



Apereo Board Meeting Notes

28 August 2024

Officers:

- Chair: Josh Wilson
- Vice Chair: Wes Turner
- Secretary: (serving temporarily: Patrick Masson)
- Treasurer: Theresa Rowe
- Executive Director: Patrick Masson

Attending:

- Daniel Izquierdo Cortázar
- Inge Donkervoort
- Thierry Koscielniak
- Wilma Hodges
- Stephanie Lieggi
- Patrick Masson (ex officio)
- Angela Newell
- Salvador Pellicer
- Theresa Rowe (ex officio)
- Wes Turner
- Josh Wilson

Absent with apologies:

- Sam Lee Pan
- Stuart Phillipson

Absent:

- Shoji Kajita

Guests:

- None

Quorum: 9:08 AM EDT

Called to Order: 9:08 AM EDT

From Apereo Bylaws: Article VI. Section 7. Quorum

Fifty percent (50%) of the entire Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Board of Directors shall not conduct any formal actions, motions, decisions, policies or any related functions on behalf of the Foundation absent a quorum, unless specifically allowed under these Bylaws. The Directors present at a duly organized meeting of the Board of Directors may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. Less than a quorum may adjourn any meeting of the Board of Directors.

Agenda

Decisions & Reports (<30 mins)

1. Report: Chair's Preamble

- i. Introduction of a rotating schedule for hosting meetings.
(contact Josh with ideas)
- b. What we're attempting
 - i. Active, vocal Board
 - ii. Ensure sufficient meeting time for decisions
 - iii. Make Board Meetings safe spaces for ideation & contribution
 - iv. Fully discuss strategic decisions in advance and over time
 - v. Assume best intent on part of board members

- c. Experimentation
- d. Today's meeting structure
 - i. First, Decisions + Reports – not to exceed 30 mins
 - 1. Decisions first
 - 2. Reports afterward
 - ii. Then, Discussion of Strategic Issues – at minimum 30 mins

2. Decision: Approval of Past Meeting's Minutes (was Secretary's Report)

- a. Minutes of the July 2024 Board Meeting ([20240724 Draft Board Agenda](#))
 - i. Review of July 2024 Board Draft Minutes
 - 1. Discussion: No issues discovered.
 - ii. **MOTION:** Accept the minutes for July 2024 and post them on the Apereo website. (Forwarded: Wes, Seconded: Josh):
Vote 3, yes - 0, no - 6 abstain. Motion passed.
 - 1. For voting in chat
 - a. +1 = approve
 - b. 0 = abstain
 - c. -1 = disapprove

3. Decision(s): Timely New Business

- a. Approval of application for Fiscal Sponsorship, Dat.Ecosystem
 - i. [Dat.Ecosystem website](#)
 - ii. [Dat.Ecosystem application](#)
 - iii. [Incubation overview](#)
 - iv. [Dat.Ecosystem Fiscal Sponsorship Analysis](#)
 - v. Apereo Finance Committee has reviewed fully; recommends approval.
 - 1. Discussion:
 - a. Question re: Dat's purpose, use in academic research
 - b. Question re: relationship between Dat and Open Collective
 - c. Question: nature of 501(c)3 designation (by US Internal Revenue Service)
 - d. Question: what's Dat's revenue? What are apereo's responsibilities if Dat joins the foundation?

- vi. **MOTION:** Approve the application for Fiscal Sponsorship from Dat.Ecosystem. (Forwarded: Inge, Seconded: Wes?,): Vote tally: Vote: yes - 9, no - 0, abstain - 0, motion passed.
 - 1. For voting in chat
 - a. +1 = approve
 - b. 0 = abstain
 - c. -1 = disapprove
 - 2. Amended for approval: **RESOLVED**, that Apereo Foundation accepts Dat.Ecosystem as a fiscal sponsoree in alignment with the Foundation's tax-exempt mission and that The Apereo Foundation is authorized to execute a fiscal sponsorship agreement with Dat.Ecosystem.

4. Report: From the Treasurer

- a. Treasurer's "3 areas of focus"
 - i. Background reading:
 - 1. August 2024 Finance Committee minutes.
 - 2. July 2024 Financial Reports (Directory of all files).
- b. General update
 - i. Theresa advocates for the foundation's financial team on their behalf
 - ii. Wants to hear financial concerns from Board to take back to finance team
 - iii. Upcoming: Treasurer will forward the U.S. IRS 990 form to board for review.
- c. Update on Sakai accounting and internal financial review.
 - i. Sakai community members with accounting experience are meeting with Apereo controller.
 - ii. Very much looking toward a shared solution, but that solution must be in line with and adhere with general accounting practices and non-profit standing (accounting and reporting requirements.
- d. Update on Apereo audit.
 - i. Audit underway; expect to return audit information in November 2024
 - ii. Question: should we be concerned about the audit's outcome?
 - 1. Answer. Not concerned, but will need to act on the results.

