

# **OpenStreetMap Foundation**

## **Board Meeting**

**23rd January 2010, 09:45-17:00**

**24th January 2010, 10:30-12:40**

**Face to Face, Amsterdam**

## **AGENDA and MINUTES**

*Note: This is the agenda and minutes for the formal part of the meeting.*

Present: Steve Coast, Henk Hoff, Andy Robinson, Simone Cortesi, Ulf Möller, Mikel Maron, Michael Collinson  
Apologies:

Minutes of 22nd Dec meeting.

([http://docs.google.com/a/osmfoundation.org/Doc?docid=0AVpHn23-hYdNZGQ5ZzNxanBfMzRkcHdwM25mZw&hl=en\\_GB](http://docs.google.com/a/osmfoundation.org/Doc?docid=0AVpHn23-hYdNZGQ5ZzNxanBfMzRkcHdwM25mZw&hl=en_GB) and published for public viewing as [http://docs.google.com/View?id=dd9g3qjp\\_34dpwp3nfg](http://docs.google.com/View?id=dd9g3qjp_34dpwp3nfg))

Proposed: Steve Coast  
Seconded: Henk  
Accepted

### **MATTERS ARISING.**

#### **Review of outstanding action items.**

We reviewed and updated the status of action items from previous meetings:

- Andy - European Union Trademark. Audit Solicitors payment (Pending until former treasurer returns.)
- Andy - GSoC mentors travel - Liaise with Ian

to get invoice prepared.  
(invoice still pending)

- Henk - Local Chapters - circulate the Local Chapters agreement to board when more complete. (done - item 5)
- Mike/Andy - talk to a lawyer re definition of members and also on the protection and use of our data. General data use and protection viz a vis UK DPA (Data Protection Agency) (pending lawyer contact) Steve recommends looking at ODesk.com as a possible source for professional services.
- Mike/License WG - template reply letter is now available for companies asking permission to use OSM data or OSMF services. [http://docs.google.com/View?id=dd9g3qjp\\_9ddvp98q6](http://docs.google.com/View?id=dd9g3qjp_9ddvp98q6). LWG should put this on the Foundation wiki and then liaise with Data WG as to effective handling of future enquiries.(pending)
- Andy/Data WG - get website pages updated with right "if you need help" communication information on both [www.openstreetmap.org](http://www.openstreetmap.org) AND wiki AND Foundation sites.(ongoing, needs final cleanup)
- Mike to organise a limited use osmf-announce mailing list. (ongoing)
- Mike - get D & O", Directors and Officers

- liability insurance quote(s). (pending)
- Andy - NetCologne server/hosting offer - Respond that we are interested in offer but will need to ask the community for advice on exact use. (pending)
- Steve - Kick off a broader initiative for finding more sources of aerial imagery (ongoing lead)

Mikel is on steering community of OpenAerialMap.org and is also working sources.

- Mikel/Andy - Russian Community, ScanEx Satellite Imagery- respond positively to the email (done)
- Andy - PROOF - Execute sign-up (done)
- Andy - PROOF - Get login privileges for Mike
- Mike - PROOF - Confirm whether we should lodge this Resolution.

Andy notes that we should review Articles and UK Companies Act re formal decision making via phone.

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- Mike/LWG - Can we have a progress meter showing the yes/nos/those that do not know/those that have not logged and have some extent edits? Ask Matt Amos/Grant Slater. (yes, no action)
- Steve - OSMF website needs better graphic layout - put out the word for volunteers (pending - board members need to complete logo review)

- Action - Andy - Begin registration process for additional trademark as per Frederik Ramm's email. (pending, will liaise with Grant Slater)
- Mikel - Data WG - Do a write up on Geodata on what the OTRS ticket system-based procedure is, after the clean-up has finished. (pending completion of wiki)
- Mike - Membership - Ask folks who have unsubscribed from osmf-talk why they did and report back to board (pending)
- Mikel - Communications - type some new wording for the "About" on the current Opegeodata blog and email to board@ --> Steve to change some wording and encourage broader participation
- All - Review and vote on logo entries as per Steve' email

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#### **License / Legal:**

- New License Update  
Mike reported that with Foundation member voting ending December 26th with an 89% Yes vote though 55% turnout, the LWG was recommending proceeding as planned. The LWG wanted to work on two outstanding issues in Contributor Terms before a move to dual-licensing. One is possibly resolved, one is still under discussion. If all goes well, he projected a goal of two weeks to dual-licensing. The two issues are:

1) License violations - can someone sue on the basis of misuse of their data? We've had clear Counsel response. Yes. OSMF can on the basis of collective/database rights. Individual can if it data that they have put. Board suggested that we deal with this via Community Guidelines.

