LINUX PROFESSIONAL INSTITUTE ("Corporation" or "LPI")

Draft Minutes for Annual General Meeting (AGM)

Held Saturday, June 26thth, 2021 at 1300 UTC

TO: The Members, Directors of the Corporation and Honored Guests

The 2021 Annual General Meeting (AGM) of the Linux Professional Institute was held on: Saturday, June 26thth, 2021 at 1300 UTC with a pre-meeting at 1200 (noon) UTC for Members only (to facilitate voting for the Board of Directors if members need assistance). Note that voting for Directors ended promptly at 1330 UTC.

The attendees received a separate email and personal invitation including a link to the virtual meeting site along with extensive information on how to vote and the voting process (an example of that is attached in Appendix One.

Copies of all assembled notes and inputs to the Meeting were also located in a public site on the Internet:

https://lpi.org/elections/2021/reports/

Previous to the call to order the attendees were minded by the Board Chair that the voting for new board members was to end at 1330 UTC.

A video of the entire meeting resides on YouTube at this location: https://youtu.be/w05trRCyloc

The agenda for the Meeting was as follows:

1. Call to Order and Poll to Meet Quorum (the lesser of one hundred (100) members or ten percent (10%) of the members entitled to vote at the Meeting):

Board:
Jon A. Hall, Chair
Bryan Smith, Secretary
Evan Leibovitch, Chair Governance Committee

Staff:

G. Matthew Rice (Executive Director)
Kenny Armstrong, Returning Officer
Kaitlin Edwards, Manager, Community Events

Members:

A list of member attendees is attached

Quorum was determined by staff using count of ticketed members signing into the call and the number of proxies that had been received (none). A list of attending members will be attached.

2. Declaration of Conflict of Interest - Jon A. Hall, Board Chair

There were no conflicts of interest declared.

3. Explanation of Resolution Procedures and Proxies - Jon A. Hall, Board Chair

There were no Proxies received or exercised.

4. Adoption of Agenda (Resolution 2021-0626-01)

Whereas the Linux Professional Institute is required to have an Annual General Meeting (AGM) and this meeting has been voted to be held on Saturday, June 26th, 2021 at 0900 EDT (1300 UTC) and;

whereas the membership has been found to have reached quorum and; whereas the draft agenda has been read;

BE IT RESOLVED that the agenda for the 2021 AGM is approved as presented.

Moved: G. Matthew Rice

Seconded: Kenny Armstrong

Thirteen affirmative [Eleven reported verbally during the meeting]

Zero against

Zero abstain

Resolution was passed

5. Opening Remarks – Jon A. Hall, Board Chair

6. Approval of Minutes for 2020 AGM (Resolution 2021-0626-02)

Whereas the Linux Professional Institute was required by law to hold an AGM in 2020 and; Whereas the sole member of that time, Torsten Scheck, waived that AGM;

BE IT RESOLVED that the Membership acknowledges that the 2020 AGM was waived and that no minutes are available

Moved: Kenny Armstrong Second: G. Matthew Rice

14 in favor0 against0 abstained

Resolution was passed

7. Report of Executive Director: "Annual Review and Moving Forward" - G. Matt Rice, Executive Director

The slides from the report are downloadable from here:

A recording of the ED presentation is here:

https://youtu.be/w05trRCyloc?t=910

At 13h31m26s UTC it was reported that the election for the new board was closed

8. Report of Treasurer: LPI Financial Audit of 2020 – Jon A. Hall, Board Chair

The video recording on the Financial Audit starts here: https://youtu.be/w05trRCyloc?t=1927

9. Resolution to accept the LPI Financial Audit of 2020 (Resolution 2021-0626-03):

Whereas Kwart & Company, Chartered Professional Accountants generated an audit approving of the accounting principles of Linux Professional Institute **and**;

Whereas the Board of Directors has reviewed the report on this audit and;

Whereas the Members have reviewed this audit;

Be it resolved that the audit is now formally approved by the Board and membership

Moved: G. Matthew Rice

Seconded: Kenny Armstrong

Thirteen in favor [Twelve reported verbally during the meeting] zero against zero abstentions

Resolution was passed

10. Resolution to appoint the firm of Kwart & Company as auditors for the year of 2021 (Resolution 2021-0626-04):

Whereas Kwart & Company, Chartered Professional Accountants have been approved to be the auditors for Linux Professional Institute for the year 2021 by the Board of Directors and; Whereas the Board and Staff have been satisfied with the quality of the firm's work; BE IT RESOLVED that the Executive Director is directed to engage Kwart & Company to be the auditors of the Linux Professional Institute for the calendar year of 2021.

