

## **Node.js Foundation**

### **MINUTES OF THE PUBLIC SESSION OF A REGULAR MEETING OF THE BOARD OF DIRECTORS 29 February 2016**

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 29 February 2016 at 2:00pm Pacific Time via teleconference.

#### **Directors Attending and Participating**

Todd Moore (IBM), Gianugo Rabellino (Microsoft), Rich Sharples (Red Hat), Charlie Robbins (GoDaddy), Scott Hammond (Joyent), Brian McCallister (Groupon), Rod Vagg (NodeSource), Ashley Williams (Individual Member)

#### **Counsel Participating**

Andrew Updegrove (Gesmer Updegrove LLC)

#### **Also Participating**

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

#### **Call to Order**

Director Hammond called the meeting to order at 2:06pm 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.

#### **Current Membership and Board Directors**

Mr. Rogers reviewed the current membership and Directors noting that three new Silver members have joined. Mr. Rogers also noted the addition of the two new Individual Member Directors that will be ratified by the Board today -- Ashley Williams and Feross Aboukhadijeh.

#### **Agenda**

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

#### **Welcome Individual Member Directors**

Mr. Rogers introduced the topic of Individual Member Directors, noting that the elections have concluded. Upon motion duly made by Director McCallister, seconded by Director Robbins and approved by all Directors in attendance, the following resolution was adopted:

**RESOLVED:** That the Board hereby acknowledges the results of the Individual

Membership election.

- That the Board hereby acknowledges the appointment of the following individual to a one year term: Feross Aboukhadijeh.
- That the Board hereby acknowledges the appointment of the following individual to a two year term: Ashley Williams.

### **Marketing and Communications Update**

Mr. Rogers introduced the topic of a marketing and communications update and provided an update of recent activity as detailed in the Board materials.

A question was raised as to whether we add additional sponsorships to make up for any shortfall in running a cost neutral event portfolio. Mr. Rogers noted that the internal team is developing and that some funds for events may be needed like during the 2015 Summit. Mr. Benzies added that the Marketing Committee could opt to add additional sponsorship opportunities if necessary.

A request was made for an update regarding NodeTogether. Director Williams explained that NodeTogether is a pre-conference educational event for beginners from underrepresented groups, noting that more than 50 people applied and they had to turn down some due to capacity. Director Williams noted that 20 students were led by 2 mentors and were able to deploy their first app. Director Williams is searching for more mentors. She noted that the composition of NodeTogether was 85% women and 60% people of color.

### **New Logo**

Mr. Rogers introduced the topic of the refreshed logo, not that social media and event branding have all been updated.

### **Education Community Manager Hire**

Mr. Rogers introduced the topic of Education Community Manager, noting that Tracy Hinds has been officially hired as a contractor.

### **Express**

Mr. Rogers introduced the topic of the Express Project noting that the TSC has admitted it into the Incubator. Mr. Rogers noted that it includes three GitHub orgs, roughly 100 repos, and several domain names. He clarified that all property transfers are from IBM or Doug Wilson.

Mr. Rogers discussed the next steps which are building out TC and writing contribution policies, as well as working to audit all repos based on our considerations for top level projects. Mr. Rogers noted that no new projects will be admitted to the incubator for at least a month.

A question was raised as to whether other contributors coming back to work on things. Mr. Rogers noted that it is too early to see and that the new contributing agreement is not posted yet.

A request was made to get clarity on the role of Incubator sooner than later. Director

Vagg noted that the TSC is working on this and will hopefully be ready to bring to the Board by next Board meeting.

**Adjournment**

At 2:36pm Pacific Time, upon motion duly made by Director Moore and seconded by Director Robbins, the Directors voted to adjourn the public session of the meeting of the Board of Directors.

Respectfully submitted,

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Gianugo Rabellino