

General Assembly of Free Software Foundation Europe e.V.

15 October 2017

Salisbury Green Hotel
"Scott Room"
18 Holyrood Park Road
Newington
Edinburgh
EH16 5AY
United Kingdom

Opening by the Chair

Time: 14.00

By invitation sent on 29 August 2017 and with an update including the additions by other members sent on 11 October 2017, we have come together for our General Assembly 2017 in Edinburgh on Sunday 15 October.

Members attending the assembly:

- Albert Dengg
- Björn Schießle
- Cryptie
- Heiki Löhmus
- Jonas Öberg
- Matthias Kirschner
- Max Mehl
- Mirko Böhm
- Nikos Roussos
- Patrick Ohnewein
- Polina Malaja
- Reinhard Müller

Members not attending but who delegated their vote:

- Alessandro Rubini (assigned his vote to Mirko Böhm by signed e-mail to the President)
- Bernhard Reiter (assigned his vote to Reinhard Müller by signed e-mail to the President)
- Erik Albers (assigned his vote to Reinhard Müller by signed e-mail to the President)
- Georg Greve (assigned his vote to Reinhard Müller by signed e-mail to the President)

- Giacomo Poderi (assigned his vote to Patrick Ohnewein by signed e-mail to the President)
- Hugo Roy (assigned his vote to Heiki Lõhmus by signed e-mail to the President)
- Jan-Christoph Borchardt (assigned his vote to Matthias Kirschner by signed e-mail to the President)
- Karsten Gerloff (assigned his vote to Reinhard Müller by signed e-mail to the President)
- Matija Šuklje (assigned his vote to Mirko Böhm by signed e-mail to the President)
- Shane Coughlan (assigned his vote to Mirko Böhm by signed e-mail to the President)
- Torsten Grote (assigned his vote to Matthias Kirschner by signed e-mail to the President)

Members not attending:

- Daniel Pocock
- Fernanda Weiden
- Henrik Sandklef
- Ulrike Sliwinski
- Werner Koch

No guests are present.

Agenda

1. Greeting
2. Determination of resolutionability
3. Adoption of the agenda
4. Approval of minutes of general assembly held 9 October 2016 in Vulcan Village B&B, Italy
5. Welcome of elected Fellowship representative
6. Membership confirmation of new members and parting members
7. Report of Executive Council
8. Exoneration of: Matthias Kirschner (President 2015-2017), Alessandro Rubini (Vice President 2015-2016), Heiki Lõhmus (Vice President 2016-2017), Reinhard Müller (Financial Officer, 2015-2017).
9. Election of new President, Vice President, Financial Officer
10. Creation of an explicit financial reserve ("Rücklage") of 100.000 Euro (Council)
11. Motion on capital reserve
12. The FSFE's CoC
13. Diversity in the FSFE and Free Software
14. Diversity in Executive Council
15. Proposal to reform FSFE's governance structure
16. Update policies of conflict of interest

17. Add one additional Vice President position
18. Future of Fellowship seats
19. How to change Fellowship seats
20. Clarification about "Join" on our web pages
21. Personal data of supporters
22. FSFE to join EDRi as member organisation
23. Bursting the social media bubble
24. Non-free software and services inventory
25. Miscellaneous
26. Closing

1. Greetings by the President

- The assembly is officially opened at 14.00
- The Chair welcomes all present to the General Assembly.
- The Chair asks for changes to the Agenda. There are no changes.

2. Determination of resolutionability

12 of 28 members are present.

11 members are absent, but represented by members present.

The Chair notes that the invitation has been sent on time on 29 August 2017 and that 23 out of 28 members are present or represented. The Chair declares the General Assembly to be resolutionable.

3. Adoption of the agenda

The Agenda is adopted.

4. Approval of minutes of general assembly held 9 October 2016 in Vulcan Village B&B, Italy

The Members read the minutes of the General Assembly from 9 October 2017 in Vulcan Village, Italy. The Chair asks the General Assembly to approve them through vote.

Result: 20 for, 0 against, 3 abstentions

The Chair determines that the minutes of the previous General Assembly are approved.

5. Welcome of elected Fellowship representative

As the Fellowship representative Daniel Pocock had to cancel his participation, the chair welcomes

him in absence.

6. Membership confirmation of new members and parting members

The Chair notes that Pablo Machón and Martin Gollowitzer withdraw their membership. The Chair thanks them for many years of active work for the organisation.

The Chair notes that Jan-Christoph Borchardt, Erik Albers, Max Mehl, Amandine "Cryptie", Ulrike Sliwinski, and Polina Malaja has been granted a membership in FSFE. The application was granted passingly by the President and requires confirmation by the General Assembly.

