**Evergreen Executive Oversight Board meeting**

**Boston Marriott Cambridge, Cambridge  
3/19/2014**

Attendees: Andrea Buntz-Neiman, Ben Hyman (vice chair), Rogan Hamby, Chauncey Montgomery, Shauna Borger, Elizabeth McKinney, Galen Charlton (chair), Yamil Suarez, and K. Lussier (secretary); and incoming Board members Grace Dunbar and Benjamin Shum.

**Certification of the results of the EOB election**

**Motion from G. Charlton without exception to certify the results of the EOB election where Ben Shum and Grace Dunbar are incoming reps**.

Second from R Hamby

Approved by a unanimous vote

Note: New members are not voting members until the end of the conference.

**Evergreen Oversight Board web presence**

As a last act as Board chair, Galen has taken multiple EOB and governance pages and consolidated into one page. He still needs to put up links to the minutes and put up a 2nd page for trademark policy. The page is available at <http://evergreen-ils.org/governance/>

Send comments on the page to Galen.

**Review accomplishments of the Board in the previous year**

* Ben and Kathy for getting resource allocator summit off the ground and a successful conclusion
* Rogan Hamby for getting the merchandising committee of the ground.
* The Board has been able to quietly address violations of trademark policy so that they are quickly corrected.
* The Board has put itself in a position where it can credibly seek grants and exert some influence to facilitate development in a way that may not have been possible a couple of years ago.

**Technical motion to codify reducing the size of the EOB to nine members**

The changes are outlined at

[**http://git.evergreen-ils.org/?p=contrib/governance.git;a=commitdiff;h=d857e61c9500a38805889c0712bee71a1289dad4**](http://git.evergreen-ils.org/?p=contrib/governance.git;a=commitdiff;h=d857e61c9500a38805889c0712bee71a1289dad4)

**Motion from G. Charlton to revise the terms of governance to have the following effect:**

* The size of the board becomes nine members
* The word "approximately one-third" is used to describe the size of the election cohorts
* Appendix A is updated to reflect the members on the new Board that begins at the end of the conference.

Second from R. Hamby

Approved by a unanimous vote

The Board previously discussed the idea of an automatic reduction to seven, but Galen said he will leave it to next Board to decide.

**Technical motion to clarify election procedures**

The Board needs to strike a section saying the Board will promulgate rules of governance as this has already happened. The changes are outlined at

<http://git.evergreen-ils.org/?p=contrib/governance.git;a=commitdiff;h=2711a105144c867b331522b1c9c47a400d17f9c3>

Galen intentionally chose the language to allow for the potential of electing a Board member who is external to the community. The nomination and voting for Board members must be done by members of the community.

A question was raised as to why we might want external members serving on the Board.

It’s not uncommon for other Boards to have external members. It allows for the opportunity to bring on people who may have expertise in other areas.

A question was raised as to why we are using a Single Transfer Vote system. This system is part of the voting software provided by the Software Freedom Conservancy. A preference scheme of voting is good if you have more candidates than you have slots.

Galen said he probably could have done a better job explaining it to the community. In a single transferrable vote system, you vote for the people you could stand to be elected in priority order. Your top vote is the only one counted unless that person is eliminated in one of the rounds, at which point your second priority is counted. If that person gets eliminated, the third priority is counted.

**Motion from G. Charlton to clarify the election procedures**

Second from K. Lussier

Voting to approve the motion: G. Charlton, K. Lussier, A. Buntz-Neiman, B. Hyman, R. Hamby, C. Montgomery, S. Borger, Y. Suarez

Abstention: E. McKinney

Motion carries

**Adoption of code of conduct**

Ben, Rogan and Kathy worked on the code. The Code of conduct states that the Evergreen community strives to be as inclusive as possible. It applies to in-person events. It doesn’t apply to online forums, but Galen encouraged the Board to consider extending it to online forums.

**Motion from G. Charlton to approve pending confirmation from conservancy.**

Second from B. Hyman

Kathy requested that the code be shared with the community before approving. She doesn’t the feedback to be controversial, but people may have valuable additions or changes for the policy.

**G. Charlton revises motion to submit the code of conduct to SFC for review and shared on open-ils-general for a feedback period and voted on at next Board meeting**.

