



Apereero Board Meeting Minutes

25 September 2024, 10 am EDT

Officers:

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

Attending:

- Daniel Izquierdo Cortázar
- Shoji Kajita
- Wilma Hodges
- Stephanie Lieggi
- Angela Newell
- Salvador Pellicer
- Wes Turner
- Josh Wilson

Absent with apologies:

- Sam Lee Pan
- Stuart Phillipson
- Thierry Koscielniak
- Patrick Masson (ex officio)
- Theresa Rowe (ex officio)
- Inge Donkervoort

Absent:

- None

Guests:

- None

Quorum: 10:04 AM EDT

Called to Order: 10:04 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. Information: Chair's Preamble

- a. Reflections on last meeting
- b. Today's meeting
 - i. A key decision or two
 - ii. An experimental new start time (10 am EDT)
 - iii. An ask: serve as secretary?
 - iv. A second ask: represent Apereo at [All Things Open?](#)
 1. October 27-29, Raleigh NC, USA
 2. Free passes available

- v. Adjournment for informal strategic conversation
- c. For reflection in a few meetings... The Board culture we're seeking
 - i. Active, vocal Board (invitation: cameras on)
 - ii. Ensure sufficient meeting time for decisions
 - iii. Make Board Meetings safe spaces for contribution & ideation
 - iv. Fully discuss strategic decisions in advance and over time
 - v. Assume best intent on part of board members

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

- a. Minutes of the August 2024 Board Meeting
 - i. Review of August 2024 Board Draft Minutes
 - ii. **MOTION:** Accept the minutes for August 2024 and post them on the Apereo website. (Forwarded: Stephanie L, Seconded: Wilma L,):
 - iii. Tally of vote in chat
 - 1. +1 = approve – 7
 - 2. 0 = abstain – 0
 - 3. -1 = disapprove– 0

3. Decision(s): Timely New Business

- a. none.

4. Information: From the Treasurer

- a. Treasurer's "areas of focus"
 - i. Background reading:
 - 1. September 2024 Finance Committee minutes.
 - 2. **Important yet short** [explainer about audits of non-profit organizations](#) in the States
 - 3. August 2024 Financial Reports (Directory of all files).
- b. Clarification of Board's oversight role for finance
 - 1. Oversee and review monthly financial reports, and annual financial statements and documents, look for unusual activity, and question any item that does not appear to be in alignment with the mission.

2. Working with the Director and staff, understand Apereo's financial position, sources of funds, and how funds are used.
 3. Listen to and address any compliance issues.
 4. Approve specific budget activities within the scope of the Bylaws.
 5. Ensure that financial matters and reports meet Board expectations, standard accounting practices, and are transparent and accountable
- ii. Takeaways from finance committee review of audit progress
1. Timeframe: likely acknowledgement in October
 2. For Board consideration: material questions, if any, raised by audit

5. Information: From the Executive Director

a. ED's "3 areas of focus"

i. **Information:** Membership growth

1. [Friends of Apereo Individual Memberships](#)

a. While projected revenue will be low, the primary benefit will be re-engaging with the Apereo community and cultivating ambassadors to help with future institutional and corporate membership and brand awareness activities.

- i. Launched Sept. 2024, running through Apereo's birthday.
 1. Initial press release
 2. Appeal to Apereo Board and PMC members
 3. Phased letters from Apereo staff
 4. Social media campaign
- ii. Targeting the Apereo community.
- iii. Building community vs. raising funds
- iv. [Membership](#) provides advocacy, not premiums
- v. 1,000 member goal
- vi. Other updates?
- vii. What metrics about this campaign are meaningful to the Board?

ii. **Information:** Revenue activities

Traditional memberships continue to fade, with two campuses notifying Apereo over the last month that they will end/reduce their support. One campus is ending both its foundation and project support, while the other will continue with a foundation membership and support one project while ending support with another Apereo project. Tying Apereo funding to a project's adoption/support leaves the foundation vulnerable; should a campus migrate off an Apereo project, Apereo and the project lose support. In order to provide value, at the foundation level, several programs are under development.