The Chair puts proposal on the membership of Jan-Christoph Borchardt to the vote.

No secret vote is requested.

Result: 19 for, 0 against, 3 abstentions

The Chair declares Jan-Christoph Borchardt confirmed as a member of FSFE and welcomes him as a member of FSFE.

The Chair puts proposal on the membership of Erik Albers to the vote.

No secret vote is requested.

Result: 20 for, 0 against, 2 abstentions

The Chair declares Erik Albers confirmed as a member of FSFE and welcomes him as a member of FSFE.

The Chair puts proposal on the membership of Max Mehl to the vote.

No secret vote is requested.

Result: 20 for, 0 against, 2 abstentions

The Chair declares Max Mehl confirmed as a member of FSFE and welcomes him as a member of FSFE.

The Chair puts proposal on the membership of Cryptie to the vote.

No secret vote is requested.

Result: 20 for, 0 against, 2 abstentions

The Chair declares Cryptie confirmed as a member of FSFE and welcomes him as a member of FSFE.

The Chair puts proposal on the membership of Ulrike Sliwinski to the vote.

No secret vote is requested.

Result: 16 for, 0 against, 7 abstentions

The Chair declares Ulrike Sliwinski confirmed as a member of FSFE and welcomes him as a member of FSFE.

The Chair puts proposal on the membership of Polina Malaja to the vote.

No secret vote is requested.

Result: 20 for, 0 against, 2 abstentions

The Chair declares Polina Malaja confirmed as a member of FSFE and welcomes him as a member of FSFE.

7. Report of Executive Council

In the course of the preparation for this General Assembly, the Executive and the Financial Officer presented the members with a summary executive report and a financial statement.

Reinhard Müller thanks the Executive Council for their work during the year on behalf of the members.

The Chair asks whether there are further questions.

There are no further questions.

8. Exoneration of Matthias Kirschner (President 2015-2017), Alessandro Rubini (Vice President 2015-2016), Heiki Lõhmus (Vice President 2016-2017), Reinhard Müller (Financial Officer, 2015-2017)

The Chair proposes whether the General Assembly would like to exonerate Matthias Kirschner, Heiki Lõhmus, Alessandro Rubini, and Reinhard Müller in a single vote.

All members of the General Assembly agreed.

No secret vote is requested.

Result: 23 for, 0 against, 0 abstention

The Chair notes that Matthias Kirschner, Heiki Lõhmus, Alessandro Rubini, and Reinhard Müller have been duly exonerated.

The Chair notes that all executive of the FSFE have been duly exonerated.

The Chair thanks Reinhard Müller for the long years of serving as Financial Officer.

9. Election of new President, Vice President, Financial Officer

The Chair explains the constitutional voting process for this election.

Reinhard Müller nominates Matthias Kirschner for the office of President of the FSFE. No other nominations are proposed and the candidate is put to the vote.

No secret vote was requested.

Result: 21 for, 1 against, 1 abstentions

Matthias Kirschner agreed and is thereby elected as President.

Reinhard Müller nominates Heiki Lõhmus for the office of Vice President. No other nominations are proposed and the candidate is put to the vote.

The Chair puts the candidate to the vote.

No secret vote is requested.

Result: 21 for, 0 against, 2 abstentions

Heiki Lõhmus agreed and is thereby elected as Vice President

Reinhard Müller nominates Patrick Ohnewein for the position of Financial Officer. No other nominations are proposed.

The Chair puts the candidate to the vote.

No secret vote requested.

Result: 20 for, 0 against, 3 abstentions

Patrick Ohnewein agreed and is thereby elected as Financial Officer.

10. Creation of an explicit financial reserve ("Rücklage") of 100.000 Euro (Council)

Proposal: The FSFE should create an explicit financial reserve ("Rücklage") of 100.000 Euro.

No secret vote was requested.

Result: 23 for, 0 against, 0 abstentions

The proposal is thereby accepted.

11. Motion on capital reserve (Daniel)

Proposal: Proposed motions on the capital reserve (each follows on from the next but they don't all have to be accepted):

- declaring there is a reserve, in principle, for tax purposes (the motion that was already proposed for the agenda)
- the GA resolves that the capital reserve funds should be segregated (in other words, not stored in the same bank as normal operational funds)
- the GA resolves to make all donors aware they can donate to the capital reserve each time they make a donation. In particular, web-based donations will inform people that they can nominate the amount of their donation for the capital reserve with a default of 10%, except on web pages promoting the capital reserve, where the default will be 100%. When somebody submits a donation over EUR 1,000 by any other means, attempts must be made to contact them and clarify the percentage they wish to donate to the capital reserve, if any, with a recommendation that they specify 10%. A donors preference should be recorded for future donations, including the recurring donations of the fellowship/supporter program.
- the GA resolves that 100% of any future bequests should be committed to the capital fund unless the donor provided alternative instructions
- the GA resolves that council may use any income derived from the reserve funds (such as interest, dividends or rents) but any capital withdrawal from the reserve requires authority from the GA
- the GA resolves to give (financial controller/council/a committee/a third party) a mandate to make investment decisions (excluding speculation on derivatives that can become worthless in the blink of an eye)
- the GA resolves that no more than 15% of long term capital should be invested in bank accounts

No secret vote was requested.

