
Financial Annual Report
1 January 2021 - 31 December 2021

Foundation for Public Code
(Vereniging)

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A. Narrative

The Foundation for Public Code was founded by Ben Cervený, Boris van Hoytema and Arnout Schuijff in 2019 to guide international collaboration among public organizations around codebase design, quality and governance.

Leveraging 30 combined years of experience working with cities and technology-enabled collaboration, Boris and Ben recognized policy and whitepapers were ineffective catalysts in this space. Their landscape analysis revealed that stewardship was the key to converting the massive public investment in open source and collaboration into long-term, sustainable implementation.

Based on their experience of technological innovation in a traditional industry, Pieter van der Does and Arnout Schuijff (co-founders of the Adyen payments platform) agreed with Ben and Boris that public organizations deserved better software. They joined the Board of Directors to share their expertise and connections.

1. General

1.1 Establishment and purpose; mission and vision

1.1.1 Establishment

The Foundation for Public Code was established on June 3, 2019 and is registered in the Commercial Register of the Chamber of Commerce under number 74996452. The statutory name of the organization is: Foundation for Public Code Vereniging (Association) and has its registered office in Amsterdam.

1.1.2 Statutory goal

The goal of the Foundation for Public Code is to support collective development and maintenance of public code (software and policy with a public purpose) in order to reduce risks, increase quality, reduce costs and increase sustainability (article 3.1 of the association bylaws).

Public code stewarded by the Foundation is openly available for reuse by everyone, but only members (wholly publicly owned organizations) can determine the organization's governance and the stewardship priorities.

The association seeks to achieve its goal by carrying out the following activities (article 3.2 of the association bylaws):

- a. the provision of services that can increase sustainability, quality and re-use of public code

- b. facilitating and encouraging the sharing of existing public code between public members and other public organizations
- c. carrying out research for the (further) development of public code
- d. drawing attention to problems ascertained and giving advice with regard to the public code they use
- e. everything related to or conducive to the above, all in the broadest sense

Absence of a profit motive

The Foundation for Public Code is not for profit, as is clear from the work it does and its bylaws (article 3.4)

Beneficiary of the liquidation balance

If the Foundation for Public Code's Board of Directors decides to dissolve the association, the association will continue to exist for as long as is necessary to liquidate the association's assets. Article 31.4 of the Foundation for Public Code's bylaws state that any positive balance at the time of liquidation will be given to either:

- a public benefit organization (ANBI) with a similar goal to the Foundation for Public Code
- a foreign organization dedicated exclusively or nearly completely to the public benefit with a similar goal to the Foundation for Public Code

1.1.3 Mission and vision

The Foundation for Public Code's mission is "to support collective development and maintenance of public code in order to reduce risk, increase quality, reduce cost and increase sustainability" (established in article 3.1 of the bylaws).

The Foundation for Public Code will deliver its mission by:

- enabling an ecosystem of Public Code software products, developed by and for public administrations to solve real problems for citizens
- building a collaborative community of developers and public organizations, which continuously improves and maintains public code products
- providing a certification system for software as [meeting the standard](#) set by the Foundation for Public Code
- building a trusted brand and an awareness of the value of public code.

The Foundation for Public Code is completely unique. There is no other organization that provides impartial codebase stewardship services designed to support open collaboration of public organizations for the benefit of citizens and taxpayers. This distinguishes it from organizations providing open source codebase stewardship for private sector projects, from vendors selling open source software development to public organizations, and from activist groups lobbying governments to spend taxpayer money only on open source software.

1.1.4 Founding principles and cultural values

Founding principles:

- We are a non-profit and non-partisan organization.
- We publish under licenses approved by the [Open Source Initiative](#) or [Creative Commons](#) licenses that do not limit commercial reuse.
- We are controlled by [our members](#), who are wholly publicly controlled organizations.*
- We strive to keep our membership as accessible as possible to potential members, regardless of size or location.
- We are committed to working with other organizations (commercial or non-profit) to achieve our mission.
- We prioritize long term sustainability and growth for the benefit of our members.
- Our work is open by default and welcomes contributions.

The founding principles were adopted by the Board of Directors on 23 August 2019.

(* In order to start as an association, 4 individual founders will play the role of member until there are enough public members for the organization to sustain itself.)

