

# 2018 GENERAL ASSEMBLY MINUTES

Association PostgreSQL Europe

13 rue du Square Carpeaux

75018 PARIS

## People attending the meeting

- Andreas Karlsson (kandreas)
- Andreas Scherbaum (ads)
- Balázs Bárány (BBarany)
- Bruno Friedmann (tigerfoot)
- Charles Clavadetscher (cclavadetscher)
- Christian Elmerot (Chreo)
- Christoph Moench-Tegeder (cmt\_)
- Daniel Gustafsson (dege)
- Dave Page (pgSnake)
- Eric Veldhuyzen ([Terral)
- Greg (thestark)
- Guillaume Lelarge (gleu)
- Gunnar "Nick" Bluth (nickbluth)
- Harald Armin Massa (ghum)
- Ilya Kosmodemiansky (hydrobiont)
- Jean-Christophe ARNU (jca)
- Jonathan S. Katz (jkatz05)
- Julien Rouhaud (rjuju)
- Jürgen Purtz (JuergenPu)
- Lætitia Avrot (laetitia)
- Magnus Hagander (magnush)
- Michael (mr\_)
- Pavel Golub (pasha\_golub)
- Robert Ivens (Possible)
- Stefanie Janine Stölting (stefanie\_)
- Stefan Kaltenbrunner (mastermind)
- Stéphane Schildknecht (SAS)
- Tobias Bussmann (TobiasBussmann)
- Vik Fearing (xocolatl)

16 GL

The first GA, which happened on June, 4th, 2018, didn't meet the quorum. These minutes is for the second GA meeting. As such, no quorum is needed. Thus, the meeting is valid.

Magnus Hagander is the president and Guillaume Lelarge is the secretary of the GA meeting.

Meeting starts at 21:01 (2018-06-11), on the IRC network freenode.net, channel #pgeu-ga2018.

Language is english, the report is available in english and french.

The agenda is:

- activities report for 2017,
- financial report for 2017,
- statute changes,
- 2017 activities (and some early in 2018).

## Activities report

Magnus Hagander gave a brief summarization of the Activities report.

Several questions were asked:

- Are the trademarks only Europe or does pgconf.us have any concerns?
  - The trademarks are only registered in Europe.
- Is the June time frame for the GA will now be the rule?
  - Yes, that is what we can expect. We would like the process to be faster, but it's not been so far. We don't get any advance notice from the accountants on how long it will take, but only that we can be sure it won't be january/february like before.

Votes: 19 voted Yes out of 22 present in the channel. 3 didn't vote.

Thus, the activities report is approved.

## Financial report

Guillaume Lelarge gave a brief summarization of the Financial report.

Several questions were asked:

- Is the tax situation now final? I mean that PG EU is now a non-profit organization which pays taxes and must include VAT for events.
  - Yes, the french agency made this decision, and there's no way, at least to our knowledge, to change that.
- What was the reason for that decision?

GL MB

- Basically, we had a turnover over a certain amount of euros. It's actually a general EU directive that's making countries add VAT to non profits in a lot of scenarios. It's differently implemented in different places, but it's a cross-EU movement. Then we also have income tax on it, which I believe is just a french rule. But it's really the VAT that's causing all the work.

Votes: 19 voted Yes out of 22 present in the channel. 3 didn't vote.

Thus, the financial report is approved.

## Statutes changes

Dave Page gave a brief summarization of the statutes changes the board wants to make.

There are 3 changes proposed, to resolve 2 potential problems. The first two changes are linked. They are intended to ensure that we do not get into a situation where we have a turnover of directors of more than 50% in any single election. If we do so, then we potentially lose a lot of experience and institutional knowledge, and put undue pressure on the remaining directors. The first change is to fix the number of directors. Currently, this can be determined by the board, but, in the future, it would require a member vote to add or remove director positions. The second change is to increase the term of service for directors from 2 to 3 years. This number ties in with the proposed fixed number of directors in that it ensures < 50% turnover every year.

Some questions were asked:

- What is the new election schedule? If it's still 2+3, then there is still the possibility of a large turnover.
  - It is expected that one or more directors will step down early in order to enable staggering of elections under the new term. That will be a matter for the board to figure out at the time, but isn't something that would be written into the statutes.
- So it would be 2+2+1 over the three years?
  - Yes.
- Can't people step down whenever they want anyways?
  - Yes, but that's not a regular turnover.
- How was the number 5 chosen?
  - It's the number of directors that we have now, and seems to be working well. With too few, there aren't enough hands. With too many, it can be harder to reach consensus. We've also seen similar organisations with lots of directors, many of whom just end up being silent most of the time.