The video discussing this resolution and voting on it starts at: https://youtu.be/w05trRCyloc?t=2307

Moved: Kenny Armstrong Seconded: G. Matthew Rice

Thirteen yes [Twelve Reported verbally during the meeting]

zero no [Two of the thirteen were incorrectly voted no during the meeting, but corrected

by chat during the meeting]

no abstentions

Resolution was passed

11. Report of the results of the Board Elections – Kenny Armstrong, Returning Officer

Kenny's written report is attached below. Sixty members out of 422 voted. There were two questions on the voting mechanism (fractional votes and "rounds") that were resolved by Kenny. Single Transferrable Vote methodology was used.

Evan Leibovitch explained how the members would choose their terms of office based on where they came in the voting. Four board members for a three year term, three board members in a two year term and three board members in a one year term.

https://youtu.be/w05trRCyloc?t=2632

The results of the elections and an evaluation of the voting by Evan Leibovitch are in Appendix Three

12. Welcome of new Board Directors and Plan of Transition – Jon A. Hall, Board Chair

Formal letters will go out welcoming candidates and scheduling a coordination meeting. Structure and officers of new board will be selected.

Coordination meeting will be held with existing board and board elect. This coordination meeting will be hosted by the Existing Chair.

Date and Time of day will be selected by consensus.

Discussion starts here in the video:

https://youtu.be/w05trRCyloc?t=3546

13. Any additional business - Jon A. Hall, Board Chair

Member questions, comments and resolutions

What is the function of the Executive Board, and is that manadtory?

The Executive Board is elected by the whole board and is limited to "day to day" functions, under the guidance of the By-laws. It is not mandatory.

There is also the ability for the board to create sub committees to do work. These report back to the board for board level resolutions.

Video starts at:

https://youtu.be/w05trRCyloc?t=3785

14. Closing Statement – Jon A. Hall, Board Chair

Video starts at:

https://youtu.be/w05trRCyloc?t=4049

15. <u>Motion to Adjourn Meeting (Resolution 2021-0626-LAST)</u>

BE IT RESOLVED THAT the meeting of Members is hereby adjourned.

Moved: Matt moved

An error was made that Jon A. Hall moved, but G. Matthew Rice seconded. Since the second was not needed, in effect G. Matthew Rice moved.

Video starts at:

https://youtu.be/w05trRCyloc?t=4131

Minutes submitted to Board and Membership by Jon A. Hall, Board Chair

Appendix One



Dear [NAME],

Save the Date! LPI Inaugural Annual General Meeting Saturday June 26, 2021

Linux Professional Institute (LPI) welcomes LPI members to join us for our inaugural Annual General Meeting (AGM) and Board Elections. The AGM will be held virtually on Saturday, June 26, 2021 from 13:00 - 15:00 UTC.

LPI Members have the opportunity to vote for the new LPI Board of Directors. As a Member of LPI, you play a vital role in our future.

Board of Director Candidates

The Linux Professional Institute (LPI) Board serves to drive the furtherance of our mission: to promote use of open source by supporting the people who work with it. Directors provide strategic high-level direction and oversight over all facets of LPI's certification, education, membership and other activities. To learn more about the overall

process, please visit the Governance page.

Check out the list of candidates before you vote! Meet the Candidates

How will voting work?

Voting will open **June 5, 2021**. At that time, members will have the opportunity to choose up to 10 (ten) Directors from a slate of candidates produced by the Nomination Committee. Voting for the Directors will officially close on Saturday, June 26 at 13:30 UTC during the AGM. <u>Only official ballots, which have been emailed to eligible voters, will be accepted. No additional election ballots will be available.</u>

To make the voting process easy and seamless, please view the guided 'how to' <u>video</u>. LPI will also hold a short guided tour prior to the AGM to help answer any questions.

