Red Hat has joined the Node.js Foundation as a Platinum Member. That Red Hat's membership in the Node.js Foundation is effective as of today. That the Board hereby acknowledges the appointment of the following individual by Red Hat to serve as a Platinum Director (as defined in the By-laws): Rich Sharples

Current Membership

Mr. Nicholas reviewed the current membership and directors.

Approval of Minutes

Mr. Nicholas asked the Directors to approve the minutes of the public session of the August 31, 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 Rabellino, seconded by Director Moore and approved by all Directors in attendance, the following resolution was adopted:

RESOLVED: That the minutes of the public session of the August 31, 2015, meeting of the Board of Directors, in the form attached hereto as Exhibit A, are hereby confirmed, approved and adopted.

Agenda

Mr. Rogers introduced the agenda. There were no additional topics added.

Schedule Board Retreat Q1 2016

Mr. Rogers introduced the topic of a Board retreat during the first quarter of 2016, noting that co-locating with Linux Foundation Collaboration Summit during March 29-31 in Lake Tahoe, CA is a potential option for consideration.

There was a suggestion to hold the Board retreat adjacent to a Node.js event, instead. Discussion ensued leading to the outcome that Mr. Rogers would determine if Node Summit will be happening during the first quarter of 2016 and a potential co-location could happen there.

TSC Update

Mr. Rogers introduced the topic of the TSC progress and asked Director Vagg to provide an update. Director Vagg noted that v4 was released roughly on schedule and almost universally positively received. He noted that the initial adoption numbers from npm are at 12.5% of the total for v4.

A question was raised as to whether v4.1.1 is now listed as stable. Director Vagg confirmed that as accurate.

A question was raised as to whether the TSC is still on track for LTS. Director Vagg confirmed that the TSC is still on track and that this is planned for the first week of October.

Mr. Rogers introduced the topic of the umbrella program. Mr. Rogers noted that they have put together a policy to incubate new top-level projects and that the document is almost finalized after having received great feedback from many people in the community. Mr. Rogers noted that the TSC is schedule to put this doc for approval within the next week and from there, they will open up for a couple top-level projects to join.

Director Cooper recommended that Director Rabellino also take a look at this document

from an Apache perspective. Director Rabellino agreed.

Recap of September Events

Mr. Rogers introduced the topic of September events, noting that NodeConf EU went very well. He noted that he is going to adapt the questions from the panel discussion into an FAQ.

Mr. Rogers introduced the topic of Code and Learn, noting that three tutorials have now taken place with the purpose getting people involved in core directly. Mr. Rogers stated that the main takeaway was the reverse the structure by developing a local program and then once somewhat established, send a core contributor to that group.

A question was raised about the expectations versus the outcome of the Code and Learn. Mr. Rogers noted that they program will grow quicker than initially thought. He also noted surprise that London performed better than Waterford, which was not expected.

Director Cooper encouraged the Board to be present at larger events. Director Moore agreed with the importance, noting that people had really interesting questions.

Individual Membership

Mr. Rogers introduced the topic of Individual Membership and gave an overview of the process flow as detailed in the Board package. He noted that Individual membership is free for contributors and students to sign up. He explained that once this is live, the Foundation can start accepting individual members and eventually run an election for Board representation.

KPIs and Future Goals

Mr. Rogers introduced topic of KPIs and future goals, noting that the potential Foundation metrics could be members, projects admitted, and revenue, while the potential Project metrics could be new contributions, contribution activity, and contributor retention.

A suggestion was made to consider metrics around the share of press. Mr. Rogers clarified that the PR Manager provides a monthly marketing report to the Marketing Committee that includes share of press, as well as many other marketing metrics.

Another suggestion was made to create a survey around net promoter score.

Plan for Future Meetings

Mr. Nicholas introduced the topic of planning for future meetings. Discussion ensued leading to the outcome that the monthly Board meeting will be held on the fourth Monday of month at 5:00pm Eastern Time, with exception of October. The October Board

meeting will be moved to Monday, November 2nd at 5:00pm Eastern Time.

Ability for Committees to Add Members

Mr. Nicholas introduced the topic of adding members to Board Committees. Board Committees (A&F and Legal)

A question was raised as to whether this only applies to Board Committees or if it also applies to Committees of the Members, for example the Marketing Committee. Mr. Nicholas took the action to provide an update in the next Board meeting.

Adjournment

At 2:47pm Pacific Time, upon motion duly made by Director Cooper and seconded by Director Moore, the Directors voted to adjourn the public session of the meeting of the Board of Directors.

Respectfully submitted,

Gianugo Rabellino