2) Third-party ODbL to ODbL conflict with the need to be able to potentially change the license over the coming years. Needs one more round with legal counsel. The board discussed solutions and suggested that a current solution is a) Reduce the risk that some folks perceive by increasing the amount of active contributors needed to change the license from 50% to 2/3 b) Not make any change to the Contributor Terms now but handle ODbL-based third-party data imports on a case by case basis.

- Trademarks

Nothing discussed.

- Other

Nothing discussed.

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#### **Working Group Reports:**

- **Treasurer** - Andy

We really need a Euro account to minimise costs paying some outstanding bills. However on research, this is difficult and costly in the UK. Andy will investigate UK and Eire Euro account options further. An alternative is to open an

account in a Eurozone country. Simone reports that a UK company could set up an account in Lithuania. Henk (Holland) / Simone (Italy, Lithuania) / Ulf (Germany) - Can OSMF open an account in your bank? What roughly are the service charges?

A review was done on the effectivity of our Donation button. Our income outside SOTM is approx GBP 1,000 per month. Over the last 4.5 months we got GBP 441 in membership, about GBP 40 from Amazon merchandise sales commission. We got GBP 3,228 (700 per month) with the average amount being GBP 20 per donation.

Andy/Mikel reported an initial phone-based meeting with Steve King (based London) of Omidyar, <http://www.omidyar.com/> to discuss how they might support growth of our project in their terms and ours. They had a long discussion about the aims of OSM and OSMF and how it worked. He wanted to know: Where do we want to grow? Employee people? Need non-financial help such as organisation? Andy proposed, and it was agreed, that he meet him, possibly with Steve, in London shortly and discuss not money but help with actually formulating a growth program and process.

Other options are Hivos, OSI, Tim Berners-Lee's Web Foundation. However, these usually want to operate with a specific program and set of existing defined strategic goals.

We decided to start a fund raising working group and will discuss this further over the weekend.

- **SOTM 2010** - Henk

We have three people in Spain, Ivan, Xavier and Claudio. Xavier lives in Girona and Claudio 20 minutes away.

A down payment of Eu 5,000 is now required for venue. Total facility hire (not including food) cost will be Eu 18,000 + VAT. Food will not be contracted until sponsorship and attendance level is clearer. We are looking at a maximum of 400 people. Crowd-source traditional food catering is now be looked for. A fully commercial quote of Eu 40,000 all in for 400 has been received. Current total budget is roughly Eu 60,000. Break-even attendance depends heavily on number of sponsors, so that is the current priority.

<http://2010.stateofthemap.org> will be up as soon as possible.

Call for papers will made during February.

The board expects to the conference to be self-financing.

- **Local Chapters:** Henk

The Local Chapter working group has finalised a proposed agreement for establishing federated organisations afflicted with

OpenStreetMap. The document maybe read here: [http://docs.google.com/View?id=dfpdhmxk\\_23htjdnjgv](http://docs.google.com/View?id=dfpdhmxk_23htjdnjgv)

The purpose is to provide a template agreement for each Local Chapter. The agreement may be adapted for local laws and regulations.

LCWG proposed that the process for approving a Local Chapter is proposed as an applicant submitting this agreement to the Local Chapter working group, together with a cover letter. The LCWG will review each proposed agreement, and then submit to the OSM Board for final approval.

LCWG asks that the Board review and approve this template agreement, and decide on a membership fee scheme.

The board raised the following issues that will need to be addressed at some point:

- choice of law
- arbitration
- trademark licensing
- review of membership application for the Foundation

After a strategic discussion, the board acknowledged that it is too early to set up a concrete local chapters framework: the role of the OSMF itself needs to be re-evaluated; the agreement itself may be lacking coverage in certain areas, including those listed above; and the needs of some potential local chapters may not be fully addressed.



However, Spain would like to go ahead and set up a local chapter as soon as possible and we understand that the Spanish community broadly accepts the current draft of the agreement. It is also desirable to progress and evolve a local chapter environment with concrete action. The board therefore decided to ask the Spanish community if entering into a Memorandum of Understanding based on the current agreement, as modified below, would meet their immediate requirements.

Clauses 3.3, 4.1a, 4.1b should be replaced with wording expressing this intent:

"Membership of individual Federated Organisation OpenStreetMap members in the Foundation will continue to be discussed by the two parties. In the interim, the Federated Organisation may, on a payment of Eu 15, request that an individual member be also made a full member of the Foundation. Such a request may be subject to the review of the Foundation board but will not unreasonably be denied.

