

## Annual Meeting of Members 2017

Minutes of the TM Forum's Annual Meeting of Members held online on  
Tuesday 30 January 2018 12:00 noon GMT

**Chair:** Mr David Pleasance – TM Forum Chairman

**Speakers:**

Mr David Pleasance – TM Forum Chairman

Mr Nik Willetts – President & CEO, TM Forum

Mrs Olga Martynov – Chief Financial Officer and Treasurer, TM Forum

**Attendees**

94 attendees to online AMOM with total of 53 eligible votes received; 1 eligible proxy received

**Agenda**

- Chairman's Introduction
- Introduction of Directors
- Financial Report and Appointment of Auditors
- Annual Report: *Forum strategy; progress of key strategic programs and outlook for the next 12 months*
- Q&A
- Any Other Business

With a quorum of members present, the meeting was opened by the Chief Executive Officer, Mr Nik Willetts who gave detail of the agenda and introduced the Chairman, Mr David Pleasance.

**Chairman's Introduction:**

The Chairman, Mr David Pleasance, welcomed everyone to the meeting and went on to give a brief summary of a year of change, with new leadership changes and a re-focus of strategic direction which is being manifested in an increase in both membership and member engagement. He commented that an internal focus on strengthening the organization and building more capability is helping the organization to be more strategic in supporting members with their digital transformation journeys. He noted that further change is required and that the benefits of this work should be realized more fully in the coming year.

The first order of business was introduced by the Chairman which was to accept the minutes of last Annual Meeting of Members by vote:

**Motion #1:** Resolved that the minutes of the meeting shall be taken as a true and fair record of the Annual Meeting of Members held on 9 November 2016.

**Proposed:** Mr David Pleasance, TM Forum Chairman

**Seconded:** Mr Nik Willetts, President & CEO, TM Forum

Accept: 88%

Abstain: 12%

Reject: 0%

Motion carried

### Introduction of Directors

The Chairman reviewed the role of the TM Forum's Board of Directors which includes setting strategic direction and providing guidance, support and inspiration to management, in addition to the fiduciary aspects of governance and oversight. He mentioned that changes are being made to the Board structure, composition and function to better align with the evolving needs of the Forum and to improve its effectiveness. Board activities are being segmented with the creation of new Board advisory committees to better leverage capabilities and align interests of Board members. And the succession process is being strengthened to expand Board diversity and increase engagement, in alignment with the expanding membership base.

The Chairman thanked the retiring members of the Board for their leadership, guidance and commitment to the TM Forum. He introduced each new Board nominee and referenced current Board members being proposed for term renewal. He then introduced the motion for the appointment of the directors:

**Motion #2:** Resolved that the eligible Members present hereby ratify the appointment of the persons listed on the TM Forum website to serve on the Board for a period of two years, and shall be Trustees under the laws of New Jersey.

**Proposed:** *Mr David Pleasance, TM Forum Chairman*

**Seconded:** *Mr Michael Lawrey, TM Forum Director and Chair of Finance Committee*

Accept: 94%

Abstain: 6%

Reject: 0%

Motion carried

### Financial Report

Chief Financial Officer and Treasurer, Mrs Olga Martynov, gave the financial review commenting that TM Forum is a financially healthy and stable non-profit organization. She explained the function of the Finance and Audit Committee of the Board and also the yearly independent audit process. She provided details around primary sources and uses of funds and noted that total balance sheet assets were consistent with the previous year. She commented that the financial objective is to operate with sufficient funds to deliver against priority strategic programs while maintaining an adequate level of member equity. Following strategic change and restructuring over the past year, 4% revenue growth is projected in the coming year along with an increase in member equity toward historic levels.

The 2016/17 Audit was completed by external auditors Smolin, Lupin & Co., P.A. They expressed an 'unqualified opinion' stating that the Forum's financial records and statements presented fairly the financial position of the TM Forum. Mrs Martynov noted that there had been recent changes made and approved to the IPR policy with the addition of Apache 2.0 licensing. The new policy is available for review on the TM Forum website (<https://www.tmforum.org/resources/standard/policy-on-intellectual-property-rights/>) and a copy of the Audit report is also available upon request via [omartynov@tmforum.org](mailto:omartynov@tmforum.org)

The Chairman then introduced the resolution to appoint the auditors:

**Motion #3** Resolved to appoint Smolin, Lupin & Co., P.A. shall be appointed as auditors for the corporation for the financial year 2017/18.

**Proposed:** *Mr David Pleasance, TM Forum Chairman*

**Seconded:** *Mr Michael Lawrey, TM Forum Director and Chair of Finance Committee*

Accept: 85%

Abstain: 15%

Reject: 0%

Motion carried

### **Chairman's Introductory comments:**

The Chairman, Mr David Pleasance, commented that TM Forum has an increasingly important role to play in supporting its members with their transformation journey. He discussed the critical importance of Collaboration and Innovation to achieving commercial success in the digital economy, along with the importance of Agility to keep pace with the market. He went on to describe the long legacy the Forum has of fostering both collaboration and innovation through its Catalyst and other programs and the valuable role it can play as an accelerator in helping members transform rapidly.

### **Annual Report - 2016-17**

The Chief Executive Officer, Mr Nik Willetts provided a review of the previous year. He introduced the new management team and explained that the Forum's strategic agenda had been refreshed to ensure the Forum plays a meaningful role in shaping the industry, based on the reality of the emerging digital ecosystem market is being served today. An increased focus on delivering tangible outcomes for members is being reflected in growing membership and member engagement around the world, which is the foundation for enhancing the business value provided to member companies.

Key achievements for the year included the delivery of 50+ Open API specifications, supported and used across the membership, 120+ unique member companies participating in the rapid-fire proof-of-concept catalyst program, 100+ organisations signing the City as a Platform Manifesto, plus increased member engagement, retention and satisfaction, reflected in a rise in Net Promoter Score from 10 to 23.

Through the member survey carried out at the end of 2017, key focus areas for 2018 have been established based on the critical challenges seen in the market today. Mr Willetts presented highlights of each of the Forum's five focus areas for 2018: Digital Maturity; Digital Leadership; Simplification, Automation & Intelligence; Game-changing Technologies and Digital Ecosystem Management. To showcase this work, the global event series is being reimagined under the new brand of Digital Transformation World, with events planned for Europe, the Americas and Asia.

Mr Pleasance added some closing comments where he acknowledged the leadership of the Senior Leadership Team over the past year along with the tremendous effort expended by the entire TM Forum team. He reiterated the Forum's aspiration to be a true business partner helping members to quickly adapt, transform and, in some cases, disrupt the market. Finally, he encouraged all members to explore more fully the potential of collaborating with the Forum and to leverage its tremendous capabilities and global network to accelerate their digital transformation agenda.

### **Question and Answer session**

The Chairman opened the floor for questions. He and Mr Willetts responded to questions from members which covered a variety of topics ranging from the events schedule through to the strategic challenges currently facing various software businesses.

### **Any Other Business**

No further business was tabled by the members attending the meeting.

The Chairman thanked the presenters and the attendees for their continued involvement and support of the organization and then closed the meeting.