We will be sending you more information as the process unfolds including your voting ballot, proxy information, and when the election comes you will have lots of time to determine the best candidates and then cast your vote.

Register Now!

Member Registration

Jon "maddog" Hall Board Chair, Linux Professional Institute

Name:
Address:
LPI ID:
I authorize the following person to act as my proxy at the Annual General meeting of Linux Professional Institute(LPI), held June 26 2021:
The Chair of LPI Board of Directors
or [name] of [address]
This person is authorized to vote in my place on:
All resolutions held at the meeting
The following resolution(s)
I am a Member of LPI and entitled to vote at this meeting, and authorize LPI to verify this if necessary.
Signed
Name Date **Add to webpage**

PROXY FORM

2. Check mark that they agree

Proxy voting

If you cannot attend the meeting but would like your vote *for resolutions made at the June 26th AGM* to count, you have the right to assign your vote you can check out the proxy information on our in one of two ways:

- **16.** Assign your vote to the Board Chair by proxy
- **17.** Assign your vote to another person by proxy

Note that this proxy can only be used for resolutions made at the June 26 AGM. It cannot be used for the election of Directors; each voter has already received their ballot for the Board election, and that ballot is not transferable.

To assign your vote to someone else, please fill out this **form**, sign and scan or photograph it back to <u>governance@lpi.org</u>. If not assigned to the Board Chair, the holder of your proxy is entitled to vote and speak at the meeting as a member provided that they attend the meeting.

You may also revoke your proxy any time before the AGM by emailing to governance@lpi.org a photo or scan of a signed statement making such a request. If you submit more than one proxy form, only the last one will be valid.

Appendix Two: Member Attendee List

Appendix Three Analysis of Board Election Results

The Linux Professional Institute announces the first Board of Directors elected directly by its membership. In alphabetical order they are:

VM (Vicky) Brasseur - USA

Christopher Fron - USA (current)

Dorothy Gordon - Ghana (current)

Jon Anderson Hall - USA (current)

Klaus Knopper - Germany

Mark Phillips - USA

Uirá Ribeiro - Brazil

Torsten Scheck - Germany (current)

Bryan J Smith - USA (current)

Thiago Sobral - Brazil

This result allows a continuity between the current board with an expansion of five new members.

Even Leibovitch, a current board member, decided not to run, instead lending his considerable knowledge and talent directly to LPI as a member of staff.

In future yearly elections electing approximately one-third of the needed board seats will automatically allow for continuity while reaching out to new candidates who have the talents needed by the Board at that time.

Below you will see an interpretation of the voting results used by LPI put together by Evan Leibovitch (Current Board member and Chairman of the Governance Committee), as well as the raw numbers from the system itself

The exact results will be used to allow the board members (both current and new) to choose an initial term of three, two or one year.

Rank	Name	Reason
1	Jon A. Hall	Top Votes Round 1
2	Klaus Knopper	Elected Round 1 (Tied with Uira), more votes in round 2
3	Uirá Ribeiro	Elected Round 1 (Tied with Klaus), fewer votes in round 2
4	Torsten Scheck	Elected in Round 2 with most votes
5	Dorothy Gordon	Elected in Round 2 with 2nd most votes
6	VM (Vicky) Brasseur	Elected in Round 2 with 3rd most votes
7	Bryan J. Smith	Elected in Round 3
8	Mark Phillips	Elected in Round 7
9	Thiago Sebral	Elected in Round 10
10	Christopher "Duffy" Fron	Elected in Round 11

Appendix Four: Board Voting Raw Data

LPI 2021 Board of Directors Election

Linux Professional Institute

June 5, 2021 at 1:25pm — June 26, 2021 at 9:30am

(GMT-05:00) EASTERN TIME (US & CANADA)

Completed

60 ballots submitted of 122 eligible voters (11 opened) — 49%

122 emails sent - 0 notices queued

 $https://secure.electionbuddy.com/elections/results_summary?election_ids\%5B\%5D=136030$

