2024-11-15 Minutes of the Matrix.org Governing Board

Attendance

Members: Greg, Tobias, Brad, Kim, Bram, Nico, Travis, J.B., Neil, Andy, Sumner, Thor, Jan, Kevin, Matthew, Amandine, Rich, Josh
Guests: Shauna

Members not present: Cleo, Ross

Roles

Facilitator: Shauna
Notetaker: Josh
TWIM-er: Greg/Kim

Minutes

- (1) Introductions
    - Introducing Shauna, programmer, community manager, governance consultant, facilitating meeting and helping us get started
    - Provide background on draft governance documents
        - A product of Josh's notes from onboarding meetings, which Shauna processed
        - Just a draft that we can iterate on to get things started
    - Meeting logistics
        - Josh taking notes; Shauna maintaining stack; text chat in Matrix room during video call as needed
        - Topics will be timeboxed to keep things moving
            - Want to make some decisions to unblock us
            - Also want to make sure we have time to fully resolve (as much as possible) things
            - Nothing is set in stone, this is about iterating
        - Recapping difference between feedback votes and formal votes
- (2) Adopt Governance Structure Policy
    - This proposal is "pre-bylaws" – which means it is easy to change
    - Summary of proposal, which includes GB remit, committee structure and processes, and voting processes
    - Discussion

- - Added financial responsibilities to the remit (such as review of budget and of major unbudgeted expenses), to bring into alignment with bylaws; was already listed under Finance Committee remit but elevating to the whole of GB.
    - Discussion of when things should bubble up to GB from committees, and what committees can do on their own. There will be a reporting structure and cadence, and committees will solicit input and submit proposals to votes of the whole GB.
  - Discussion from comments
    - Clarified that only GB members can be voting members of committees; relevant because Foundation T&S staff are invited experts in the T&S Committee as previously agreed by GB members.
    - Explored the differences between committees and working groups: non-GB members in committees is the exception, not the rule; WGs are more open for public participation and report up through committees; committees are held to higher standards for facilitation and note taking.
    - Clarified that an expression of interest in participating in a committee is not a binding commitment to be a member of that committee.
    - Discussed the meaning of quorum and whether voting "abstain" changed quorum; quorum is about the number of participants that must be present for an action to be taken, does not relate to whether participants vote yes/no/abstain.
    - Agreed to change "1 week" to "7 days" for clarity in relation to defining voting periods.
    - Formal votes should have as much participation from GB members as possible – discussed when it was appropriate for GB members to not vote, including extended leave and conflicts of interest. Noting it is appropriate to vote "abstain" in the presence of a conflict of interest.
    - Discussion of what conflicts of interest are – we will need to adopt a formal policy, likely a task for the Governance Committee, but in general COIs relate to when an individual or closely related party has a financial interest in the matter that is up for a vote.
    - Feedback votes can be turned into a formal vote on request. Proposed a 7 day period. Discussed whether this would have adverse impacts on votes that are time sensitive, which it may and we can iterate as needed if it's problematic, but general consensus that we should aim to proactively build in the time needed if the subject matter is time sensitive. Acknowledgment that time sensitivity may vary by committee and subject matter, and that we may want to allow committees to set a different rule in their charter with the consent of a GB vote.
  - 👍 **Feedback Vote: 17 GB members indicated approval of the Governance Structure Policy with the discussed changes incorporated.**
  - ➡️ Topic moving to async to resolve remaining items then move to a formal vote to adopt.

- (3) Chair and Vice Chair Election
  - Overview of what the roles entail, including: meeting facilitation, including agendas and time-keeping, conflict resolution, keeping things on track, and wrangling committee chairs.
  - Discussion
    - Clarified that we're seeking a Chair and a Vice Chair for the whole of the GB in this agenda item, and that each committee will also need to fill those roles. There should also be designated note-takers but that doesn't need to be an officer role.
    - Discussed how we want to approach notes, whether it's the same person all the time, or someone designated on a per-meeting basis. Falling back on the Managing Director is a safe default, but the Chair/Vice Chair and/or Governance Committee may take up this discussion with a view toward setting a norm.
  - Nominations for Chair
    - Greg received a couple nominations, and accepted them
    - Josh received a nomination, but declined, suggesting it should go to someone who was elected to the GB (the MD has a role on the GB by default, "ex officio")
  - 🗳️**Formal Vote: Greg Sutcliffe as Chair**
    - 👍 17 GB members voted in favor
  - Nominations for Vice Chair
    - Kim received a nomination and accepted it
  - 🗳️**Formal Vote: Kim Brose as Vice Chair**
    - 👍 14 GB members voted in favor
- (4) Creation of Committees
  - Overview
    - Each committee needs to have a Chair and Vice Chair, must take meeting notes, and must establish a charter.
    - The default is for committees to work in a way that is visible to the whole Governing Board. There may be exceptions, such as for the T&S Committee where highly sensitive details may be raised.
    - Initial committees proposed:
      - Governance
      - Trust and Safety
      - Community
      - Fundraising and Finance
    - Other committees were contemplated based on onboarding notes, but scope was not as clear. Those can be enacted now or later:
      - Technical Guidance/Product; Protocol/Spec; Policy Advocacy; Diversity, Equity, and Inclusion; Research/R&D; and Publicity/Growth/Advocacy
      - "Technical Guidance/Product" and "Protocol/Spec" were especially popular but we had difficulty defining a scope for them

