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Recommendation for a new Governance model

Why do we need a new model?

The Drupal Association has grown rapidly over the past few years and is entering a new stage in its growth from an all-volunteer ran organization to a fully staffed organization. Part of this transition is a move from a working board of directors to a policy driven board of directors. This move will greatly enhance the accountability of the Association, provide the board the tools they need to focus on the long-term strategy of the Association and create clarity around the role of a permanent member.

These changes are necessary in order to lay the foundation for our next stage of growth.

Board

The Drupal Association's Board of Directors is responsible for managing the major business affairs of the Association. Generally speaking, the directors should provide: (i) big picture strategic planning; (ii) policies related to the generation of financial resources; (iii) guidance to the staff; (iv) financial, legal and ethical oversight; (v) monitoring of the performance of the

organization; and (vi) community relations. (Note that the terms "director" and "board member" are interchangeable terms.)

Based on a review of non-profit board best practices and the advice of our attorney, Shouka D. Rezvani, in consultation with our consultants Charmaine Ess and Adam Goodman, the Governance Committee recommends that the Association adopt a best practice model for board structure. The Board moving forward should function as a policy board and, as such, meetings will focus on strategy and policy rather than operational issues.

The recommended composition of the Board is:

- 9 board members selected by the Nominating Committee have 3-year terms. For this first election in the new structure, directors would be slated for staggered terms to fill out a complete board:

- Three (3) Directors will be elected to 3 year terms (expiration July 2014)
- Three (3) Directors will be elected to 2 year terms (expiration July 2013)
- Three (3) Directors will be elected to 1 year terms (expiration July 2012)

- In addition to the directors selected by the Nominating Committee, it is important that there be additional directors who reflect and represent the community at large. These non-slated Directors have shorter terms:

- Two (2) At-large Directors are directly elected to 1-year term

- There is also a Board seat reserved for the Founder. Only Dries Buytaert is eligible for this position. The Board may each year determine whether or not it should be filled.

We recommend that the size of the Board be flexible in the number of seats available in order to accommodate certain skills sets that may be needed. For example, if a prominent leader in open source from a different but complimentary project (ex. Mozilla, Linux, etc.) would like to sit on the Board the nominating committee may accept this person by adding a new seat with the existing term durations.

Board members should anticipate spending an average of **15 hours per month** on Board-related activities. Board members should:

- Attend all Board and assigned committee meetings;
- Attend special events;
- Remain informed about the Corporation's mission and programs;
- Serve as an "ambassador" to the community at large about the Corporation;
- Make personal contributions to the Corporation, of money, time and/or expertise;
- Understand his/her fiduciary obligations to the Corporation, as well as follow conflict of interest and other policies of the Corporation; and
- Not make special requests of the staff in their individual capacities

The Board will meet face-to-face 4 times per year. All Board members are expected to attend all face-to-face meetings in-person.

Officers, especially the President, should anticipate spending an additional 10-20 hours per

month in their role as such, in addition to the approximately 15 hours they average per month in their director role.

Committees

The Board will need committees to help accomplish its work. At the beginning of each board year, the Board will authorize or renew the charter of each committee. The charter will specify what the authority and responsibilities of each committee will be.

Committees will have the authority to spend any budget allocated to that committee within the guidelines provided by the board for that budget allocation. Each committee will submit a written report of its activities before each board meeting. The Board may vote to amend the guidelines for budget allocation or the charter of a committee, but only in extreme circumstances would the board override a decision of a committee that was appropriately made.

Board committees

Board committees are composed of Board members only and can make Board-level decisions. Staff may participate in a non-voting capacity at the invitation of the Board committee. Initially, we recommend three such committees:

1. Governance
2. Finance/Audit (could break up later to separate Finance, Audit committees)
3. Executive/Compensation

Nominating committee

- Executive Director
- The two at-large board members, three additional board members who are not standing for re-nomination (5 total Directors)
- Five (5) Advisory Board members

Nominating committee presents a slate of directors for the review of the Board. The slate is a recommendation for the Board but the Board may vote up/down on the individuals on the slate. If an individual is voted down the nomination committee would be responsible to find another person and present the replacement to the Board for ratification. The slate does not include at-large Board member positions.

Selection of the nominating committee

The chair of the nominating committee will select the individuals to sit on the committee taking recommendations from the current nominating committee and the Board.

The Nominating Committee may not nominate anyone serving on the committee.

Due to the size of task that will face the inaugural nominating committee and the fact that these proposed new structures may not be fully implemented, the composition for the 2011 nominating committee should be:

- Executive Director
- 2011 President of the Drupal Association
- Up to 10 current General Assembly members, which could include current board members who do not wish to stand for re-election; GA members would be elected at the GA meeting. If there are more than 10 volunteers, then the GA would vote on their top 10 choices of all volunteers in the same meeting.

