

2014-04-15 OMRS Board Meeting

Attendees:

- Paul Biondich (executive director)
- Jamie Thomas (administrative support)
- Mitchell Baker
- Joaquin Blaya
- Bill Tierney
- Aamir Khan
- Chris Bailey

Recording:

https://www.uberconference.com/getmp3/AMIfv95DTE_ftpH38H1N29u23sFe_ijnolanAeAg6s69FiWOofxCQ_k OSDv5N_QSD2P6XZt7KPOMR6g7FQRK0mdvOCaW7ndpEIdnKvFNyPm5Pe5WNMHDv4LX0km6F9pmuW19mz-6mSTxdwcV3q8rcw1ctS8XPpK7EQ.mp3

Agenda:

- 1) OpenMRS, Inc. Organization Updates (15 mins)
 - IRS Status
 - Future Legal Proceedings
 - Brief financial update
- 2) Brainstorm for inaugural full board meeting (25 mins)
 - Planned Topics
 - Participants
 - Timing, Location
 - Costs
- 3) Administrative Updates (5 mins)
 - New legal counsel
 - D&O Insurance
 - Frequency of board meetings going forward
- 4) How OpenMRS is fulfilling its mission since we last talked (10 mins)
 - Country implementation updates
 - OpenMRS 1.0->2.0
- 5) AOB (5 mins)

Minutes:

TODO: Paul to send out notes from [last board meeting 2013-02-14](#).

1) OpenMRS, Inc. Organization Updates (15 mins)

- IRS Status
 - March 7th got designation - 509(a)(1) (public charity) status
 - OpenMRS, LLC transferred on April 14, will hold software copyright and trademark/workmark, no finances. Source code will be transferred to Inc. and OpenMRS, LLC will dissolve
 - Currently standing is OpenMRS 1, Ltd., basis for non-profit organization
 - paperwork describing all of this in out on the wiki
<https://wiki.openmrs.org/display/RES/OpenMRS1+Limited>
 - Chris: with WHO had on, in addition to corporate due diligence as Board member, the problems with open-source nonprofit status were not unique to OpenMRS. Was the approval exceptional or is this a trend → IRS understanding open-source systems better? A: there is an outstanding question in the U.S. government as to whether these organizations can exist as a public good vs. a loophole by which a commercial entity can escape development costs of software. The IRS made the case to us—and others—that they want to make sure that those who are benefitting are truly in the charitable class. So a number of applications are still waiting for nonprofit designation. We could establish an effective relationship with one agent who was able to help us—on the day she left the IRS.
 - Mitchell: our experience is NOT a hopeful indicator for open-source designations as nonprofits → for-profits are pushing back because someone might personally benefit from this.
- Future Legal Proceedings
 - Did not get 509(a)(3) however did get 509(a)(1) designation. So in preparation for the future Board meeting we can look at the way in which we want to organize the Board. So for instance our board does not have to have the majority members representing supporting organizations.
- Brief financial update
 - We established an accounting firm that handles financials (ie. taxes, paperwork, etc.). This group is generating an end of the year report that Paul will share with the Board in the near future.
 - **TODO:** Paul to send Board the OMRS end of the year financial report
 - The money that came into OMRS over the past 2 years = ~300k (200k Rockefeller Foundation and 100k extension last year)
 - 95k annual burn rate
 - ~75k in the bank
 - During the full board meeting we will come up with a Board rep who will be the Treasurer. The Treasurer would more closely scrutinize OpenMRS1's finances.
 - The specific activities of OpenMRS, Inc as a catalytic agent in the open-source community details of what we as a Board will be overseeing.
 - Distinction between business plan of OpenMRS, Inc. and the activities of the open-source community - *Board needs to be crystal clear on this role!*

2) Brainstorm for inaugural full board meeting (25 mins)