Second from A. Buntz-Neiman

Approved by a unanimous vote.

**Evergreen 2015 conference update**

Grace reported that the site selection committee didn’t get any proposals. The deadline has passed. The Hood River group sent an e-mail showing interest in submitting a proposal. The site selection committee encouraged them to submit.

**Merchandising**

Rogan reported that the Store is up, including a black shirt and white IRC shirts, coffee mugs and bumper stickers. Sales are still picking up. Rogan doesn’t think it will be a major source of revenue, but people have reported they like being able to buy merchandise. There are discounts for bulk purchases.

The merchandising committee would like to do something like “go live” shirts. Evergreen gets 5% of the price as a profit.

**Evergreen 2014 conference update**

A few hotel room cancellations brought us below the room attrition rate. The conference planning committee is working with the hotel staff to identify additional conference-goers who may have booked after the discount deadline. The planning committee also gave up their complimentary rooms so that they could offset the attrition charges. It looks like the conference will be left responsible for three hotel rooms.

**Election of EOB positions**

**Motion from G. Charlton to allow new, incoming Board members to vote for officers.**

Second from C. Montgomery

Approved by a unanimous vote

**E. McKinney nominates Ben Hyman to serve as chair. Ben accepts the nomination**

Voting to approve: A. Buntz-Neiman, B. Hyman, R. Hamby, C. Montgomery, S. Borger, Y.l Suarez, K. Lussier, G. Dunbar, B. Shum.

Abstentions: E. McKinney, G. Charlton

**K. Lussier self-nominates to serve as vice chair.**

Voting to approve: A. Buntz-Neiman, B. Hyman, R. Hamby, C. Montgomery, S. Borger, Y.l Suarez, K. Lussier, G. Dunbar, B. Shum.

Abstentions: E. McKinney, G. Charlton

**S. Borger self nominates to serve as secretary.**

Voting to approve: A. Buntz-Neiman, B. Hyman, R. Hamby, C. Montgomery, S. Borger, Y.l Suarez, K. Lussier, G. Dunbar, B. Shum.

Abstentions: E. McKinney, G. Charlton

**G. Charlton nominates Kathy Lussier to serve as project representative to the Software Freedom Conservancy. Kathy accepts the nomination**

Voting to approve: A. Buntz-Neiman, B. Hyman, R. Hamby, C. Montgomery, S. Borger, Y.l Suarez, K. Lussier, G. Dunbar, B. Shum.

Abstentions: E. McKinney, G. Charlton

Officers for the 2014-2015 starting at the completion of the 2014 Evergreen Conference and ending at the completion of the 2015 Evergreen conference are as follows:

* Ben Hyman, chair
* Kathy Lussier, vice chair
* Shauna Borger, secretary
* Kathy Lussier, Project representative to the Software Freedom Conservancy

**Community forks**

The Board had a discussion on whether it should be proactive about discouraging forks of the Evergreen software, particularly as it pertains to KCLS’ instance of Evergreen, which has been described as a fork in some recent media articles. Elizabeth raised concerns about a violation of trademarks if the Evergreen logo is used on a forked project. The EOB can deal with it as it deals with other TM violations. If it’s a fork, then it shouldn’t use the Evergreen name.

Several board members said it is questionable whether KCLS is truly maintaining a fork of the Evergreen software since they are not re-distributing it.

Since the Board is taking on the role of promoting the community, would it behoove the Board to reach out to KCLS as a way to see if there’s something the community can do? Individual members have reached out to KCLS. Absence of clear trademark violation, the Board should be very cautious about reaching out to them in an official capacity.

Do we need to put something in rules of governance addressing Board’s role for potential future forks and trademark violations?

The EOB can only play a role for violations of trademarks and the GPL.

**Resource allocator preconference**

Galen encouraged the Board to pick one or two actions to work on. Cindy Roach, an outside facilitator for the summit, suggested that the Board consider a long-range plan to think of actions for future Boards. The Board will look over draft minutes and use it as the basis for our report to the community.

Galen asked the Board to read the draft minutes of the summit by Friday and to send any suggested changes to Ben, Kathy or Galen. Those minutes will then be sent to the community on the general list.

Respectfully Submitted,

Katherine M. Lussier, Secretary, Evergreen Oversight Board