5. Report: From the Executive Director

- a. ED's "3 areas of focus"

- i. Friends of Apereo campaign
 - 1. Launching Sept. 2024, running through Apereo's birthday.
 - 2. Targeting the Apereo community.
 - 3. Building community vs. raising funds
 - 4. [Membership](#) provides advocacy, not premiums
 - 5. 1,000 member goal
 - 6. LinkedIn Group
 - 7. EDUCAUSE affiliation
 - 8. Orienting all communications
 - a. All regular articles (blog posts) include a call to action, "Join Apereo," e.g. [FOSSY post](#)
 - b. Daily social media aligned with popular culture.
 - 9. Including membership drives at in-person events, including All Things Open and Educause.
- ii. NSF granting opportunities
 - 1. Four US National Science Foundation grant opportunities
 - a. POSE Grant assessment and outcomes convening, \$50,000
 - i. Partnering with ITHAKA S&R
 - ii. Other participants, [Sloan Foundation](#), [Chan Zuckerberg Initiative](#), [EdX](#)
 - b. POSE Phase I grant with "Doenet" University of Minnesota, \$30,000
 - i. Provide consulting and training services to assess the Doenet project and community and develop a sustainability strategy.
 - c. POSE Phase I grant with HAX The Web, Penn State University.
 - i. In development.
 - d. IUSE Institutional and Community Transformation Level 2 grant with ISOMETRIC, University of South Alabama, \$30,000.
 - i. Apereo will serve as an external evaluator focusing on two primary evaluation-related workstreams: (1) open source sustainability models and best practices and (2) advising on research related to open source projects.

- iii. Brand awareness
 - 1. Granting and fundraising opportunities, in addition to potential funding, create awareness of Apereo with both funding organizations and the organizations they work with. In addition to the above, other recent contacts include the United Nations, Open Forum Europe, BC Campus "Shared Educational Resources and Technology."
 - 2. Community Membership
 - a. Example: Institut Supérieur de Technologie, Gabon
 - 3. Please help
 - a. [Educause profile](#)
 - b. FoA [LinkedIn Group](#)
 - c. [MicroConference](#)
 - 4. Strategic engagement
(Education with OSS communities; OSS with education communities)
 - a. [All Things Open](#)
 - i. Table
 - ii. Community Leadership Summit
 - b. EDUCAUSE-[increasing profile](#)
 - i. Member profiles
 - ii. [Openness](#) and other [Community Groups](#)
 - 5. Engaging professional marketing consultants
 - a. [OSSHE](#)
 - b. [General brand awareness](#)
 - 6. OSSHE
 - a. Partner with ITHAKA S&R(?)
- iv. ED Activities
 - 1. Accounting activities
 - 2. Community activities
 - 3. Communications activities
 - 4. Development activities

Strategic Discussion (>30 mins)

(Postponed to September meeting)

Generally, no decisions will be made during this portion of the meeting.

6. Strategic Framework & Initiatives

(Tabled, an additional meeting will be scheduled to discuss the below...)

- a. See [☰ Strategic Framework & Initiatives, August 2024](#)
- b. Goals: awareness building, question generation
- c. Strategic Pillars
 - i. Expertise
 - ii. Stewardship
 - iii. Advocacy
 - iv. Empowerment
 - v. Innovation
- d. Brand Awareness/Relationship Building Initiatives
 - i. Conference outreach / coordinating tracks
 - ii. MicroConferences
 - iii. Friends of Aperio
 - iv. Granting fundraising (specific to relationship building, i.e., outreach to granting orgs)
- e. For later focus: grant funding opportunities; membership revenue models

7. Next Meeting's Agenda Setting:

- a. Carry forward: Strategic Framework & Initiatives
- b. New items?

8. MOTION: Adjourn the Meeting

(Forwarded: Wilma;, Seconded: Thierry): Vote tally: Vote: yes - 9, no - 0, abstain - 0, motion passed.

- a. For voting in chat
- b. +1 = approve
- c. 0 = abstain
- d. -1 = disapprove

Adjourned 10:00 AM EDT