Sahana Software Foundation
2012 Annual Directors Meeting
May 28, 2012

Record of Decision

Monday 28th May 2012, 09.00 a.m.
Venue OpenGeo
148 Lafayette Street, Penthouse
New York, NY 10013
Web http //opengeo.org/

Welcome by SSF Chair Brent Woodworth
The Chair of Sahana Software Foundation, Brent Woodworth, once again gave his welcome address and bid the Directors of the Board a warmly welcome. He thanked the Board for its devotion to support the foundation, and drew up the issue and challenge the board faces regarding the financial challenges of the foundation.

Welcome by CEO Mark Prutsalis
The CEO of Sahana Software Foundation, Mark Prutsalis, made the introduction to the meeting, thanking our host company OpenGeo for the meeting venue for the Directors meeting, as well as IBM, Google and AidIQ for their financial support for this year's annual meeting.

The CEO presented the agenda for this year's annual meeting.

"OFFICIAL BUSINESS
- Interview and Appointment of New Directors
- Organization – official address change
- Adoption of Financial Report
- OSI Affiliate Agreement
- Use of Sahana brand (Sahana, Sahana Foo, SahanaCAMP) and trademark policy
- Membership in OASIS and W3C
- Annual Meeting Requirements
- Acceptance of Electronic Signatures (to be tied to Google Apps login to sf.org)
- Appointment of Officers
  - Chair
  - President & CEO
  - Secretary
  - Treasurer/CFO
  - Agasti Chair
  - Eden Chair
  - Standards Chair

- Appointment to Executive Committees - Board & Member designees
  - Board Development
  - Community Development
  - Financial Oversight

- Conflict of Interest Statements
  - Suspension of voting privileges for those not returning
  - Notification

NEW BUSINESS

CLOSING SESSION 01.00 p.m.

FORMAL REPORT OF BOARD MEETING TO MEMBERS"

Directors Meeting – Official Business

Directors in attendance   Brent Woodworth, Mark Prutsalis, Martin Thomsen, Louiqa Raschid, David Bitner, Michael Howden (after appointment as first order of business).

Votes denoted as   YES-NO-ABSTAIN   those voting NO are identified   name .

Directors
- Appointment of New Directors   Michael Howden (5-0-1) and Martin Thomsen (5-0-1) were appointed as Directors of SSF for a term of three years (2012-2015)
- The Board set the size of the Board at 8 for the next year (6-0-0)
- Recognized outgoing Directors whose term has expired Mifan Careem and Darmendra Pradeeper as joining the Board Emeritus.

Official Address
- Officially changed official primary address to   350 South Figueroa, Ste 437, Los Angeles, CA 90071 (6-0-0) Approved
- Officially recognized as official office to be   514 12th St., Brooklyn, NY 11215 (6-0-0) Approved

Adoption of Financial Report
The treasurer and CFO, Louiqa Rashid, commented on the Financial Report and expressed the gratitude of the Financial Oversight Committee for the meticulous financial record keeping done by the CEO.

Louiqa further informed that 23 people (of 26 requested) had completed the 2011-2012 Conflict of Interest (COI) statement, which included a financial COI. Three had failed to complete a Conflict of Interest Statement by the Annual Meeting. It was noted, that until such time as such a statement had been completed, the privileges to vote as a member or director have been suspended by the Board.

Hereafter the Financial Report included in the CEO report to members was approved (6-0-0)

Financial report located at
http://wiki.sahanafoundation.org/lib/exe/fetch.php/foundation:ssf_2011_financial_report.pdf

Approval of motion to join OASIS as Member (6-0-0) Approved
Approval of Standards and Interoperability Chair to identify delegates from Committee to OASIS working groups and technical committees (5-0-1) Approved
Approval of motion to create Officer position of Vice Chairman (5-1-1) [Louiqa Raschid] Approved

Appointment of Officers
- Chair   Brent Woodworth (5-0-1) Approved
- Vice-Chair   Martin Thomsen (5-0-1) Approved
- President & CEO   Mark Prutsalis (5-0-1) Approved
- Treasurer/CFO   Louiqa Raschid (5-0-1) Approved
- Secretary   Michael Howden (5-0-1) Approved
- Chair of Agasti PMC   Chad Heuschober (6-0-0) Approved
- Chair of Eden PMC   Fran Boon (5-0-1) Approved
- Chair of Standards and Interoperability PMC   Nuwan Waidyanatha (6-0-0) Approved

Appointments to Executive Committees
- Board Development   Brent Woodworth (chair), Mark Prutsalis, Maria D'Albert (6-0-0) Approved
- Development   Mark Prutsalis (chair), Brent Woodworth, Maria D'Albert, Louiqa Raschid, Martin Thomsen (6-0-0) Approved
- Community Development   David Bitner (chair), Trishan de Lanerolle (member seat), Michael Howden (Eden seat) (6-0-0) Approved
- Financial Oversight   Louiqa Raschid (chair), David Bitner, Martin Thomsen, Dale Zuehls, Paul Phillips (6-0-0) Approved

Conflict of Interest Statements
Three persons failed to complete COI statements by the Annual Meeting   their voting privileges have been suspended for the Committees on which they serve. CEO will advise the chair of relevant Committee of their status.

Use of Trademark, Logo
General discussion of use of Sahana brand for community events. CEO to draft policy for Board review that serves to both protect SSF reputation while allowing community to organize Sahana events.

Annual Meeting Requirements
Amendment to by-laws   Approval of motion to revoke requirement to hold annual meeting in conjunction with another event (6-0-0) Approved.

Issue of joining W3C and Acceptance of Electronic Signatures tabled.

Notice taken of intent for PMCs to merge within 30 days. Board prepared to revoke previous charter resolutions and establish new one by 24th June 2012.

Board intends to hold monthly board meetings/calls to better work together. Our Secretary (Michael Howden) will set these up.

ADJOURNED AT 03.00 p.m.

Signed on 10th June 2012,

Martin Thomsen
Sahana Software Foundation Secretary

Mark Prutsalis
Sahana Software Foundation President