Node.js Foundation
MINUTES OF THE PUBLIC SESSION OF A REGULAR MEETING OF THE BOARD OF
DIRECTORS
15 September 2016

A public session of a regular meeting of the Board of Directors (the "Board") of the Node.js Foundation, a Delaware not-for-profit membership corporation, was held on 15 September 2016 at 1:00pm Central European Summer Time at Node.js Interactive in Amsterdam and via teleconference.

Directors Attending and Participating

Todd Moore (IBM), Brian McCallister (Groupon), Rich Sharples (Red Hat), Ashley Williams (Individual Member), Colleen Evans (Microsoft), Danese Cooper (PayPal), Rod Vagg (NodeSource)

Counsel Participating

Andrew Updegrove (Gesmer Updegrove LLC)

Also Participating

Mikeal Rogers (The Linux Foundation), Todd Benzies (The Linux Foundation), Sarah Conway (The Linux Foundation), James Snell (IBM), Tracy Hinds (The Linux Foundation)

Call to Order

Director Cooper called the meeting to order at 1:13pm Central European Summer Time and Mr. Benzies recorded the minutes. A quorum of Directors was established for the conduct of business and the meeting, having been duly convened, was ready to proceed with business.

Antitrust Compliance Notice

Mr. Rogers reviewed the Antitrust Compliance Notice.

Current Membership and Board Directors

Mr. Rogers reviewed the current membership.

Approval of Minutes

Mr. Rogers asked the Directors to approve the minutes of the public session of the August 2016 meeting of the Board of Directors which had been attached as Exhibit A to the slide deck distributed in advance of the meeting. Upon motion duly made by Director Moore, seconded by Director Cooper and approved by all Directors in attendance, the following resolution was adopted:

> **RESOLVED:** The the minutes of the private session of the August 2016 meeting of the Board of Directors, in the form attached hereto as Exhibit A, are hereby confirmed, approved and adopted.

Recognition of Officer Elections

Mr. Rogers introduced the topic of Officer elections, noting that Danese Cooper has been elected Chairperson and Scott Hammond has been elected Vice-Chairperson.

TSC Election

Mr. Rogers introduced the topic of TSC election, noting that Rod Vagg has been re-elected as TSC Chair.

Mr. Vagg noted that the TSC is considering the addition of the nvm to the Node.js Foundation https://github.com/nodejs/TSC/issues/96 and that it is very early in the discussion process but thought it appropriate to inform the Board that this was on the table and that feedback is welcome.

Dir. Williams noted that nvm is needed for teaching people Node.js, however, nvm unfortunately does not have windows support.

Inclusivity Update

Mr. Rogers introduced the topic of inclusivity and requested that Ms. Hinds provide a status update.

Ms. Hinds noted that the Inclusivity WG transfer of responsibilities proposal is in progress but not finalized due to the short month cycle and has been shared with Community and Board members who had offered to help with inclusivity efforts. Ms. Hinds commented that an email will be sent to the Board next Wednesday, 21 September after final input is received. Ms. hinds clarified that an email reminder for input deadline will go out on Friday, 16 September.

Ms. Hinds noted that there will be a meeting on Monday, 19 September to talk with the DP Creative Services consulting group recommended by Elizabeth Birch (who was one of the researched diversity consultants, but was unavailable) to talk about the diversity audit and training plan in order to obtain a quote.

Adjournment

At 1:21pm Central European Summer Time, Director Cooper adjourned the public session.

Respectfully submitted,

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Danese Cooper, Chairperson