1/106/26/2021

Voting Results

Members at Large PREFERENTIAL — 10 VACANCIES

Round 1

Thiago Sobral 1.0 vote (1.8%)

Dave Mason 0.0 votes (0%)

Klaus Knopper

7.0 votes (12.7%)

Duffy Fron

1.0 vote (1.8%)

Dorothy Gordon 4.0 votes (7.3%)

Scott Sullivan 0.0 votes (0%)

Lior Kaplan 0.0 votes (0%)

Miguel Diogenes Matrakas 0.0 votes (0%)

Torsten Scheck 2.0 votes (3.6%)

VM (Vicky) Brasseur 3.0 votes (5.5%)

Jon "maddog" Hall

24.0 votes (43.6%)

Michinori Nakahara

1.0 vote (1.8%)

Uirá Ribeiro

7.0 votes (12.7%)

Mark Phillips 1.0 vote (1.8%)

Luiz Fernando Maluf 1.0 vote (1.8%)

Bryan J Smith

3.0 votes (5.5%)

After round 1, Klaus Knopper, Jon "maddog" Hall, and Uirá Ribeiro were elected for

reaching the quota of 5 votes each.

55.0 votes tallied and 5 abstentions

Round 2

Thiago Sobral 1.29 votes (2.4%)

Dave Mason 0.79 votes (1.5%)

Klaus Knopper 8.6 votes (16.1%)

53.47 votes tallied and 5 abstentions

https://secure.electionbuddy.com/elections/results_summary?election_ids%5B%5D=136030

2/106/26/2021

Voting Results

Duffy Fron

1.79 votes (3.3%)

Dorothy Gordon

7.11 votes (13.3%)

Scott Sullivan

0.79 votes (1.5%)

Lior Kaplan 0.0 votes (0%)

Miguel Diogenes Matrakas 0.0 votes (0%)

Torsten Scheck 7.21 votes (13.5%)

VM (Vicky) Brasseur 5.83 votes (10.9%)

Jon "maddog" Hall 5.43 votes (10.2%)

Michinori Nakahara 1.29 votes (2.4%)

Uirá Ribeiro 5.57 votes (10.4%)

Mark Phillips 2.02 votes (3.8%)

Luiz Fernando Maluf 1.51 votes (2.8%)

Bryan J Smith 4.24 votes (7.9%)

After round 2, Dorothy Gordon, Torsten Scheck, and VM (Vicky) Brasseur were elected for reaching the quota of 4.86 votes each.

53.47 votes tallied and 5 abstentions

Round 3

Thiago Sobral

2.13 votes (4.0%)

Dave Mason

1.0 vote (1.9%)

Klaus Knopper

5.45 votes (10.3%)

Duffy Fron

1.97 votes (3.7%)

Dorothy Gordon

5.69 votes (10.8%)

Scott Sullivan 1.05 votes (2.0%)

Lior Kaplan 0.47 votes (0.9%)

Miguel Diogenes Matrakas 0.08 votes (0.2%)

Torsten Scheck

6.28 votes (11.9%)

52.78 votes tallied and 5 abstentions

https://secure.electionbuddy.com/elections/results_summary?election_ids%5B%5D=136030

3/106/26/2021

Voting Results

VM (Vicky) Brasseur 6.05 votes (11.5%)

Jon "maddog" Hall 5.29 votes (10.0%)

Michinori Nakahara 1.76 votes (3.3%)

Uirá Ribeiro 5.23 votes (9.9%)

Mark Phillips 2.69 votes (5.1%)

Luiz Fernando Maluf 2.11 votes (4.0%)

Bryan J Smith

5.53 votes (10.5%)

After round 3, Bryan J Smith was elected for reaching the guota of 4.8 votes.

