



# Board Member Agreement

As a member of the Board of Directors of the Open Source Initiative (OSI), I agree to meet the following expectations regarding my duties and responsibilities.

## Our Commitments to each other:

This Board agreement is intended to establish clear and specific shared expectations so that each member and the Board collectively can recognize and respond to issues and concerns predictably and consistently, foster a culture of honesty, transparency and mutual accountability, and promote fair and accurate disclosure and financial reporting and deter wrongdoing. This agreement is not intended to override any applicable laws or any obligations pursuant to OSI's Bylaws, Conflicts of Interest Policy, Code of Conduct, and Governance Guidelines or any other applicable policies.

The goal is to ensure that Board Members strive to foster OSI's Mission, Core Values and Commitments in an ethical and consistent manner. While the commitments in this agreement focus primarily on the spaces where we participate in official work (OSI Wiki, OSI list groups, IRC, meetings, conferences), it is important to recognize that the public behavior of members, including outside OSI-organized spaces, also reflects on the OSI.

## What's expected of each Board member

- Attend and participate in Board meetings and other forms of communication for ongoing discussions related to the OSI
- Provide financial oversight for planning, budgeting, and reporting to regularly review fiscal health of OSI
- Support the Executive Director by managing expectations consistent with OSI's strategic priorities as well as ensuring adequate resources are available for staff to implement strategy and goals
- Own vision and mission by working with the Executive Director to drive strategic direction and define goals in line with the mission. Approve and review a budget that helps ensure that OSI has the financial and other resources to support the vision and mission.
- Be ambassadors for OSI - Representation includes attending open source events on behalf of the OSI, as well as contributing to the OSI's communications efforts through online presence, or participating in community open source discussions while upholding the model of director behavior in this Board Member Agreement



- Be aware of and comply with the US laws and regulations that apply to OSI as a 501(c)(3) and not act outside of the scope of the OSI's legal requirements
- Be aware of and comply with the OSI Conflict of Interest Policy and [Code of Conduct](#)
- Be aware of and comply with privacy and disclosure rules and guidelines for OSI
- Agree to operate in the best interest of the nonprofit, including disclosure of potential or actual conflicts of interest and not using this position to further personal interest
- [Contribute to promotional and fundraising activities](#) to empower the executive director and staff
- Contribute to the annual performance review for the Executive Director
- Communication with staff and volunteers goes through the Executive Director or with their active consent.
- If you find yourself apologizing too much due to lack of your availability, missing more than two consecutive meetings, or missing more than four non-consecutive meetings, then you should seriously consider resigning. Two consecutive unexcused absences may lead to removal from the board.

## What Board Members Can Expect From Each Other

- Foster collaborative discussion and listen to understand. Critique ideas rather than people, discuss concerns about individuals with them directly first whenever possible
- \* Disagree during Board deliberation but support publicly all Board decisions, especially those that do not have unanimous consent, *as clarified in the attached Addendum.* RF
- Participate in board discussion by exploring issues in the context of the goals and mission of the organization.
- Expect and encourage Board directors and staff to respond in a straightforward and thorough fashion to questions they need answered so that directors can carry out their fiscal, legal, and other responsibilities to the organization.
- Aim to remediate quickly, honestly and thoroughly when you realize you made a mistake. Members are human, and they will make mistakes. However they should act swiftly and fully to acknowledge mistakes and correct them

## What the Board can Expect from OSI Staff

- Information provided by deadlines in order for Board directors to make timely decisions in the best interest of OSI
- Training, presentations, and scripts provided to support ambassador work
- Well communicated and organized board meetings including calendar invites, agendas, and board packets.
- The organization will maintain Directors and Officers insurance for legal liability, and the Executive Director will maintain financial, personnel, and other management systems and procedures expected of U.S.-based non-profit organizations.



**Signed by:**

Board Director

Date 2025-03-19

Print Name Richard Fontana

A handwritten signature in blue ink, appearing to read "Richard Fontana", written over a horizontal line.

Board Chair

Date \_\_\_\_\_

Print Name \_\_\_\_\_

Head of OSI

Date \_\_\_\_\_

Print Name \_\_\_\_\_

## **Addendum to the Board Member Agreement**

Board members will endeavor to publicly support Board decisions, especially in cases where consensus was not reached. However, it is understood that in extraordinary circumstances involving matters central to OSI's core mission and the public interest—for example, the certification or rejection of a license as conforming to the Open Source Definition, or amendments to the Open Source Definition—a Board member is not only free but encouraged to publicly express sincere dissent from the Board's decision, provided that the Board member:

1. Clearly states that they are speaking in their personal capacity.
2. Expresses institutional support for the Board and its decision-making process.
3. Adheres to their fiduciary duties and acts in a manner consistent with the integrity of the organization.

Additionally, if a Board member was elected based on a platform advocating specific reform initiatives within OSI, they may communicate publicly about their progress in advancing those reforms, to the extent such updates are not already evident from public Board minutes.

Furthermore, the expectation to publicly support Board decisions does not apply to:

- (a) Decisions made by the Board prior to the signing Board member's tenure.
- (b) Hypothetical future decisions.

Nothing in this agreement shall be interpreted to require silence in cases of whistleblowing or to compel actions (or inactions) that would contravene a Board director's fiduciary duties to the organization.

A handwritten signature in black ink, appearing to be "R. J. [unclear]", written in a cursive style.