Cultural values:

Our cultural values are: open, quality, trust, community, helpful. These words signify the qualities we strive for in our activities, products, staff and resources.

1.2 Composition Board and Directors

1.2.1 Board

As of December 31, 2021, the composition of the Foundation for Public Code Association board is:

Chairman:	Ben Cervený
Secretary:	Boris van Hoytema
Treasurer:	Eric Herman

1.2.2 Executive team

Boris van Hoytema, Laura Scheske and Claus Mullie formed the executive team until Laura's departure in November. Their role was to implement strategic decisions on goals, organizational strategy and membership development.

1.2.3 Principal and secondary positions board and directors

Boris van Hoytema

Principal position

- Chief Executive, Foundation for Public Code

Secondary positions

- Secretary, Foundation for Public Code vereniging
- Member of the Board of Directors, Foundation for Public Code vereniging

Ben Cervený

Principal position

- Director, Multiple Ventures B.V.

Secondary positions

- Chairman, Foundation for Public Code vereniging
- Member of the Board of Directors, Foundation for Public Code vereniging
- President, Foundation for Public Code (contractor via Multiple Ventures B.V.)

Arnout Schuijff (Board member June 2019 - March 2021)

Principal position

- Chief Technology Officer, Adyen N.V. (until January 2021)
- Founder, Tebi.co

Secondary positions

- Treasurer, Foundation for Public Code vereniging
- Member of the Board of Directors, Foundation for Public Code vereniging

Pieter van der Does (Board member June 2019 - March 2021)

Principal position

- Chief Executive Officer, Adyen N.V.

Secondary positions

- Member of the Board of Directors, Foundation for Public Code vereniging

Eric Herman (July 2021 - July 2022)

Principal position

- Lead Codebase Steward, Foundation for Public Code

Secondary positions

- Treasurer, Foundation for Public Code vereniging
- Chair, Board of Directors, MariaDB Foundation

1.3 Remuneration Policy

Salaries are competitive and consistent with the social mission of the organization. The Foundation for Public Code reimburses reasonable expenses for staff, contractors and interns.

Compensation for employees of the Foundation for Public Code is at the midpoint of the salary scale in the non-profit sector. The gross annual salary of the Chief Executive of the Foundation for Public Code is 70,200 EUR (including vacation pay - 1 FTE / 12 months). The annual gross salary of the coordinators and codebase stewards is on average 66,931 EUR (including vacation pay, 1 FTE / 12 months). Both pay scales are well below the maximum of 168,893 EUR of Goede Doelen Nederland (GDN) framework.

Because the work we do is innovative and requires diverse expertises, individual agreements can be made with regard to each employee's salary.

Members of the Board of Directors are not paid for their work. A director may be hired separately and paid by the Foundation for Public Code for work performed in another role (e.g., manager, contractor). The Foundation for Public Code will reimburse directors for expenses incurred in connection with their duties as directors.

If warranted by the employee's performance, a salary increase may be given at the time of contract renewal.

We currently don't have a pension plan set up for staff. Once the organization matures, secondary employment conditions will be reviewed.

1.4 Guidelines and code of conduct

1.4.1 Guidelines

The Foundation for Public Code complies with the conditions of a Dutch public benefit organization (ANBI). For the preparation of the annual report and financial statements, we used the 650 Fundraising Organizations guideline of the Dutch Council for Annual Reporting (RJ) as issued in RJ-Uiting 2016.

1.4.2 Code of conduct

The staff of the Foundation for Public Code fulfills a crucial role in achieving our mission on behalf of our members, the wider community and the public benefit. Staff are expected to follow the general [code of conduct](#) that applies to our community. The staff code of conduct sets out the additional expectations we have of our staff beyond the community code of conduct.

The Foundation for Public Code is a trusted non-partisan organization that operates in sectors of the economy that have significant political interests. It is crucial that the organization as well as its staff are visibly independent, trustworthy, impartial and objective.

Conflict of interest

Staff members must immediately declare:

- a personal interest that might impair their independence
- any other potential conflict of interest

Outside activities covered by these rules, paid or unpaid, must first be approved by your manager.

Receiving gifts

Staff may not accept gifts, payment, or favors from non-member organizations, individuals or third parties without prior permission.

