



Meeting of the D.A. Board of Directors

15 December 2022

Attendees

Staff

Tim Doyle

Angie Sabin

Tim Hestenes-Lehnen (during CEO Update)

Kristin Romaine (during CEO update)

Mike Herchel

Nick Veenhof

Nikhil Deshpande

Nikki Flores

Rahul Dewan

Ryan Szrama

Board

Bjarney Sonja Breidert (Baddy)

Dries Buytaert

Owen Lansbury

Tiffany Farriss

Apologies

Lo Li

Grace Francisco

The December virtual meeting of the Drupal Association Board of Directors opened on Thursday, December 15th, 2022 at 5:30 PM GMT.

In attendance: 10 current board members attended along with the CEO, Tim Doyle and the CFO, Angie Sabin. Tim Hestenes-Lehnen and Kristin Romaine joined for the CEO Update.

Agenda

1. Kickoff & Welcome
 - a. Review of the agenda and materials for the meeting
2. Review of Minutes from 2022, Proposed Public Minutes Policy, and draft of public minutes
3. Executive Committee Update
4. Finance Committee Report
 - a. 2023 Budget
 - b. Board designated fund

5. Nominating Committee
6. CEO Update
Tim Hestenes-Lehnen and Kristin Romaine joined the call
7. Board Chair update
 - a. Board meeting schedule for 2023
 - b. Committees
 - c. Open Floor
8. Adjournment

Minutes, motions, and actions

- ★ items denote motions.
- items denote follow-ups required.

Review and approval of minutes

The following is a list of meetings that the board members need to review/approve since there wasn't a full board meeting or full convening. For transparency we should still note where there are actions without meetings so those are document. There were no questions about the minutes.

Angie Sabin drafted a policy for releasing public minutes and the format and created public versions going back to when we stopped releasing them. These will be made into pdf's and published on Drupal.org after approval.

★ Motion brought forth and seconded.

- to approve the 2022 minutes [8 February 2022; 16 February 2022 - Special Meeting (Resignations); 22 February 2022 - Action without a Meeting (New Officers); 16 March 2022 - Special Meeting (Ukraine); 5 October 2022 - Action without a Meeting (CEO Selection); 3 November 2022 - Action without a Meeting (Nikki Flores)]
- to approve the minutes from 2020 - 2022 revised for release
- to approve the revised release policy
- to release all now approved minutes from 2020 - present.

Motion approved by a vote of 10 in favor and 0 against.

Executive Committee Update

Baddy gave an overview of Executive Committee activity. Due to the unexpected leadership turnover in Q1 2022, the Executive Committee met regularly/weekly from May - October 2022 to provide support to Angie Sabin and fulfill the responsibilities of both a search committee (along with Angie Sabin) and a nominations committee.

When the Executive Committee met on May 10/11, two important decisions were made:

- Interim Community Board Member seat - Community-elected Board Member Pedro submitted resignation 18 March 2022. The Executive Committee invited Imre Gmelig Meijling, as the runner-up in the most recent community election, to serve in the vacant Community Director seat and represent the Community from May - November 2022, until the community elections could be held on their usual schedule.
- CEO Search - Executive Committee decided not to hire a search committee and to conduct the search internally.

The Executive Committee in collaboration with Angie Sabin conducted the CEO Search wrestling in the hiring of Tim Doyle in October. Two blog posts were published: a [discussion of the process](#) and a [press release](#).

The Executive Committee hosted board retreats at DrupalCon Portland (23-24 April 2022) and DrupalCon Prague (17-18 September 2022) focused on what's next for Drupal Association (including the CEO Search and DA vision and strategy development). A draft strategic vision was started in Portland, reviewed with Directors in late May/June and again discussed during the Prague retreat.

Various directors, including those from the Executive Committee, represented the Drupal Association Board in panel discussions held at both 2022 DrupalCons.

Finance Committee

Angie and Owen presented the 2023 budget. Angie and Tim indicated that this is an initial “status quo” budget and that a revised budget may be expected in Q1 2023.

★ Motion to approve the budget, motion seconded. Approved unanimously.

Motion approved by a vote of 10 favor and 0 against.

Owen presented the board-directed fund and a draft governing policy.

★ Motion to approve to approve a board-designated fund governed by the proposed policy and motion seconded.

Motion approved by a vote of 10 in favor and 0 against.

Nomination Slate

Tiffany presented and the Board discussed the slate of candidates. Tiffany also recommended that the board affirm the Executive Committee's temporary community appointment of Imre Gmelig Meijling.

★ Motion submitted and seconded:

- to affirm the Executive Committee's interim appointment of Imre Gmelig Meijling between May - November 2022
- To adopt the slate of directors as follows:

- 2023 Cohort [1 vacancy] - Ryan Szrama (Centarro)
- 2025 Cohort [3-4 vacancies]- Owen Lansbury (Previous Next); Rosa Ordiñana Calabuig (European Commission); Lynne Capozzi (formerly Acquia)
- Founder's Seat - Dries Buytaert

Motion approved by a vote of 7 in favor and 0 against.

Dries, Owen, and Ryan abstained due to being on the nomination slate

CEO Update

Tim Doyle, CEO provided an update on strategic planning activities that are kicking off toward the new board vision which includes Drupal marketing and product focus. The proposed strategic plan will be presented at the February board meeting. He noted that going forward he'd like the C-suite team to be part of the CEO Update conversation.

C-suite staff shared program updates and highlights; DrupalCon, Discover Drupal, Contribution Enablement, Fundraising, Engineering Initiatives.

Executive Session

The Board entered into Executive Session at 7:15 PM GMT. The Board received an update from CEO Tim Doyle and discussed the Strategic Plan. The Board left Executive session at 7:15 PM GMT.

Announcements and Open Floor

Baddy announced the 2023 Board meeting schedule:

- TBD February 2023 (virtual)
- 3-4 June 2023 (in person - DrupalCon Pittsburgh) Board Retreat
- 7 June 2023 - Open Board meeting at DrupalCon Pittsburgh
- TBD August 2023 (virtual)
- 14-15 October 2023 (in-person - DrupalCon Lille) retreat
- 18 October 2023 - Open Board Meeting at DrupalCon Europe
- TBD December 2023 (virtual)

Baddy discussed the current roster of committees and chairs.

Close

The meeting closed at 8:05 PM GMT.

Respectfully submitted by Tiffany Farriss

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Secretary, Drupal Association Board of Directors

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