Other recommended changes:

- Make "defined territory" a defined term in a Schedule 1.

- **Technical** - Steve

A replacement much bigger off-site back-up system is now up and running. It is backing up the main geodata and now additionally GPX tracks. There appear to be

no immediate technical requirements needing funding in the next quarter.

On the back-up system, the board would like to know:

- is the system is sufficient?
- is it automatic?
- can wiki and GPX dumps be made available on a regular basis to the general community?

Action - Steve / Technical WG  
- please answer questions

- **Data** - Mikel

No critical open issues. Public interface for general public to report issues and for Data WG to track them is still under development.

- **Articles** - Andy

Nothing to report.

Andy - Initiate the holding of a first meeting.

- **Data Import** - Steve

There does not seem to be any real role that a formal WG can play. Disbanded.

Mike - remove from Foundation website

- **Membership** - Mike

In addition to regular sign-ups, a company has sponsored 30 of its employees to join. The board welcomes the new members. Current paid-up membership stands at approx 300 (will confirm and update minutes).

We discussed whether we

should disclose the names of such companies, balancing the need for transparency of potential control of the Foundation versus privacy. Steve recused himself. We decided that as a matter of future policy, if a company sponsors a significant amount of members, we will accept provided that the company agrees to us mentioning the name of the company in minutes or other public material.

- **Communications**

We have three volunteers.

Mike - organise a first meeting

The meeting on the first day concluded at 17:00 CET.

**AOB**

The meeting on the second formally started 10:30 without Steve. Andy was nominated ad interim Chair.

- Logo review

We decided to create a short list during the strategy workshop. The list will be provided to OSMF members for final selection.

- Haiti Press Release

Over the last two weeks, volunteers from OpenStreetMap have been providing essential maps to Search & Rescue teams in Haiti. The board notes that this is something the really validates what OpenStreetMap is trying to achieve and would like to

thank Mikel and the too-many-to-mention OSM community members who have participated and continue to participate in this effort, and to the providers of new imagery and data.

We reviewed the final copy of a press release kindly drafted by Richard Fairhurst. The released version is available at [http://wiki.openstreetmap.org/wiki/WikiProject\\_Haiti/Press\\_info#Press\\_Release](http://wiki.openstreetmap.org/wiki/WikiProject_Haiti/Press_info#Press_Release)

- Foundation as recipient of funds for humanitarian projects

The board was asked by Mikel if OSMF would act as a recipient and disburser of third-party funding for a humanitarian project called Map-Kibera. Kibera is the largest slum area in Nairobi, Kenya. This can act as a pilot project for the OSMF grew its own capacities to achieve its own objectives, such as to set up the necessary processes for acquiring and utilising third-party funding . It is based around OSM data and contributing new data to OSM. Mikel declared that he would be receiving remuneration to cover basic living costs and transportation associated with the project.

The board decided yes in principle, subject to addressing the following general criteria which will developed and expanded over time.

- The project should meet the aims of the Foundation in the opinion of the board.
- The Treasurer may stipulate criteria for financial to the OSMF.
- The OSMF should not be put in the position of becoming a de facto employer.

Andy - Seek professional advice

- The OSMF must not bear liability for the use of the funds. The project should be responsible for its own actions and should have researched and made any necessary insurance coverage. The OSMF may ask for proof of such.

Andy noted that we should further explore liability risks and how to handle it for future projects.

Mike - Seek professional advice for this instance.

- Simplifying first impression of <http://www.openstreetmap.org/> website for new users

Simone expressed concern that it does not mean much to first time viewers. There is a need to for a clear remit on this to the (as yet inoperative) Communications/User Interface Working Group(s). We will discuss direction during the strategy workshop.

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#### **Date of next meeting**

Thursday, February 25th  
18:00 GMT / 19:00 CET /  
21:00 Nairobi

Simone - Set up a shared Google calendar and give ownership to Mike

The formal portion of the board meeting declared closed at 12:40. We continued with a strategy workshop for the rest of the day.

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**Strategy Workshop** (notes only)

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- logo

We selected a short-list of 11 logos and checked them on the criteria of

- Simplicity
- Scalability
- Name
- Symbolism
- Uniqueness

Steve - Publish to foundation wiki for review by members and publicise

The formal meeting closed at this point, we then did a quick poll on these subjects for further informal discussion:

- constitution  
xxx
- fund raising working group  
xxxxx
- front page  
xxxxx
- personal TODO wishes      x