Gifts may only be accepted without prior approval when:

- there is a cultural, social or diplomatic obligation to accept the gift or it can be considered as promotional merchandise
- the value of the gift does not exceed €50
- there is no accumulation

Hospitality included in participation in an approved mission, conference, workshop or other meeting does not require separate approval.

1.5 Communication with stakeholders, community and general public

The Foundation for Public Code is an open organization with collaboration and transparency at its core. Our goal is to ensure that everything we do is open and publicly accessible. We document all of our activities, processes and organizational information so that our stakeholders, the community, and the general public can contribute to our work. The documentation of our work is core to our ability to deliver on our mission together with the community.

We continuously publish updates about our work via our website, social media, and mailing lists, in order to keep our audience informed. We also attend events throughout the year to engage with our stakeholders and raise awareness about public code.

1.6 Risk paragraph

The Foundation for Public Code was wholly philanthropically funded during the reporting period. We received donations from two parties:

- DC Butterfield and AD Rubio Memorial Foundation (Stewart Butterfield)
- Dia Holding B.V. (Arnout Schuijff)

These philanthropists share our commitment to our mission. To prevent undue influence, all donations are un-earmarked and go into our general operating budget, in compliance with our status as a Dutch public benefit organization (ANBI).

During this start-up phase, we try to look two years ahead with our financial planning. The organization has low financial risk: there are no debts and no assets. There was a loan agreement (anti-kraak) for the office until June 2021, which incurs no rent. Throughout 2021, we continued to work remote-first, which we started in response to government recommendations during the Covid-19 crisis. After the loan agreement expired at the end of June 2021, the contract has continued to be extended on a monthly basis until a tenant is found. All our activities are location independent, meaning the organization can continue to function in a remote-first context.

The current financial situation (including already-pledged future philanthropic gifts) gives the organization financial security until June 2023. We expect to receive both more member contributions as well as more philanthropic gifts. However, it is possible that the income will be insufficient to cover our operational expenses. Costs will then have to be drastically reduced. Since personnel costs comprise the majority of our costs, reductions will need to be made in this area.

1.7 Our continuity assumption

The Covid-19 crisis affected our freedom to do things and the effectiveness of our work. Due to travel restrictions and national containment measures, we were not able to meet with public organizations or attend events abroad, and our staff had limited possibilities to work in the office. Despite the physical limitations, we were able to maintain and generate relationships using digital means.

Due to the composition of our income stream, we do not expect a negative impact of the Covid-19 crisis on our operations in the short term.

The Foundation for Public Code is in the start-up phase and has not been able to build up resilience, for example in the form of a continuity reserve. As indicated earlier, the organization has a liquidity buffer until June 2023.

1.8 Future paragraph

The Foundation for Public Code maintains a clear financial policy with income sources to last beyond 2022. In the future, we aim to be primarily publicly funded, with additional philanthropic support. The financial sustainability of our organization should be secured by public funding, with philanthropic gifts used for additional activities such as awareness raising and ecosystem growth.

2. Fiscal affairs

2.1 Public Benefit Organization

On 3 June 2019, a notice was received from the Tax Office/Registration and Succession in 's-Hertogenbosch that the Foundation for Public Code Vereniging has been designated as an ANBI. The association continued to have the ANBI status in 2021.

All of the Foundation's funds are spent on achieving its mission and benefiting the public. Funds are not spent on the exclusive benefit of our members or other individuals.

3. Administrative affairs

The administration in 2021 was carried out by the Operations Coordinator (until October 2021), the CEO and the accounting firm GoedOpOrde.nl.

The financial statements for the period from 1 January, 2020 to December 31, 2021 were compiled by the external consultants and the annual report was prepared by the Board of Directors and Communications Coordinator.

The financial statements consist of the balance sheet, statement of revenue and expenses, cash flow statement, and notes to the balance sheet.

Name: **Boris van Hoytema**
Title: **Secretary of the Board**
Date: _____

Name: **Ben Cerveny**
Title: **Chairman of the Board**
Date: _____

B. Annual Financial Statements

The Foundation for Public Code was founded by Ben Cerveny, Boris van Hoytema and Arnout Schuijff in 2019 to guide international collaboration among public organizations around codebase design, quality and governance.

4. Financial report

4.1 Result analysis

The result analysis is based on the income statement for 2021 as included in the financial statements. The result analysis provides insight into the ratio of cost types in relation to revenue. In addition, the result analysis gives a picture of the differences compared to last year.