The Nominating Committee members should plan on dedicating 10-12 hours over up to four weeks to draft a list of potential candidates, discuss candidates as a group, and then recruit agreed upon candidates.

The Nominating Committee should consider the following factors when selecting a diverse board:

- Geographic diversity
- Industry diversity: the perspectives of various sectors are valuable (government, publishing, education, not-for-profit, corporate, etc.)
- Skill sets: technologist, long-term contributor, legal, business, sales, marketing, fundraising, entrepreneur
- Drupal Ecosystem: the board should reflect the various perspectives of the members of our community (volunteers, small shops, large shops, large integrators, in-house teams, designers, end-users, etc.)
- Gender
- Outside perspectives: FOSS at large, legal, CPA
- A super-majority of the board members at all times should be involved in the Drupal Community directly.
- **Board members may not be staff or Advisors simultaneously.**

Ad hoc or temporary committees

The Board may authorize additional committees at any time.

Standing (working) Committees

Standing Committees do not make board-level decisions or exercise Board-management functions. These committees assist the Board and are run by staff or volunteers. The Board

charters committees, but must ratify any recommendations that would otherwise involve a Board level decision. Board members may serve on standing committee as an individual, not as a board member.

Anyone (Board member, advisory board member, staff, volunteer) may serve on a standing committee at the discretion of the chair of that committee. Additional committees may be created or the responsibilities of existing committees subdivided at any time with Board approval of the committee's creation and charter.

Standing Committees are not specified by the by-laws, but are detailed here to provide insight into how the new structure of the organization will function in practice.

We recommend the following 7 additional standing committees initially. The Board may establish these or other committees by Board vote as needed:

1. DrupalCon
2. Infrastructure (includes Drupal.org)
3. Marketing & Communication
4. Regional/local events
5. Nominating
6. Membership
7. Intellectual property

https://docs3.google.com/drawings/d/1x4kfCGCF8vzC3vRSCzV_dmHpGeZ0bBxhcd6rplX8Z5c/edit?hl=en_US&authkey=CJHLx5MC

Advisory Board

The Advisory Board is composed of committed individuals with a long-standing relationship to the Drupal Association who are not able to spend the same amount of time or have quite the same level of involvement that would be required of a regular Board member. The Advisory Board members would serve as a sounding board for the regular Board, as well as a source of honest ideas and expertise. Often, Advisory Board members choose to act as such to lend their name to an organization without exercising the duties of a director or assuming the associated potential personal liability.

The Advisory Board replaces the General Assembly.

Composition of the advisory board

- 20-30 members (fluid)
- Current General Assembly permanent members may elect to become members of the inaugural Advisory Board.
- Advisory Board Members have 5-year terms.

- Advisory Board members may serve on committees.
- Advisory Board members may also be staff and vice versa.
- Anyone can nominate someone for the advisory board with the sponsorship of a board or advisory board member.
- The Board approves new advisory board members by majority vote and may do so at any board meeting.
- Advisory Board does not vote on issues, but rather lends its expertise on strategic questions.
- Board members may not serve on the Advisory Board simultaneously.

Participation requirements

Advisors provide general strategic advice to the Association as a member of the Association's "Advisory Board", such advice to be rendered outside of the Advisor's existing employment. The Advisor may be required to attend virtually or in-person up to four (4) meetings of the Advisory Board per year and to provide additional consulting services, which may involve e-mail correspondence, IRC, and telephonic meetings, for up to ten (10) days per year. Advisory Board members should expect to be available for up to four (4) hours per month to respond to Board questions, serve on committees, attend meetings, and other tasks as requested by the Board.

The Association shall reimburse Advisor for all reasonable out-of-pocket expenses incurred by Advisor and pre-approved in writing by the Association.

Timeline

- May 16: Recommendations shared with General Assembly
- May 15 - 27: Governance committee member one-on-one with General Assembly members to review, discuss and fine-tune proposal
- May 27: Governance Committee Meeting to incorporate all feedback from one-on-ones
- June 3: General Assembly meeting to discuss proposal as a group
- June 4: Start updating by-laws with help from lawyers
- June 17: Complete updated by-laws
- June 24: General Assembly meeting to ratify revised by-laws

Agenda for June 3 Meeting

12:00pm - Introductions and Overview of Current Status of Recommendations [Dries]

12:15pm - Open Floor [Dries]
12:30pm - Board composition [Dries]
12:45pm - Advisory Board [Larry]
1:10pm - Nominating Committee [Tiffany]
1:30pm - Committees [Laura]
1:45pm - Recap and final comments [Dries]
2:00pm - Adjourn [Dries]

* Open Floor and Recap periods will use the hand system in IRC, with questions and/or comments posed in turn via phone or IRC. During Open Floor, any questions, concerns or comments that require response will be noted and slotted for further discussion during the appropriate section of the meeting.

Times noted are US Eastern Daylight Time.