1. Grants

Apereo is offering itself (the foundation's expertise, experience, and staff) as a resource to campuses seeking grants related to open source development and sustainability.

a. Sloan Foundation

- i. [Sloan has recently begun supporting Academic OSPOs.](#)
- ii. Apereo has been engaged by Sloan to support a review of this initiative.
- iii. Apereo has also secured support from Sloan to support an NSF workshop (see below).
- iv. The above activities with Sloan has re-introduced and elevated Apereo to Sloan program managers.
 1. Sloan has requested a meeting to learn more about Apereo's broader suite of services (beyond fiscal sponsorship) and our "OSPO as a Service" and "Foundation as a Service" membership offerings.
- v. Josh Baron has emphasized, and is working with, a grant funding philosophy where funders and program managers tend to work with the organizations they know AND the organizations that other granting organizations support. Our efforts to increase awareness and engagement with NSF, CZI, Gates, Mozilla, Sloan, is beginning

to show benefits as Aperero's scope of practice becomes better known among key funding organizations and they see us engaging with their peers.

- b. NSF workshop
 - i. NSF denied and returned the initial proposal (\$50,000) with comments and an invitation to re-submit. The new proposal is due Oct. 10th.
 - ii. Confirmed partners include
 - 1. Ithaca event management, grant writing, report writing
 - 2. Sloan Foundation (matching NSF funds, \$50,000)
 - 3. Chan Zuckerberg Initiative (\$5,000)
 - 4. edX (exact amount pending)
- c. "DoeNet" University of Minnesota (\$30,000, one year)
 - i. Aperero will serve as a contracted partner.
- d. ISOMETRIC, University of Southern Alabama (\$30,000/yr for three years).
 - i. Aperero will serve as an external evaluator.

2. Campus member engagement

- a. Reaching out to campus contacts to introduce membership models and their value proposition to address/engage with emerging trends in edtech/open source, e.g., academic OSPOs. Open Science/Research, Increased regulations (SBOMs, CRS, standards, etc., other open initiatives (OER), etc.), and Aperero extended the scope of services.
- b. These meetings are also an attempt to re-engage with individual member campuses to share the broader scope of services Aperero can offer beyond fiscal hosting for projects they have implemented and break the above Aperero==project membership perception.

iii. **Information:** Brand awareness

- 1. Currently researching and scoping potential professional services with marketing agencies to engage in a more formal brand development/awareness campaign.

2. The membership campaign *is* a brand awareness campaign.
 - a. Many people once deeply engaged with Apereo are no longer involved. Like the broader support issues with Apereo==projects, if individual contributors' focus was on a project, if their campus or they leave a project, then they have no further connection with Apereo, even if they are proponents of open source in education.
3. [Open Source Software in Higher Education](#)
 - a. The draft OSSHE survey is under review and is scheduled to run through September and October with an initial report of findings to be shared at EDUCAUSE.
4. Apereo will be attending both Educause and All Things Open
 - a. Apereo will have three sessions at Educause
 - i. [Open Source In Higher Education: A Community Report](#)
 - ii. [From Crisis to Innovation: Open Strategies for Sustainable Online Learning](#)
 - iii. Openness Community Group (under development)
 - b. Apereo will have a table at All Things Open and is recognized as a Media Partner.
5. Granting agencies are getting to know us.
- b. ED Activities, in detail
 - i. Please send any questions regarding activities to Patrick.
 1. Accounting activities
 2. Community activities
 3. Communications activities
 4. Development activities

6. MOTION: Adjourn the Meeting
(Forwarded: Wes T.; Seconded: Stephanie):

Adjourned 10:30 AM EDT

Strategic Discussion (>30 mins)

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

7. Strategic Framework & Initiatives

- a. See  Strategic Framework & Initiatives, Fall 2024
- b. Discussion Goals: awareness, questions
- 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

Lots of initiatives. Wes suggests that a headlining report would be useful.

Projected outcome, success criteria.

Wilma asks for more details about projects. Synopsis useful. DoeNet / U MN in particular.

8. Next Meeting's Agenda Setting:

- a. Carry forward?
- b. New items?