



Candidate Statement Duke Speer

It's Not Just Minutes!

Thank you for the honor of being nominated to run for Corporate Secretary of Open Source Matters, Inc. I am delighted that our “Transition” process for The Joomla Project is finally coming to a close. Join me in thanking Ken and T.J. every chance you get for picking up the ball and bringing the Project into a new governance structure.

I am proud that the majority of my current livelihood comes from implementing the software developed by this amazing project that holds tightly to its freedoms, independence from large corporate influences, and mission to bring web publishing to the far corners of our world. Because of this, my Joomla Journey has included contributing hundreds of hours each year of the last five years to a project that is much bigger than any of us could accomplish on our own. Our collective “hippy culture” and quest for technical excellence in the CMS market is the essence of who we are as a Community. I get great joy from attending and speaking at our JWC and JAB conferences and Joomla Days where I am able to meet with so many fellow Joomlaers and help community members connect with others in our ecosystem so they can build on the success of their businesses. Having served a year as Joomla’s Trademark Manager in 2014, I came to know many of the creative ways that hundreds of small businesses and thousands of members of our community are making a living directly or indirectly by using Joomla’s software. The community we serve is huge, incredibly diverse, and for the most part silent. (Until we screw things up.) As fiduciaries, our board must represent all members of the Joomla Community and give voice to their concerns.

The Working Group that was most enlightening about the tremendous opportunities we have as a project and product was the Strengths, Weaknesses, Opportunities and Treats (SWOT) Analysis and resulting insights about how the Joomla project can be the market leader in our niche. As a project we make decisions at the speed of glaciers, but because we are consensus driven, they tend to be directionally correct. I am reminded of the old fairy tale about the Tortoise and the Hare. Joomla is the tortoise and change can be frustratingly slow for our members, but in the end, I have high confidence we will cross the finish line as the winner in our market.

From these experiences, my mission if elected to this role would be to:

- First, catch up on required maintenance tasks a Secretary must perform to keep OSM legal.
- Propose to the board that we put back in place a Governance Working Group to review this Transition process that will soon be behind us. The goal being to fine tune our new process and update By-Laws to match. I’m sure we can streamline our election process, involve more of our community, and give voting privileges to a larger list of members that represent a cross-section of the community we serve.
- Propose to the board that we put in place a Strategic Planning committee that will develop a plan for guiding our marketing and support efforts for design agencies.
- Pursue opportunities for exquisite transparency with timely communication of decisions.

As our leadership considers the candidates, I thought it would be helpful to review the responsibilities of the position and the knowledge, experience and values that I would bring to the role of Secretary.

The Secretary is one of the two officer positions that is mandated by New York's non-profit laws. In combination with the President, the Secretary has legal responsibility for the smooth administration of the governance of the company:

- ensure compliance with statutory and regulatory requirements
- ensure the integrity of the company's governance framework
- maintain a public record of the entitled members of a membership organization
- post legal notice, schedule, and record attendance, quorum and minutes for annual and special meetings of the members,
- administer and record elections and other votes of the membership
- serve as "custodian of records" that maintains a repository of the official records of the business
- an executor of legal agreements that bind the corporation
- document with minutes the decisions made by the Board of Directors
- file documents with the Secretary of State as well as domestic and foreign government agencies concerning our ongoing license to do business as a membership organization.
- for boards that have not designated Parliamentarian, by default the Secretary fills that role.

I hope I may be given the opportunity to serve the project in this way that takes advantage of my legal training and experience as a Corporate Secretary for large for-profit companies, and as the 2016 Election Administrator for the 28,000 member National Ski Patrol.