Profit and loss account multi-year overview

	2021	2020
Income	698,580	801,686
Cost	196,974	135,135
Income minus costs	501,606	666,551
People	595,440	615,368
Office and admin	43,996	36,881
Total	639,436	652,249
Operating result	-135,100	14,302
Financial gains and losses	- 4,771	- 39,787
Total	- € 139,871	- € 25,485

5. Financial statements

5.1 Balance sheet

After appropriation of the result.

Balance sheet assets	2021	2020
Tangible fixed assets	5,722	7,741
Fixed assets	5,722	7,741
Receivables	13,790	66,852
Cash at bank and in hand	786,839	1,317,997
Current assets	800,629	1,384,849
Assets	€ 806,351	€ 1,392,590
Balance sheet liabilities	2021	2020
General Reserve	- 508,343	- 368,472
Equity	- 508,343	- 368,472
Non-current liabilities	863,000	1,726,000
Current liabilities	451,694	35,062

Liabilities	€ 806,351	€ 1,392,590
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5.2 Profit and loss account

Profit and loss account

	2021	2020
Income	698,580	801,686
Cost	196,974	135,135
Income minus costs	501,606	666,551
People	595,440	615,368
Office and admin	41,266	36,881
Total	636,706	652,249
Operating result	-135,100	14,302
Financial gains and losses	- 4,771	- 39,787
Total	- € 139,871	- € 25,485

5.3 Notes to the financial statements

General

These are the second financial statements of The Foundation for Public Code Vereniging. The book year ran from 1 January 2020 - 31 Dec 2021.

The prior year was the first financial statements of The Foundation for Public Code Vereniging. Therefore the book year was an extended book year from 3rd June 2019 - 31st Dec 2020.

Continuity

With regard to the continuity of the Foundation for Public Code Vereniging we would like to refer to the board report.

Currencies

Items included in the financial statements of the company are valued with due regard for the currency in the economic environment in which the company carries out most of its activities (the functional currency). The financial statements are denominated in euros; this is both the functional currency and presentation currency of the company.

General principles

The financial statements are drawn up in accordance with the provisions of Title 9, Book 2, of the Dutch Civil Code and the Dutch Accounting Standards applicable to fundraising organizations (Richtlijn 650 Fondsenwervende organisaties as published by the Dutch Accounting Standards Board ('Raad voor de Jaarverslaggeving') as set out in "RJ-Uiting 2016-13").

Assets and liabilities are generally valued at historical cost, production cost or at fair value at the time of acquisition.

If no specific valuation principle has been stated, valuation is at historical cost. The valuation principles and method of determining the result are the same as those used in the previous year, with the exception of the changes in accounting policies as set out in the relevant notes.

Principles of tangible assets

Other tangible fixed assets are valued at historical cost or production cost including directly attributable costs, less straight-line depreciation based on the expected future life and impairments.

Subsidies on investments will be deducted from the historical cost price or production cost of the assets to which the subsidies relate.

Principles of receivables

Receivables are initially valued at the fair value of the consideration to be received, including transaction costs if material. Receivables are subsequently valued at the amortized cost price. Provisions for bad debts are deducted from the carrying amount of the receivable.

Principles of cash and cash equivalents

Cash at banks and in hand represent cash in hand, bank balances and deposits with terms of less than twelve months. Overdrafts at banks are recognised as part of debts to lending institutions under current liabilities. Cash at banks and in hand is carried at nominal value.

Principles of equity

The equity position of the Foundation for Public Code Vereniging is the result of the assets minus the liabilities.

A part of the equity position is the General reserve. A positive result of the income statement is attributed to the general reserve, while a negative result is deducted from it.

Principles of non-current liabilities

On initial recognition long-term debts are recognised at fair value. Transaction costs which can be directly attributed to the acquisition of the long-term debts are included in the initial recognition. After initial recognition long-term debts are recognised at the amortized cost price, being the amount received taking into account premiums or discounts and minus transaction costs.

Principles of current liabilities

On initial recognition current liabilities are recognised at fair value. After initial recognition current liabilities are recognised at the amortized cost price, being the amount received taking into account premiums or discounts and minus transaction costs. This is usually the nominal value.

Principles for determining the result

The result is the difference between income and cost in the income-statement of the Foundation for Public Code Vereniging.

