



**The Open Source Security Foundation**  
**MINUTES OF GOVERNING BOARD (FOR PUBLIC RELEASE)**  
2 February 2023

A regular meeting of the Governing Board of the Open Source Security Foundation was held on 2 Feb. 2023 at 8:00 am Pacific Time via teleconference.

**Governing Board Members In Attendance**

Company	Governing Board Director	Present
Apple	Kelly Ann	✓
AWS	Mark Ryland	✓
Cisco	Stephen Augustus	✓
DeployHub*	Tracy Ragan	✓
Ericsson	Per Beming	✓
GitHub	Mike Hanley	✓
OpenSSF TAC Representative	Bob Callaway	✓
Google	Eric Brewer	✓
IBM Corporation	Jamie Thomas (Chair)	✓
Intel Corporation	Arun Gupta	✓
JP Morgan Chase	Rao Lakkakula	✓
Microsoft	Mark Russinovich	✓
Morgan Stanley	Declan O'Donovan	✓
Oracle	John Heimann	✓
Red Hat	Vincent Dannen	✓
Security Community Rep.	Ian Coldwater	✓
Sonatype	Brian Fox	✓
VMWare	Kit Colbert	✓

**Observers, Invited Guests, and Staff Attendance**

Company		Observer
Dell Technologies	✓	Sarah Evans
Ericsson	✓	Georg Kunz
Google	✓	Anne Bertucio
IBM Corporation	✓	Jeff Borek

Microsoft	✓	Sarah Novotny
VMWare via teleconference	✓	Tim Pepper
WiPro	✓	Andrew Aitken

TAC Representatives and Invited Guests		
TAC Representative	✓	Aeva Black

OpenSSF and Linux Foundation Staff		
General Manager	✓	Brian Behlendorf
VP of Open Source Supply Chain Security	✓	David A. Wheeler
Program Director	✓	Jory Burson
Sr. Marketing Manager	✓	Jennifer Bly
SVP, GM of Projects	✓	Mike Dolan
Executive Director	✓	Jim Zemlin
Strategic Advisor	✓	Sam Ramji
Program Manager	✓	Khahil White

## Call to Order

Brian Behlendorf (BB) called the meeting to order at 8:03 am Pacific Time, and Jory Burson (JB) recorded the minutes. A quorum of Governing Board Members was established for the conduct of business, and the meeting, having been duly convened, was ready to proceed with business.

## Agenda and Welcome

BB introduced the objectives and agenda for the meeting. There were no additional topics added.

## Antitrust Policy Notice

BB reminded the Governing Board of the Linux Foundation [antitrust policy](#) notice to which all meetings must adhere.

## Approval of Minutes

BB called on the Directors to approve the minutes of the 1 December 2022 meeting of the Governing Board, in the form attached hereto as Exhibit A. Upon motion made by Dir. Ragan, seconded by Dir. Thomas and approved by all Representatives in attendance, the following resolution was:

- **RESOLVED:** That the minutes of the December 1, 2022 meeting of the Board of Directors, in the form attached hereto as Exhibit A, are hereby confirmed, approved and adopted.

## Approval of Appointment of Governing Board Chair

BB noted that one candidate for Governing Board Chair had been nominated. Upon motion made by Dir. Gupta, seconded by Dir. Lakkakula, and approved by all Representatives in attendance, it was therefore:

- **RESOLVED:** Jamie Thomas is hereby re-appointed as the Chair of the OpenSSF Governing Board, effective through November 5th 2023.

## Opening 2023 Thoughts

BB opened the meeting with observations on external conditions at the start of the year, noting that the economic situation and other factors will likely impact OpenSSF's approach in 2023. BB highlighted prolonged economic headwinds, limited bandwidth among OSS developers, and shifting government approaches to security and liability as impactful themes that should focus OpenSSF's activities. Several Directors also noted the counter-cyclical impact of the economy on open source, noting that open source often sees a surge during economic downturns. Additional comments included the importance of supporting open source maintainers during this period. BB emphasized that the organization should focus on real world value and convergence, adoption through tooling, and increased engagement with policymakers.