Result: 0 for, 23 against, 0 abstentions

The proposal is thereby rejected.

12. The FSFE's CoC (Council)

Proposal: To increase diversity and make sure that the FSFE is an organisation people like to get involved, a code of conduct covering all FSFE is adopted with the following text:

The CoC in a nutshell: The Free Software Foundation Europe (FSFE) and its community aim to offer a friendly and peaceful environment for every participant at the FSFE's events, online and offline. All participants at any FSFE event are expected to behave excellently towards each other. Misbehaviour can lead to exclusion from FSFE/our events and/or FSFE's/our technical infrastructure. If you have been in a situation in which the spirit of the Code of Conduct was breached, please be in touch with our central CARE team.

Free Software is about freedom and so is our community. We like to collaborate and work together with respect to different opinions, skills and interests. We as a welcoming community encourage all participants to be excellent to each other.

This Code of Conduct applies at all physical events hosted by the FSFE as well as to our online infrastructure. The latter includes but is not limited to our mailing lists, wikis, social media, groups, forums and any other means of digital communication that are hosted and/or moderated by the FSFE. The Code of Conduct applies equally to all participants including, but not limited to, speakers, volunteers, staffers, exhibitors, etc.

Code of Conduct

We invite and encourage everybody to express their opinions on relevant topics. All participants should at all times feel at ease to do so without fearing any form of attack, reprisal or harassment. We ask everybody to be respectful and considerate towards each other, especially when attempting to provide constructive criticism.

To foster tolerance, respect and hospitality in our community, we agree not to engage in discriminatory, disparaging or offensive speech or actions, including as to (but not limited to) gender, sexuality, race, nationality, religion or profession. We are a community of many different nationalities and backgrounds, and we cherish our strength in diversity.

Enforcement

If you have experienced or become aware of behaviour contrary to the principles enshrined in this Code of Conduct, please bring such incidents to the attention of your respective local or our central CARE team (CARE = CoC Active Response Ensurers) as soon as possible. You will find local CARE team contact information depending on the individual event.

Please feel free to share the Code of Conduct with participants in discussions, both online and offline, to ensure a respectful and welcoming environment. The Free Software Foundation Europe reserves the right to deny entrance and/or eject from an event or any of its infrastructure (e.g. wiki,

mailing lists, etc) any individual found to be engaging in misconduct contrary to the principles highlighted above.

No secret vote was requested.

Result: 21 for, 0 against, 2 abstentions

The proposal is thereby accepted.

13. Diversity in the FSFE and Free Software (Council)

Proposal: The executives should make proposal in the 2018 budget how to identify strategies for more diversity inside the FSFE community and the GA, by having a budget for counselling on diversity and have a time budget for staff to get involved on this issue.

No secret vote was requested.

Result: 20 for, 1 against, 2 abstentions

The proposal is thereby accepted.

14. Diversity in Executive Council (Daniel)

Proposal: The GA resolves to amend the constitution so that at least one member of the executive council must be female.

No secret vote was requested.

Result: 0 for, 21 against, 2 abstentions

The proposal is thereby rejected.

Heiki adds that the members should revisit this again in the future once there are more female members.

15. Proposal to reform FSFE's governance structure

Proposal: FSFE will reform it's organisational structure to accommodate a wider base of membership, and separate between membership and the governing organs. To achieve that, FSFE will prepare and propose the necessary changes to the bylaws for adoption at the 2018 general assembly. FSFE will prepare and implement the vetting and acceptance of the existing contributor base into the organisation as members. FSFE will prepare and implement the first board elections to be held at the 2018 or a later general assembly. These tasks will be carried out by the executive director and president in cooperation with the current GA.

No secret vote was requested.

Result: 10 for, 5 against, 8 abstentions

The proposal is thereby accepted.

16. Update policies of conflict of interest (Daniel)

Proposal: The GA asks council to review and update policies on conflict of interest to suit the specific needs and circumstances of FSFE's stakeholders, based on the existing organization structure, and calls on all interested parties to provide input to this discussion. A new policy is to be in effect for the 2018 GA meeting.

No secret vote was requested.

Result: 20 for, 1 against, 2 abstentions

The proposal is thereby accepted.

