



Sahana Software Foundation

Sahana Software Foundation, 10th May 2010

Annual Board Meeting 2010-1 – Record of Decision (ROD) Sunday May 2, 2010 at the Crowne Plaza Seattle Hotel, Yosemite Room

According to the Sahana Software Foundation Bylaws, Article IV: Meetings, Section 4.5: Notice of Meetings, each Director has received personal notice of the date, time, and place of the 1st Annual Board Meeting as well as a personal notice of the annual meeting of the Members. The notice of these meetings has been delivered on Wednesday, March 24, 2010 by electronic mail within the limitations set out in the Bylaws; thereby legally called in.

According to the Sahana Software Foundation Bylaws, Article IV: Meetings, Section 4.7 Action by Written Consent Without a Meeting. No "Written Consent" has been brought to the attendance of neither the President nor the Secretary of the Foundation, as a fact of that no such document has been filed with the ROD of the Annual Board Meeting.

The Annual Board Meeting could bring together 8 out of 9 Board Members, and the number of directors thereby constituted a legal quorum for transactions.

The Annual Meeting was conducted according to the Chatham House rules¹.

Board Members present at the meeting:

1. David Bitner
2. Mifan Careem
3. Chamindra de Silva
4. Mark Prutsalis
5. Louiqa Raschid
6. Gavin Treadgold
7. Martin Thomsen
8. Brent Woodworth

Non-present:

1. Darmendra Pradeeper

AGENDA

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| 1. Adoption of the Agenda for the 1 st Annual Board Meeting | According to Sahana Software Foundation Bylaws, Article V: Officers, Section 5.1: Required Officers: <ul style="list-style-type: none">• Mark Prutsalis presented the agenda for the first annual board meeting, welcoming everybody admitting that the quantity and complexity of this first agenda might be too ambitious, though could be seen as a roadmap for the board to further build upon. |
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¹ When a meeting, or part thereof, is held under the Chatham House Rule, participants are free to use the information received, but neither the identity nor the affiliation of the speaker(s), nor that of any other participant, may be revealed.



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| | <ul style="list-style-type: none"> ○ The Board decided to carry along on the suggested path, expressing the necessity to be able to break up and/or postpone items for further discussion. |
| 2. Election of Board of Directors / Appointment of Officers of the Foundation | <p>According to Sahana Software Foundation Bylaws, Article III: Board of Directors, the following Members of the Foundation were elected directors of the board²:</p> <ul style="list-style-type: none"> • David Bitner (3 years) • Mifan Careem (2 years) • Darmendra Pradeeper (2 years) • Chamindra de Silva (1 year) • Mark Prutsalis (3 years) • Louiqa Raschid (1 year) • Martin Thomsen (2 years) • Gavin Treadgold (3 years) • Brent Woodworth (1 year) <p>According to Sahana Software Foundation Bylaws, Article V: Officers, Section 5.1: Required Officers, the following were appointed officers:</p> <ul style="list-style-type: none"> • Chair of the Board: Brent Woodworth • President / CEO: Mark Prutsalis • Chief Financial Officer: Louiqa Raschid • Secretary of the Foundation: Martin Thomsen • Chief Technical Officer: Chamindra De Silva <p>Dale Zuehls continues in the capacity as the Foundation accountant.</p> |
| 3. Project Names | <p>The Board unanimously approved:</p> <ul style="list-style-type: none"> • PHP: Sahana Agasti • Python: Sahana Eden |
| 4. Discussion/Adoption of Mission; Vision; Objectives and Statement | <p>A proposal drafted by Mark Prutsalis, Gavin Treadgold and Chamindra de Silva will be prepared for board discussion. CEO Mark Prutsalis has the lead.</p> |
| 5. Fundraising/Finances | <p>Eric Rasmussen contributed at the members meeting a list of Foundations that are interested in funding technology projects for social good that officers will follow up on; the grant proposal at NPS promises to provide some measure of ongoing support.</p> |

² Section 3.5: Election of Directors and Term (1 – 2 – 3 years).



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| <p>6. Board Composition / Advisory Board / Board of Trustees</p> | <ul style="list-style-type: none"> • The establishing of an Advisory Committee was introduced. Many names were discussed as being good candidates for engaging in this effort, including Don Cameron, Lin Wells, representatives from NYC, Bethesda, SL, WFP, PAHO, WHO, etc. • The need to follow up on how we recognize Authorized Vendors and Certified Individuals to work on Sahana. This needs to be further developed. |
| <p>7. Corporate Sponsorship Program</p> <p><i>Secretary's remark: Inspiration can be drawn from here: http://www.iso.com/Conferences/PCS-Catastrophe-Conference/PCS-Catastrophe-Conference-Sponsorships-Gold-Silver-Bronze.html</i></p> | <ul style="list-style-type: none"> • The issue of establishing a 'Corporate Sponsorship Program' was presented by the CEO, to be discussed at a later stage. • The CEO introduced different possibilities of sponsorship, hereunder possible divisions into categories e.g. Gold / Silver / Bronze for corporations. <ul style="list-style-type: none"> ○ The Board noted the discussion, and decided to postpone the discussion further until the CEO drafts a proposal for review. |
| <p>8. Strategic Plan</p> <p>a. NPS Proposal</p> <p>b. Engagement with WFP and other UN agencies (WHO / PAHO / UNDP)</p> | <p>In general, this is to be addressed through inviting stakeholders to participate in an Advisory Committee.</p> |
| <p>9. Voting Conventions</p> | <p>Draft resolution to be circulated post meeting</p> |
| <p>10. Regular / Virtual Meetings</p> | <p>Plan on quarterly virtual meetings for the Board</p> |
| <p>11. Incubator / Mobile Application Project</p> | <p>Draft resolution to be circulated post meeting</p> |
| <p>12. L10n Project</p> | <p>Draft resolution to be circulated post meeting</p> |
| <p>13. Stakeholder Group</p> | <p>Draft resolution to be circulated post meeting</p> |
| <p>14. Any Other Business</p> <p><i>Secretary's remark: Attention is drawn to the fact that motions can not be voted upon nor decided under "Any Other Business".</i></p> | <ul style="list-style-type: none"> • There was a short debate on the choice of Logo. Everyone recognised the needs for the logo to be simple and graphic. It was suggested to bring a designer for websites and logos in. <ul style="list-style-type: none"> ○ The Board decided to postpone the discussion. • David Bitner: Tabled a motion to have Mark Prutsalis compensated once funding does come in. <i>[Reference: Sahana Software Foundation Bylaws, Article III: Board of Directors, Section 3.9: Compensation. The</i> |



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| | <p><i>Board shall have authority to fix the compensation of Directors or Committee Members for their services and reimbursement for expenses.]</i></p> <ul style="list-style-type: none">○ The Board unanimously confirmed their willingness to let a motion pass positively, once the funding is there and the motion has been put on the board agenda.○ The Executive Committee for Financial Oversight is tasked with drafting a contract. |
| 15. Next Annual Meeting of the Members and the Board | <p>According to the Sahana Software Foundation Bylaws, Article IV: Meetings, Section 4.1: Annual Meeting.</p> <ul style="list-style-type: none">• The next Annual Meeting of the Members and the Board shall be held not more than thirteen months after the 2nd May 2010; which effectively means that the next Annual Meeting will be held before the 2nd June 2011.• Further and more detailed information will follow once the board has screened the possible educational and / or professional conference having relevance to some or all of the Members of the Foundation. |

Signed by Mark T. Prutsalis
President / CEO

Co-signed by Martin Thomsen
Secretary of the Foundation