52.78 votes tallied and 5 abstentions

Round 4

Thiago Sobral 3.19 votes (6.1%)

Dave Mason 1.51 votes (2.9%)

Klaus Knopper 4.75 votes (9.1%)

Duffy Fron 2.55 votes (4.9%)

Dorothy Gordon 4.75 votes (9.1%)

Scott Sullivan 1.83 votes (3.5%)

Lior Kaplan 0.81 votes (1.5%)

Miguel Diogenes Matrakas 0.25 votes (0.5%)

Torsten Scheck 4.75 votes (9.1%)

VM (Vicky) Brasseur 4.75 votes (9.1%)

Jon "maddog" Hall 4.75 votes (9.1%)

Michinori Nakahara 2.57 votes (4.9%)

Uirá Ribeiro 4.75 votes (9.1%)

Mark Phillips 3.57 votes (6.8%)

Luiz Fernando Maluf 2.74 votes (5.2%)

Bryan J Smith 4.75 votes (9.1%)

52.27 votes tallied and 5 abstentions

https://secure.electionbuddy.com/elections/results_summary?election_ids%5B%5D=136030 4/106/26/2021

Voting Results

After round 4, Miguel Diogenes Matrakas was eliminated for not reaching the quota of 4.75 votes.

52.27 votes tallied and 5 abstentions

Round 5

Thiago Sobral 3.22 votes (6.2%)

Dave Mason 1.52 votes (2.9%)

Klaus Knopper 4.75 votes (9.1%)

Duffy Fron 2.69 votes (5.1%)

Dorothy Gordon 4.75 votes (9.1%)

Scott Sullivan 1.84 votes (3.5%)

Lior Kaplan 0.83 votes (1.6%)

Torsten Scheck 4.75 votes (9.1%)

VM (Vicky) Brasseur 4.75 votes (9.1%)

Jon "maddog" Hall 4.75 votes (9.1%)

Michinori Nakahara 2.59 votes (5.0%)

Uirá Ribeiro 4.75 votes (9.1%)

Mark Phillips 3.58 votes (6.8%)

Luiz Fernando Maluf 2.76 votes (5.3%)

Bryan J Smith 4.75 votes (9.1%)

After round 5, Lior Kaplan was eliminated for not reaching the quota of 4.75 votes.

52.28 votes tallied and 5 abstentions

Round 6

Thiago Sobral 3.25 votes (6.2%)

Dave Mason 2.05 votes (3.9%)

Klaus Knopper 4.75 votes (9.1%)

52.26 votes tallied and 5 abstentions

https://secure.electionbuddy.com/elections/results_summary?election_ids%5B%5D=136030

5/106/26/2021

Voting Results

Duffy Fron 2.84 votes (5.4%)

Dorothy Gordon 4.75 votes (9.1%)

Scott Sullivan 1.88 votes (3.6%)

Torsten Scheck 4.75 votes (9.1%)

VM (Vicky) Brasseur 4.75 votes (9.1%)

Jon "maddog" Hall 4.75 votes (9.1%)

Michinori Nakahara 2.62 votes (5.0%)

Uirá Ribeiro 4.75 votes (9.1%)

Mark Phillips 3.61 votes (6.9%)

Luiz Fernando Maluf 2.76 votes (5.3%)

Bryan J Smith 4.75 votes (9.1%)

After round 6, Scott Sullivan was eliminated for not reaching the quota of 4.75 votes.

52.26 votes tallied and 5 abstentions

Round 7

Thiago Sobral 3.39 votes (6.5%)

Dave Mason 2.33 votes (4.5%)

Klaus Knopper 4.72 votes (9.1%)

Duffy Fron 3.76 votes (7.2%)

Dorothy Gordon 4.72 votes (9.1%)

Torsten Scheck 4.72 votes (9.1%)

VM (Vicky) Brasseur 4.72 votes (9.1%)

Jon "maddog" Hall 4.72 votes (9.1%)

Michinori Nakahara 2.69 votes (5.2%)

Uirá Ribeiro 4.72 votes (9.1%)

Mark Phillips 3.87 votes (7.5%)

Luiz Fernando Maluf 2.83 votes (5.5%)

51.91 votes tallied and 5 abstentions

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6/106/26/2021

Voting Results

Bryan J Smith

4.72 votes (9.1%)

After round 7, Dave Mason was eliminated for not reaching the quota of 4.72 votes.

