



The Open Source Security Foundation
MINUTES OF GOVERNING BOARD (FOR PUBLIC RELEASE)
1 December 2022

A regular meeting of the Governing Board of the Open Source Security Foundation was held on 1 Dec. 2022 at 8:00 am Pacific Time via teleconference.

Governing Board Members In Attendance

Company	Governing Board Director	Present
Atlassian	Adrian Ludwig	✓
Citibank	Jon Meadows	✓
Coinbase	Scott Roberts	✓
Dell Technologies	John Roesse	✓
DeployHub*	Tracy Ragan	✓
Ericsson	Per Beming	✓
GitHub	Mike Hanley	✓
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	✓
NCC Group*	Jennifer Fernick	✓
Oracle	John Heimann	✓
Security Community Rep.	Ian Coldwater	✓
Sonatype	Brian Fox	✓
Wipro	Subha Tatavarti	✓
Snyk	Gareth Rushgrove	✓
VMWare	Kit Colbert	✓

Observers, Invited Guests, and Staff Attendance

Company		Observer
Apple	✓	Emily Fox
AWS	✓	Debashis Das

Dell Technologies	✓	Sarah Evans
Google	✓	Anne Bertucio
IBM Corporation	✓	Jeff Borek
Microsoft	✓	Sarah Novotny
Red Hat	✓	Vincent Dannen
Snyk	✓	Miki Komraz
VMWare via teleconference	✓	Tim Pepper
WiPro	✓	Andrew Aitken

TAC Representatives and Invited Guests		
TAC Representative	✓	Aeva Black
TAC Representative	✓	Christopher 'CRob' Robinson
TAC Representative	✓	Dan Lorenc
TAC Representative	✓	Abhishek Arya
TAC Representative	✓	Josh Bressers

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 8:01 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, and reminded participants of the pre-reads that were shared with the participants prior to 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 6 October 2022 and 11 November 2022 meetings of the Governing Board, in the forms attached hereto as Exhibit A and Exhibit B. Upon motion made by Dir. Thomas, seconded by Dir. Lakkakula and approved by all Representatives in attendance, the following resolutions were:

- **RESOLVED:** That the minutes of the October 6, 2022 meeting of the Board of Directors, in the form attached hereto as Exhibit A, are hereby confirmed, approved and adopted.
- **RESOLVED:** That the minutes of the November 11, 2022 meeting of the Board of Directors, in the form attached hereto as Exhibit B, are hereby confirmed, approved and adopted.

Call for nominations for Governing Board Chair

BB opened the call for nominations from among Governing Board members to serve as the organization's chairperson for the 2023 calendar year. BB requested nominations be sent to operations@openssf.org.

Chair's Remarks on the Nov. 11 Meeting

Dir. Thomas provided brief observations about the effectiveness of the November 11 meeting in culminating in a focus area for 2023. Dir. Thomas noted that the dialogue was deep, productive, and very important for the organization's goals and objectives next year. Dir. Thomas reiterated her thanks to fellow board members, and shared enthusiasm for planning additional in-person board meetings in 2023 in order to build on the momentum established in November.

2023 Strategic Plan - What We Learned in November

BB introduced the OpenSSF Strategic Design document, attached to the meeting materials as Exhibit D, which is an executive summary of the outcomes of the strategic discussions held on Nov. 11. In summarizing the document, BB concluded that the bulk of the OpenSSF's resources and staff in 2023 should focus on the "Sterling Toolchain" direction. Remaining budget and resources would be utilized to focus on education and other opportunities that might arise with efforts parallel to the toolchain. Finally, BB commented that the hiring plan be built to support this strategy.

Discussion among board members ensued about the general percentage amount of budget and resources available to allocate to the Sterling Toolchain. Board members sought clarification on how non-toolchain related efforts would be supported, and clarification about the Mobilization Plan's function. BB commented that the Mobilization Plan should be used as a tool to communicate how our goals and activities are driving impact against industry-identified needs.

BB posed additional questions for discussion. Several Governing Board members commented on the need to better utilize subcommittees to improve the organization's bandwidth. Board members generally agreed that the existing subcommittees, including public policy and budget, should be empowered to collaborate on and recommend proposals to the board in order to better delegate work. Further, board members generally agreed that the committees should focus on the needs of the toolchain, and how the TAC can be well-supported by staff and governing board committees in order to work more effectively on the toolchain. It

was generally agreed that the TAC will need stronger support from Program Managers, Technical Program Managers, a CTO or Architect, and other staff in order to drive outcomes for the toolchain.

Additional discussion noted the need to develop the toolchain solutions with strong participation from the community and member organizations, to ensure that developers and new contributors are not alienated by an approach that appears “top-down.” Additional commentary noted that it is easier at the moment for organizations to provide non-financial resources, and that defined parameters, constraints, and community feedback and input processes will be important to ensure consistency and cohesiveness of the whole.

2023 Budget Discussion

BB introduced the pro forma budget proposal, included with the meeting materials as Exhibit C. BB presented the proposal, noting that the budget for events and marketing includes continuing the third-party events approach rather than doing a standalone event. BB went through each item, noting that if approved, this budget would be applied to OKRs based on the toolchain. BB then went through the proposed staffing hires including their approximate salary ranges, which makes up the bulk of the proposed budget spend. BB clarified that the TAC requested roles were identified in the materials for the Nov. 11 meeting.

Discussion ensued regarding the amount of deficit spending in the proposed budget. The Board generally agreed that deficit spending for 2023 would be acceptable given the amount of surplus funds carried forward, however there was some discussion about how aggressively to spend into the deficit. Board members requested staff better utilize the budget subcommittee to develop spending proposals.

BB asked for a motion to approve the pro forma budget proposal, which was made by Dir. Thomas and seconded by Dir. Gupta. Dir. Colbert opposed the motion. Dirs. Roese, Beming, and Heimann abstained. BB determined that sufficient consensus had not been reached to pass the motion.

ACTION: Staff to schedule a budget subcommittee meeting in early Q1.

BB then proposed that the Governing Board establish a committee to assist with and address staffing needs. The Recruitment Committee would collaborate on role descriptions, assess appropriate compensation ranges, and help recruit diverse, qualified applicants for the roles. The Recruitment Committee would not make hiring decisions or offers, participate in employment discussions after hire, or be required to participate in interview loops. Upon motion made by Dir. Brewer, seconded by Dir. Roese and approved by all Representatives in attendance, the following resolution was:

- **RESOLVED:** That the Governing Board of the OpenSSF shall establish a temporary Recruitment Committee for the purposes of assisting staff with the development of, and recruiting for open, 2023 job requisitions at the OpenSSF.

2023 Governance Restructuring

BB shared governance-related discussion questions that arose from the Nov. 11 meeting. BB noted suggestions that had been made so far, including accomplishing more through the subcommittees, meeting more frequently in person, meeting quarterly rather than monthly, and evaluating the organizational design needs of an “umbrella” foundation with toolchain focus. After a brief discussion, BB suggested the questions be sent to the Governance Committee to review and provide proposals.

ACTION: Governance Subcommittee to provide analysis and proposals for the governance-related observations from Nov. 11.

January Governing Board Meeting

BB addressed the timing of the January 7 governing board meeting, noting that limited progress would likely be made between the December and January meetings. After a brief discussion it was agreed to cancel the Jan 7 meeting of the OpenSSF Governing Board.

Adjournment

BB called the meeting to a close and the meeting of the Governing Board adjourned at 9:31 AM Pacific Time.