- Planned Topics
 - Historical Perspective on OpenMRS
 - Early goals
 - Growth of the community
 - Rationale behind LLC
 - Mission, Vision, Values
 - Role of OpenMRS, Inc. and role of the Community
 - 1, 2 and 5 year strategic goals for OpenMRS, Inc.
 - Review current business plan
 - Brainstorm, revise, extend business plan
 - Roles/Responsibilities of the Board and of the Community Leads
 - Establish board officers
 - Review community leads (get updates from each?)
 - Need to declare a Chief Operating Officer
 - Fundraising / Resource-raising Strategies
- Participants
 - If the meeting is operational then may make sense to have just Board but it also would be helpful to possibly have community leads to share knowledge around how OpenMRS works - to be discussed
 - Mitchell: we have 2 most important things:
 - role of OpenMRS (will evolve) → wide ranging → home for software around which a safe community grows, focus of fundraising, role in improving health care
 - strategic plan for doing the above
 - Bill would like to see us eventually get into steady state where we get reports of activities since the last meeting, ongoing activities (highlights), and near/long-term future plans. But to be useful, we all have to be on the same page as to our understandings of OpenMRS
- Timing, Location
 - We have an offer to host in NY from Rockefeller Foundation
 - Can host in Indianapolis
 - Travel plans over next 3 months for board members?
 - Yes, consensus is to have the meeting in the next three months
 - Maybe host the meeting around an implementers meeting to draw on resources for more knowledge (Fall 2014)
 - Since the implementers conference is not until the fall it is recommended the board meets in the next few months and then also try to meet during implementers meeting
 - 1.5 day meeting face-to-face meeting?
 - Mitchell offered hosting on the West Coast or Toronto
 - Bill also has some connections to host in DC or Alexandria

- The group believes that hosting in a city where other potential work can be coordinated.
- **TODO:** Each board member will send Paul and Jamie their travel to the west or east coast. As well when people are available for travel to the US and not traveling somewhere else.
- **TODO:** Paul will work on laying out some more specific dates and an agenda in the next 2 weeks.
- **Costs**
 - Mozilla might cover Mitchell's
 - Joaquin does not have an business reason to travel to the US so it would come out of his pocket or OMRS funds
 - Consensus is where people can cover their way they will and then OMRS will cover those that can't

3) Administrative Updates (5 mins)

- **New legal counsel**
 - Legal counsel since nonprofit established → got job done but took a lot of time because they didn't understand open-source or us → cumbersome and expensive
 - Paul reached out to the Open Source Foundation list for advice on new counsel and hooked up with Larry Rosen. Larry has offered to be our legal counsel going forward.
 - Mitchell knows Larry as patent and IP counsel so Paul will talk further about legal counsel offline.
- **D&O Insurance**
 - primarily protects directors and officers of an organization if it were to be sued
 - Paul is looking into quotes for the D&O insurance and then will share these with the board, cost will be \$600-1200/year because we don't have a lot of employees\
- **Frequency of board meetings going forward**
 - Requirement in Indiana is 1 board meeting a year but Paul was thinking it would be better to have them 2 times a year. We will discuss this further at the face-to-face board meeting.

4) How OpenMRS is fulfilling its mission since we last talked (10 mins)

- **Country implementation updates**
 - OpenMRS is being looked at from a nation level
 - Kenya - 400+ clinics rolling out national implementation
 - Rwanda - 300+ clinics
 - Philippines - 100+ clinics
 - Bangladesh - national implementation 1000+ clinics
 - Nigeria - 80+ clinics but scaling to be national
- **OpenMRS 1.0->2.0**

- Traditionally seen as a platform, not an application. A big organization or country could take this and create applications, but not the little guy
- Last month OpenMRS rolled out a 2.0 version.
- 2.0 version is the platform with reference application on top of it
- 140-150 people contributed to 2.0 release
- Trajectory of volunteer contributors continues to accelerate
- Managing volunteer interest → 8-10 new queries a week
- New CRM system in place → new people are being welcomed personally by another member of the community → ↑ conversion rate of interest to real contribution (new code, testing of existing code)

5) AOB (5 mins)

- Number of large organizations making contributions through support, like ThoughtWorks
- Partnering organizations signing formal MOUs with OpenMRS, e.g. SES out of Luxembourg → direct or indirect financial support plus implementation support opportunities in the community
- ENC is another partnering company → adding for-profit corporations to the community
- Chris: in Boston last week at workshop at Harvard → Ken Warman was there → moving BRS system to open-source platform
- Demand is not dwindling, just the opposite
- Joaquin: his company is scaling up like OpenMRS → how to beef up organization to make sure they can prepare themselves with scale

Original etherpad: http://notes.openmrs.org/2014-04-15_OMRS_Board_Meeting