17. Add one additional Vice President position (Daniel)

Proposal: The GA resolves to amend the constitution to add one additional Vice President position to the executive council

No secret vote was requested.

Result: 0 for, 21 against, 2 abstentions

The proposal is thereby rejected.

18. Future of Fellowship seats (Council)

Proposal: The executive should prepare a constitution change to remove **or alter the** Fellowship seats.

Jonas Öberg proposes an amendment: The executive should prepare a constitution change to remove the Fellowship seats.

The chair puts to a vote whether to accept the original proposal, or the proposed amendment.

Result: 21 for the proposed amendment, 1 for the original proposal, 1 abstentions

The chair then asks whether the proposed amendment can be accepted.

Result: 20 for, 0 against, 3 abstentions

The proposal is thereby accepted as: *The executive should prepare a constitution change to remove the Fellowship seats.*

19. How to change Fellowship seats (Daniel)

Proposal: The GA resolves to prioritize a review of FSFE governance with a view to replacing the Fellowship representatives with another form of representation for the wider FSFE community of volunteers and donors over the next 24 months. Council is encouraged to find a productive way to involve the community in this discussion, including a dedicated session at an event similar to the 2016 summit.

No secret vote was requested.

Result: 0 for, 23 against, 0 abstentions

The proposal is thereby rejected.

Mirko Böhm adds that this will be reviewed in light of future changes to the FSFE structure.

20. Clarification about "Join" on our web pages (Daniel)

Proposal: The GA recognizes that the widespread use of the word "Join" on the FSFE web site may have caused many fellows and volunteers to believe their payment made them a member of the incorporated association. The GA resolves that a notice should be published on the web site clarifying the situation, the notice should be sent to everybody who completed the form to "Join the FSFE" and any future communication, through the web site or other marketing materials should make it unambiguous whether people are being solicited to join the incorporated association, volunteer their time or become a financial supporter and also making them aware of the alternative roles they can have in the organization.

No secret vote was requested.

Result: 0 for, 23 against, 0 abstentions

The proposal is thereby rejected.

21. Personal data of supporters (Daniel)

Proposal: The GA recognizes the stark difference between the way FSFE coordinates contributor data and other organizations are doing things. FSFE supporter data is only available to Reinhard, Jones, system-hackers(?), ISP staff and third-parties involved in payment processing. The GA resolves to let supporters choose to be a "silent" supporter who simply donates and expects nothing in return and contributors who choose to volunteer and are identifiable to other contributors through a PGP keyring, directory or other means. Where somebody chooses to be in the former category, their personal data will remain under a somewhat default data protection regime (need-to-know access only) whereas if they choose to be in the latter category, they will be informed that a less stringent data protection policy is in effect. Where somebody in the latter category (contributor) provides information that is only required to process a donation (credit card billing address, payment card details, etc), that information will remain under strict privacy controls.

No secret vote was requested.

Result: 0 for, 21 against, 2 abstentions

The proposal is thereby rejected.

22. FSFE to join EDRI as member organisation (Council)

Proposal: The FSFE joins European Digital Rights (EDRI) as member.

No secret vote was requested.

Result: 23 for, 0 against, 0 abstentions

The proposal is thereby accepted.

23. Bursting the social media bubble (Daniel)

Proposal: The GA recognizes the concern that without proprietary social media platforms, some people feel that our messages remain in a bubble and that we are preaching to the converted. FSFE must make it a high priority to identify and share strategies to burst the bubble without dependence on proprietary social media and will explicitly consider alternatives to proprietary social media in planning every future campaign and for all ongoing activities.

No secret vote was requested.

Result: 1 for, 20 against, 2 abstentions

The proposal is thereby rejected.

24. Non-free software and services inventory (Daniel)

Proposal: The GA recognizes the wide range of opinions in the discussion about non-free software and services. As a first step to resolve this, FSFE will maintain a public inventory on the wiki listing the non-free software and services in use, including details of which people/teams are using them, the extent to which FSFE depends on them, a list of any perceived obstacles within FSFE for replacing/abolishing each of them, and for each of them a link to a community-maintained page or discussion with more details and alternatives. FSFE also asks the community for ideas about how to be more pro-active in spotting any other non-free software or services creeping into our organization in future, such as a bounty program or browser plugins that volunteers and staff can use to monitor their own exposure.

No secret vote was requested.

Result: 0 for, 21 against, 2 abstentions

The proposal is thereby rejected.

25. Miscellaneous

The Chair asks for other miscellaneous items. No member had further points.

The Chair thereby declares the agenda item “Miscellaneous” completed.

26. Closing

The GA is officially closed at 15:07.

Signatures

Jonas Öberg (Minutes)

Matthias Kirschner (Chair)