Votes: 17 voted Yes out of 22 present in the channel. 1 voted No. 4 didn't vote.

GL 11/11

One more question was asked:

- May we ask why you (Guillaume Lelarge) voted against? since you're a board member and all...
  - Guillaume Lelarge: I'm against fixing the number of directors. Otherwise, I'm fine with the rest.

Dave Page says that it's worth noting that whilst the board will act as one once a decision is made, here (and in board meetings), everyone is entitled to their opinion.

We realise that there is currently a possibility for the Association to be "taken over" by a hostile company. They could potentially pay for a lot of members, and then vote in their own people over 2 elections. The third proposed change prevents that happening by ensuring that the board of directors cannot have more than 50% of directors be from the same company (or group company). We'd like to point out that this rule (the 50% one now suggested by Dave Page) is something that other parts of the PostgreSQL community has in an informal matter, such as the -core team. This basically just formalizes what has been a common practice before, and that is a bigger risk in an organisation like ours.

- 50% of 5 is 2.5, right. Does that mean 2 people from the same company? Isn't one more than enough?
  - Yes, it means maximum 2 of the same company, the point being that no company can get majority. If we require 5 board members from 5 different companies, we don't think we would continue as an organisation for very long. It would make it too hard to find new directors.
- So in the current statutes, the president has the final vote on a tie, how does that interact with the 50% rule?
  - There can be no tie in the event of 5 directors (except when one director is absent or does not vote).
- How many directors on -core ?
  - Core team currently has 5 members, though they aren't directors (it's not a formal org).
- Oh, what happens when people change companies? Do they have to step down if they break the rule?
  - We can, and should, of course not prevent directors from switching company. However, if they do switch in a way that breaks the 2-from-5 rule, they have to step down. It's written in the new statutes.

Votes: 16 voted Yes out of 22 present in the channel. 4 voted No. 2 didn't vote.

We also repeat the invitation to those that voted no, to propose what they would like to see the changes be, if they would like to see different changes instead of this. You can do this either to the board, and we will prepare something together with you, or you can propose it directly to the next GA if you prefer.

GL HA

## 2017 activities, and the first 2018 activities

Magnus Hagander gave a brief summarization of next year's activities (see the Activities report).

Some questions were asked:

- I (Vik Fearing) would add that pgDay Paris is also planned
  - Strictly speaking, pgday.paris has not been approved by the board for running again next year, but we were just going to mention that one and nordic pgday as very likely to run but not formally decided yet.
- And PGday Amsterdam?
  - pgday.amsterdam is not run by PGEU. pgday.amsterdam is an EnterpriseDB event, though it is intended as a community event, unlike PG Vision.
- What will PGEU do if the events are moved away?
  - It will still basically be PGEU that does it. They will just do it through a subsidiary, for accounting purposes. It will still 100% be PGEU control and work.
- OK, but what else does PGEU actually do?
  - Memberships. Attendance at non-PGEU events (like the fosdem devroom and booth, and representation at other events).
- Will the subsidiary have its own board?
  - These are details that are simply not known yet. Note that this is not something that is actually decided, we are still investigating the options. Most likely, it will be another GA for making a decision on the topic once we are ready.
- This year GA shows pretty clear, that there were a lot of issues which needed to be addressed, but were postponed for various reasons (trademarks, changes to statutes etc). Does that show that board should have some sort of TODO-list like postgres itself, to give a clue to members if they could help?
  - Nothing was postponed. The actual work was done on trademarks and drafting statute changes on time.
- Anyway, if the board is open to discussion from the membership about the events thing, is there an appropriate public forum for it?
  - The board definitely is. At this point, I would invite you to address the board directly in that question. Of course, it will all come into a public proposal at some point, at which point it will be open for public discussion. I (Magnus Hagander) personally think it's too early to draw it up in a public discussion yet, we simply don't know enough yet. But if you explicitly want to do it in public discussion you are of course allowed to do so (this is an open org after all). In that case, the correct venue is the pgeu-general mailinglist. In fact, if


GL MH


there are other people also interested in discussing this particular question, we could set up a working group specifically for it, that is not just the board. It would be better than flooding the -eu list with a long thread. So if anybody else wants to be part of this working group, please contact the board directly.

- What is the board planning to do about quorum for the first meeting?
  - The board currently has no plans on that one, and it's not a board question. this is something that would be proposed by somebody (either the board or a member) for next year's GA.

No votes.

Meeting ends at 22:41.

  
Magnus Hagander, President

  
Guillaume Lelarge, Treasurer

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