Apereo Board Meeting Minutes

23 October 2024, 10 am EDT

Call-in Information:

- Online: please log in to BigBlueButton at: https://apereo.gl.rna1.blindsidenetworks.com/rooms/pat-i7z-wu8-pi1/join
- **Phone:** To join this meeting by phone, dial:
  1-863-208-0022
  (1-855-215-5935 toll-free)
  Then enter 466 011 566 as the conference pin number.
  Tip: Press the '0' key on your phone to mute/unmute yourself.

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
- Angela Newell

- Wes Turner
- Josh Wilson
- Theresa Rowe (ex officio)
- Inge Donkervoort

Absent with apologies:

- Sam Lee Pan
- Stuart Phillipson
- Patrick Masson (ex officio)
- Stephanie Lieggi
- Thierry Koscielniak (unable to connect from Educause)

Absent:

- Salvador Pellicer

Guests:

- None

Quorum: 10:05 AM EDT

Called to Order: 10:05 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. Today's meeting
   i. Continuing our experiment with start time (10 am EDT)
   ii. Seeking a secretary

b. 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 September 2024 Board Meeting (20240925 Board Meeting Minutes)
   i. Review of Minutes
   ii. **MOTION**: Accept the minutes for September 2024 and post them on the Apereo website. (Forwarded: Wilma, Seconded: Inge):
   iii. Tally of vote in chat
      1. +1 = approve – 5
      2. 0 = abstain – 0
      3. -1 = disapprove– z

3. **Decision(s): Timely New Business**

a. none.

4. **Information: From the Treasurer**

a. For review: Apereo Foundation USA IRS tax form 990. (Theresa provides overview) .
   i. It's a required tax form for USA. Must be filed annually. In Part 6 Section B → policies. Requirement to provide a copy to the Board, as the governing body of the Foundation, before filing.

ii. The Board has been given a copy of the 990. The Board has an opportunity to submit questions by email to accounting@apereo.org by the end of local business day on Wednesday, Nov 6, 2024.
iii. Daniel asks about board liability policy. Theresa to follow up. Also Patrick's liability related to the 990. We need to review board liability insurance status; Theresa will follow up with Accounting (Phyllis).
iv. Daniel also asks if the bylaws state that the board isn't compensated. Wilma looked up the Apereo Bylaws: Section 9. Compensation.
v. Important, brief contextual readings about Form 990.
    1. Presenting the Form 990
    2. How to Read 990 as a Board Member
vi. Form 990 and attachments
    1. Form 990 Draft, 2023
        a. **Board should focus on sections I, III, VI, IX, with attention to blue-colored text.**
    2. Addendum: Schedule B, list of contributors > $5,000 USD
vii. Deadlines
    1. Board review/comment
        a. October 23, 2024: Treasurer will read 990 review into the minutes
        b. **November 6, 2024: Send any comments or updates to accounting@apereo.org**
    2. E-filing
        a. Deadline: 11/15/24
        b. Patrick will sign

b. Background reading:
    1. October 2024 Finance Committee minutes
        a. Wes noted we've appropriately reduced expenses and we are continuing to focus on revenue streams.
    2. September 2024 Finance Committee minutes.
    3. August 2024 Financial Reports (Directory of all files).
    4. **Important yet short** explainer about audits of non-profit organizations in the States

c. 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

(From the Chair, in the ED's stead)

a. Brand awareness growth activities
   i. October 21 - 24: EDUCAUSE Annual Conference, San Antonio, TX, USA
      a. Participating in 2 sessions
         i. Open Source In Higher Education: A Community Report
         ii. From Crisis to Innovation: Open Strategies for Sustainable Online Learning
         iii. Patrick is now leading the Openness Community within Educause.
      b. Soft launching Open Source Software in Higher Education Survey; survey instrument now open to respondents.
         i. *Josh needs to ask Patrick whether board members can / should respond to OSSHE. Or if you're a partner.*
   2. October 27 - 29: All Things Open Conference, Raleigh, NC, USA
      a. Apereo has a table, as we did last year
      b. Recognized this year as Conference Media Partner
b. Membership growth activities
   1. Friends of Apereo Individual Membership Campaign
      a. Sept 2024 - December 2024

c. Revenue growth activities
    1. Upcoming: Discussion in November with Sloan Foundation, which has recently begun supporting Academic OSPOs
    2. Continuing outreach to granting organizations
d. 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:, Seconded: Wilma):

   Adjourned 10:41 AM EDT

Strategic Discussion (>30 mins)

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

7. **Strategic Framework & Initiatives**
    a. Follow-up review of strategic awareness table from Patrick. See Strategic Framework & Initiatives, Fall 2024 .
        i. Additional feedback on awareness model
    b. Strategic Pillars
        i. Expertise
        ii. Stewardship
        iii. Advocacy
        iv. Empowerment
        v. Innovation

8. **Potential new policy:** funding travel of Board members to conferences purely for the purpose of promoting Apereo
    a. Arguments in favor

i. Board members are needed to promote brand awareness of Apereo at identified key brand awareness events: FOSSY, OW2, EDUCAUSE, ATO
ii. Unreasonable to expect that home institutions/organizations will support travel purely for Apereo business
iii. Board members can connect personally while serving Apereo at these events
iv. Others?

b. Arguments against
   i. Unbudgeted expense, in a period of declining revenue
   ii. Board members already travel to key awareness events without any added support from Apereo?
   iii. Others?
c. Board feedback, in chat:
   i. Angela: If we are already going to a conference, maybe Apereo could create a badge ribbon (like a speaker ribbon) that we could wear on our badge.
   ii. Theresa: I think I need to discuss any tax implications or accounting notes.
   iii. Angela: And we could have talking points that we have created to help people understand what Apereo is.That's just Ambassador work and I don't think that there would be any tax implications.
   iv. Wes: +1 Theresa. Tax implications would be important.
   v. (Theresa to follow up. Gift in kind? Contractors? Relevance of our policy re: Dolphin awards.)
   vi. Daniel: At the innersource commons we typically name an ambassador, that person brings stickers, etc, but it's kind of the contact point for that foundation in that conference
d. Next steps, if any?
   i. Bring back to next month’s meaning
   ii. Inge is generally +1 to discussing this further.

9. Next Meeting’s Agenda Setting:

a. Carry forward?

b. New items?