- - - ■ Reviewed the initial action items that are proposed for each committee
      - ■ Emphasized that people should be on at least 1 committee, and up to 3
  - ○ Discussion
      - ■ The Trust & Safety Committee will be implementing a Nondisclosure Agreement so that we can safely share sensitive details relating to security and threat actors. If there's a need for other committees to do something similar, that is a matter for the Governance Committee to contemplate.
      - ■ Following a suggestion that a particular committee might have too broad a scope, we found consensus that it was easier to break things up than merge them together, such that we felt comfortable moving forward with the current proposed set.
      - ■ Flagged that we haven't defined or proposed a process for dissolving committees, which is a matter for the Governance Committee to take up and make a recommendation on.
      - ■ While we've agreed that committees need charters, we don't have proposed charters for the initial set. This accommodation is being made so that the initial conditions can emerge from the GB, and so committees can get to the heart of their work on the sooner side. Defining a charter is an initial task for each committee, and a requirement for proposing new committees going forward. Charters should be subject to a formal vote of the GB.
      - ■ Tasks and projects may not fit neatly into a single committee, and overlap may be common. Committees can collaborate on things, but ultimate responsibility should fall to a single committee for the sake of clarity and accountability.
      - ■ Reiterating that an expression of interest in a committee is not a binding committee to be a member of that committee. The interested group should itself take up the task of formalizing membership.
  - ○ GB members were surveyed for interest in each of the four proposed committees.
      - ■ 10 members interested in the Governance Committee
      - ■ 8 members interested in the Trust & Safety Committee
      - ■ 7 members interested in the Community Committee
      - ■ 13 members interested in the Fundraising and Finance Committee
  - ○ ➡️ **Greg will follow up with committee interest groups to ensure they complete the work of electing a Chair and Vice Chair, drafting a charter, formalizing their membership, and operationalizing their Working Groups.**
- ● (5) Creation of Working Groups
  - ○ Overview
      - ■ Working groups are subunits of committees, with more involvement of people from across the ecosystem
      - ■ Initial list of WGs, need to define which committee they fall under
          - ● Events

- ● Website
  - ● Trust & Safety Incident Response
  - ● Trust & Safety Development
- ○ Discussion
  - ■ Considered whether we wanted to defer assigning working groups to committees, and leave that to committee interest groups to figure out. It was pointed out that there's a natural alignment with the proposed groups (Events/Website to Community Committee, T&S IR and Dev to T&S Committee).
  - ■ Pointed out that it could be risky to formalize the working groups without clear charters, as it could result in expectation mismatch. Noted that the proposed Events/Website WGs are more clear than the proposed T&S WGs, and already more-or-less in operation.
  - ■ Noted that not all of the committees have a proposed WG, and discussed whether they should all have a WG.
  - ■ Discussed whether we should establish a process for transferring WGs between committees. Proposing a process for that is something the Governance Committee could take up.
  - ■ Possible paths forward on this agenda item today:
    - ● (1) We create some or all of the WGs now
    - ● (2) We defer and block on Committees
- ○ 🗳️**Formal Vote: Option (1) or Option (2)**
  - ■ ⬚2 10 GB members voted for option 2, with 4 voting for option 1, and 4 abstaining
- ○ Requested that committees move quickly, given the demand and need for WGs.
- ● (6) Adopt Social Norms & Communication Policy
  - ○ Overview
    - ■ Use of Discourse for longer, deliberative, more inclusive conversations, as a complement to ad hoc discussions in Matrix rooms.
    - ■ Our goal is to create a healthy and productive space
    - ■ Default to "board public." Side conversations and collaborations between subsets of GB members are inevitable, consensus for ensuring these things bubble up to the full GB in order to create opportunities for collaboration and refinement, and to avoid context collapse.
    - ■ Chatham House Rule – which here we define as requiring explicit consent from an individual GB member before attributing anything to them when in discussion with people not on the GB.
    - ■ Use the appropriate forum when communicating, and don't be shy about suggesting a venue change
    - ■ No "ex cathedra" communication – no one speaks on behalf of the GB. The GB may choose to make statements, but those are subjected to collective review and approval.
  - ○ Discussion

- - ■ It was raised that the rule on "ex cathedra" communication may be in tension with the need to occasionally make timely updates, such as in TWIM. This is resolved by distinguishing between "ex cathedra" communication and reporting matters of fact. It's safe to report matters of fact, but would not be OK to offer matters of opinion in a way that can be understood as being a position of the GB itself or being made on behalf of the GB. This item is particularly relevant because we want to let people know we met! It was pointed out that it's not terrible to have a week delay in reporting on meetings, and that low stakes communication like TWIM might be appropriately subject to informal or feedback votes.
    - ■ Discussed the appropriateness of different types of public communications from GB members, and highlighted that this policy should address that. Two different examples were considered. Distinguished between communications that rally the public for a particular result that a GB member wants, and communications that solicit input from the public on a matter. General consensus that we default to handling conflict internally, only escalating to public when reasonably necessary, and that we default to neutral public communication when there's not yet a board vote or agreement. Clarified that this particular discussion is NOT related to the previous discussion on TWIM and "ex cathedra" communication, but rather about de-normalizing escalation.
    - ■ Possible paths forward
        - ● (1) Vote on as-is
        - ● (2) Defer and refine
  - ○ 🗳️**Formal Vote: Option (1) or Option (2)**
    - ■ 2️⃣ 10 GB members voted for option 2, with 4 voting for option 1, and 4 abstaining
  - ○ 🗳️ **Formal Vote: Use Discourse as the primary discussion space for the Governing Board and Committees**
    - ■ 👍 12 GB members voted in favor, with 1 abstaining