## Quick Updates and Recent Activities

BB then provided brief operational updates, noting that the General Member election has kicked off, and that the TAC election will also be underway before the next Board meeting. BB gave a brief update on the budget, noting that the 2022 financials are not yet final. A carryforward of \$4.545M is projected for 2023. BB shared that Alpha-Omega has hired and started two new team members, Jonathan Leitschuh and Yesenia Yser, and noted that the team met in person earlier this week to set 2023 goals. Finally, BB shared some of the recent work from the Public Policy Committee, and noted that the OpenSSF has secured a new public relations firm, Speakeasy.

## Recruiting Update

BB gave an update on the open roles and recruiting status of those positions. BB shared that the applicants for the Chief of Staff role have narrowed to 10 candidates. The job descriptions for Chief Architect, Technical PM, Ecosystem Strategist, and Community Manager are open for comments from Board Members through February 7. BB then shared that OpenSSF will use a recruiting firm to source candidates for the Chief Architect position, which will be a more executive role. There were no questions.

## Budget Committee Formation and Schedule

BB next presented a set of guidelines and expectations for the Budget and Finance committee in 2023, noting that the committee would focus its efforts on co-developing and approving the yearly OpenSSF Budget before it is presented for approval by the GB, reviewing spending for quarterly planning and adjustment, and defining the format for financial reporting to the GB. BB then shared the initial set of committee members appointed from the governing board representatives.

BB addressed a question about why the budget committee was not successful in its goals in 2022, noting that the group did not develop a strong meeting cadence and shared understanding of the financial reports and transactions. BB provided a meeting cadence schedule for 2023 meetings to help make the budget committee more successful. BB also noted the new focus of the budget committee as a means to support more productivity on the committee.

Directors also noted that the committee would be valuable to assist with long range planning, and that more timely information and connection about how financial transactions connect with the organization's goals would be valuable.

Following the discussion, BB asked for a motion to approve the new direction of the budget committee, and the appointment of the new committee members. Upon motion made by Dir. Colbert, seconded by Dir. Ragan, and approved by all Representatives in attendance, it was therefore:

- **RESOLVED:** That the OpenSSF Budget and Finance Committee be reformed and meet on a quarterly basis.

**Action:** OpenSSF Staff will add quarterly Budget meetings to the board calendar and add appointed representatives to the committee.

### **Governance Committee Charter and Members**

BB noted that the governance committee has been very engaged and useful for proposing improvements and input to staff. BB presented the proposed charter and scope for the governance committee, as well as the initial committee appointees. Dir. Coldwater volunteered to serve as the 7th appointment to the committee. BB clarified that the role of the committee is to make recommendations to the Governing Board, but not to take action.

Following the discussion, BB asked for a motion to approve the charter and scope of the Governance committee, along with the appointment of the new committee members. Upon motion made by Dir. Thomas, seconded by Dir. Gupta, and approved by all Representatives in attendance, it was therefore:

- **RESOLVED:** That the OpenSSF Governance Committee charter and committee appointees are approved.

**Action:** OpenSSF Staff update the committee roster with the appointed representatives.

### **Marketing Committee Reboot**

BB thanked participants of the Marketing committee as well as OpenSSF Marketing and Communications manager Jennifer Bly for their work on the marketing committee. BB noted that the committee has requested updates to its charter to improve community and member engagement. BB also noted that the Marketing committee has prepared a 2023 marketing plan that is guiding its work and serving as a living document.

Discussion ensued, with some directors noting that the new charter does not address outreach, and that general members should be encouraged to be involved and to potentially serve in leadership roles on the committee. BB noted that the marketing committee would include outreach activities, and that General Member representatives would be eligible to serve as chairpersons. BB then encouraged members to appoint representatives to the Marketing Committee.

BB asked for a motion to approve the charter and scope of the Marketing committee. Upon motion made by Dir. Thomas, seconded by Dir. Ragan, and approved by all Representatives in attendance, it was therefore:

- **RESOLVED:** That the updated OpenSSF Marketing Committee charter is approved.

### **Adjournment**

BB called the meeting to a close and the meeting of the Governing Board adjourned at 8:50 AM Pacific Time.