51.91 votes tallied and 5 abstentions

Round 8

Thiago Sobral 3.46 votes (6.7%)

Klaus Knopper 4.78 votes (9.2%)

Duffy Fron 3.79 votes (7.3%)

Dorothy Gordon 4.82 votes (9.3%)

Torsten Scheck 4.76 votes (9.2%)

VM (Vicky) Brasseur 4.72 votes (9.1%)

Jon "maddog" Hall 4.74 votes (9.2%)

Michinori Nakahara 2.85 votes (5.5%)

Uirá Ribeiro 4.72 votes (9.1%)

Mark Phillips 4.92 votes (9.5%)

Luiz Fernando Maluf 2.83 votes (5.5%)

Bryan J Smith

5.36 votes (10.4%)

After round 8, Mark Phillips was elected for reaching the guota of 4.7 votes.

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51.75 votes tallied and 5 abstentions
Round 9
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Thiago Sobral 3.75 votes (7.3%)

Klaus Knopper 4.68 votes (9.1%)

Duffy Fron 4.18 votes (8.1%)

Dorothy Gordon 4.68 votes (9.1%)

Torsten Scheck 4.68 votes (9.1%)

VM (Vicky) Brasseur 4.68 votes (9.1%)

51.48 votes tallied and 5 abstentions

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Voting Results

Jon "maddog" Hall 4.68 votes (9.1%)

Michinori Nakahara 3.14 votes (6.1%)

Uirá Ribeiro 4.68 votes (9.1%)

Mark Phillips 4.68 votes (9.1%)

Luiz Fernando Maluf 2.97 votes (5.8%)

Bryan J Smith 4.68 votes (9.1%)

After round 9, Luiz Fernando Maluf was eliminated for not reaching the quota of 4.68 votes.

51.48 votes tallied and 5 abstentions

Round 10

Thiago Sobral 5.52 votes (10.7%)

Klaus Knopper 4.68 votes (9.1%)

Duffy Fron 4.54 votes (8.8%)

Dorothy Gordon 4.68 votes (9.1%)

Torsten Scheck 4.68 votes (9.1%)

VM (Vicky) Brasseur 4.85 votes (9.4%)

Jon "maddog" Hall 4.68 votes (9.1%)

Michinori Nakahara 3.24 votes (6.3%)

Uirá Ribeiro 5.16 votes (10.0%)

Mark Phillips 4.68 votes (9.1%)

Bryan J Smith 4.77 votes (9.3%)

After round 10, Thiago Sobral was elected for reaching the guota of 4.68 votes.

51.48 votes tallied and 5 abstentions

Round 11

Thiago Sobral

4.76 votes (9.4%)

50.79 votes tallied and 5 abstentions

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8/106/26/2021

Voting Results

Klaus Knopper

4.7 votes (9.3%)

Duffy Fron 4.78 votes (9.4%)

Dorothy Gordon 4.73 votes (9.3%)

Torsten Scheck 4.71 votes (9.3%)

VM (Vicky) Brasseur 4.75 votes (9.4%)

Jon "maddog" Hall 4.67 votes (9.2%)

Michinori Nakahara 3.52 votes (6.9%)

Uirá Ribeiro 4.7 votes (9.3%)

Mark Phillips 4.74 votes (9.3%)

Bryan J Smith 4.73 votes (9.3%)

After round 11, Duffy Fron was elected for reaching the quota of 4.62 votes.

50.79 votes tallied and 5 abstentions

Round 12

Thiago Sobral

4.76 votes (10.1%)

Klaus Knopper

4.7 votes (9.9%)

Duffy Fron 4.78 votes (10.1%)

Dorothy Gordon 4.73 votes (10.0%)

Torsten Scheck 4.71 votes (10.0%)

VM (Vicky) Brasseur 4.75 votes (10.0%)

Jon "maddog" Hall

4.67 votes (9.9%)

Uirá Ribeiro

4.7 votes (9.9%)

Mark Phillips 4.74 votes (10.0%)

Bryan J Smith 4.73 votes (10.0%)

After round 12, Thiago Sobral, Klaus Knopper, Duffy Fron, Dorothy Gordon, Torsten Scheck, VM (Vicky) Brasseur, Jon "maddog" Hall, Uirá Ribeiro, Mark Phillips, and Bryan J Smith were elected for reaching the guota of 4.3 votes each.

47.27 votes tallied and 5 abstentions

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Voting Results

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