Principles of revenue

Income comprises the income from member contributions, donations from private individuals and institutions, subsidies, and other income (e.g. results from financial instruments: interest, dividend).

Principles of operating expenses

Costs are determined on a historical basis and are attributed to the reporting year to which they relate.

Principles of wages and salaries; social security and pension costs

The benefits payable to personnel are recorded in the income statement on the basis of the employment conditions.

Principles of financial income and expenses

Interest income and expenses are recognized on a pro rata basis, taking account of the effective interest rate of the assets and liabilities to which they relate. In accounting for interest expenses, the recognized transaction expenses for loans received are taken into consideration.

5.4 Notes to the balance sheet

Tangible fixed assets

	2021	2020
Equipment	10,097	10,097
Depreciation Equipment	- 4,375	- 2,356
	€ 5,722	€ 7,741

The company uses the following annual depreciation percentages for tangible fixed assets - Other company equipment: 20%

Receivables

	2021	2020
Accounts receivable	12,486	12,486
Other receivables	641	13,150
Accrued assets	663	41,216
	€ 13,790	€ 66,852

Accounts receivable all have a remaining term to maturity of less than one year, unless stated otherwise.

Other receivables

	2021	2020
Deferred costs	641	13,150
	€ 641	13,150

Accrued assets

	2021	2020
Payment to be received	663	41,216
	€ 663	€ 41,216

Cash at bank and in hand

	2021	2020
Credits in bank accounts	786,839	1,317,997
	€ 786,839	€ 1,317,997

The bank balance can be called up immediately. There are no encumbrances on the bank balance.

Equity

	2021	2020
General Reserve	-508,343	- 368,472
	- € 508,343	- € 368,472

Over the period of 1st January 2021 - 31st December 2021, the result of the income statement was deducted from the General Reserve.

Non-current liabilities

	2021	2020
Amounts received in advance	851,100	1,726,000
	€ 851,100	€ 1,726,000

The Foundation for Public Code Vereniging started with a funding loan to cover running costs, provided by one of the founding members. The duration of the loan was 5 years, at an interest rate of 3%. A yearly redemption is granted to the Foundation. This funding loan was redeemed in 2020.

Current liabilities

	2021	2020
Deferred revenues	0	10,000
Accounts payable	2,899	24,727
Tax and social insurance premiums	12,312	335
Wages processing expenses	3,858	0
Accrued administration expenses	1,125	0
Other liabilities	431,500	0
	€ 451,694	€ 35,062

Tax and social insurance

	2021	2020
Payroll tax	12,312	335
	€ 12,312	€ 335

Wage processing expenses

	2021	2020
Net wages	3,858	0
	€ 3,858	0

Other liabilities

	2021	2020
Other liabilities	431,500	0
	€ 431,500	0

Off-balance sheet liability claims

The Foundation for Public Code Vereniging has no material balance sheet rights.

Off-balance sheet operating lease commitments

The Foundation for Public Code Vereniging has no operating lease commitments.

5.5 Notes to the profit and loss account

Income

	2021	2020
Contribution members	0	2,486
US Gifts	257,080	367,700
(Fiscal based) gifts	441,500	431,500
	€ 698,580	€ 801,686

Project & Community Management

	2021	2020
Project: Travel Expenses	10,085	3,730
Project: Marketing & Market Research	38,585	12,523
Project: Event/Community related	0	1,246
Project: IT expenses/Community related	41,824	97
	€ 90,494	€ 17,596

The project and community management costs are expenditures directly attributable to achieving the goals of the Foundation for Public Code.

Fundraising

	2021	2020
Fundraising	106,480	117,539
	€ 106,480	€ 117,539

The fundraising and membership development costs are expenditures directly attributable to achieving the goals of the Foundation for Public Code.

Total Costs

	2021	2020
People	595,440	615,368
Office and Admin	41,266	36,881
	€ 636,706	€ 652,249

People

	2021	2020
Wages and salaries	469,074	492,134
Social insurance premiums	100,722	99,581
Sick pay insurance	0	12,611
Other staff expenses	25,644	11,041
	€ 595,440	€ 615,368

During 2021, on average, 6.6 employees were employed on a full-time basis.

Other interest expenses

	2021	2020
Other interest expenses	4,771	39,343
	€ 4,771	€ 39,343