

Apereo Board Meeting, 01 June 2014

Hilton Downtown - Miami, Florida

Alto Room

Officers:

Chair: Theresa Rowe

Secretary: Doug Johnson

Vice Chair: Jim Helwig

Treasurer: Charlie Leonhardt

Executive Director: Ian Dolphin

Called to Order: 10:17 AM EDT

Adjourned: 5:03 PM EDT

ATTENDING

Theresa Rowe, Chair

David Ackerman

Josh Baron

Tim Carroll

Ian Dolphin

Jim Helwig

Doug Johnson

Shoji Kajita

Charlie Leonhardt

John Lewis

Alain Mayeur

Robert Sherratt

Steve Swinsburg

Absent: David Kahle

AGENDA

1000 – 1030 Welcome and Intro (Theresa)

- Themes: sustainability, community, strategic marketing/communication (noting successes, positive future direction)

1030 – 1100 Membership Overview – State of the Membership (Ian)

- Risk Assessment
 - Tendency to look at US #s; but Apereo is an International organization
 - 1/3 of members are outside of US; that percentage is growing
 - *But only one Board nominee is outside US*
 - *US membership dynamics and growth internationally suggest need to aggressively recruit non-US board members*
 - Most membership losses are associated with leadership changes at institutions, local budget issues, problems/issues/concerns associated with specific projects
 - Need to respond by ramping up messaging around products, not organization
 - Growth in products applying for Incubation is steady (see below)
 - Approaching foundations for a new infusion of investment \$\$?
 - #1 risk to Apereo is loss of Ian; hence incentive plan
 - CRM and recruitment as well as intervention with existing/changing leaders to mitigate desire to move away from past investments
 - Additional risk related to reducing travel in an international organization;

- We have a compelling story in international terms
 - Involve Board members
- Membership and dues changes
 - Tiers: evaluator, adopter, contributor, partner, investor
 - Objectives
 - Long-term, sustainable solution – implies flexibility
 - Equitable dues for non-US members
 - Also for commercial affiliates
 - Undock projects from foundation (primarily Sakai)
 - e.g. why does Sakai have an Apereo employee (Caidin) while no other project has such?
 - Remove barriers to entry
 - Dues Structure
 - Foundational
 - Regional
 - Budget *n* currency (don't base everything on dollars)
 - Begin with selected regions where we have membership
 - Software Community
 - Communicate as “shared investment”
- **Action Item: Subcommittee**
 - **Membership/dues structure (Ian, Doug, David, Charlie)**
 - **donations structure including charitable contribution**
 - **Marketing! (see Communications below)**
 - **Target: 90 days (Sept.)**

Personal thought: Alain mentioned that he values f2f meetings because it is easier to understand and participate in discussions. This is an important point and may suggest the value of more F2F meetings, especially if/when the Board internationalizes. See Risk Assessment, above. [dfj]

1130 – 1230 Relationships / Competitive and Collaborative Impacts

- Tactical opportunity to create connections to other parts of the open source world.
- These would enhance existing relationships such as ESUP, Axios OSS SIG (Japan), SoLAR, Internet2/Incommon, OSI
- PESC? IMS?
- Three new projects in negotiation to enter incubation this summer
- What about pursuing a merger with some other groups?
 - Consensus that this would divert attention at a time we should keep focus on growing/developing Apereo
- Relationship types:
 - Projects that move under the Apereo umbrella
 - Projects that remain outside of Apereo
 - Apereo may play a role guiding projects to merge with other OS organizations depending on missions/cultural framework
 - Organizations whose work/mission is amenable to collaboration
 - Organizations not amenable to collaboration

- National Consortia with which Apereo might establish working relationship (e.g. ESUP, Axies Japan)

1315 - 1415 Communications / Outreach / Recruiting

- Planning:
 - Differentiated and targeted
 - Emphasis on decision makers, thought leaders
 - Use partnerships
 - Foundation level – render less abstract
 - Project level – harvest community resources and amplify
 - ED devote *significant* time to this through 2014
- Get news items from project groups
 - Need list of trigger events to help projects recognize when a press release should be generated
 - Templates to help project participants think about different kinds of messaging: key events in life of project, user testimonials, social networking technologies (Facebook, Twitter, Google Groups, etc.)
 - Leverage other project-specific events, i.e. OpenCast conference
 - Senior leadership (showcase) program prior to major conferences
- **Action Item: Subcommittee**
 - **Leveraging HE Marketing programs & students (Josh Baron, Theresa Rowe, New Board Member)**
 - **Internships? Becoming part of the fabric of learning for HE institutions**

1415 - 1500 Trade / Service Marks

- Need to act to prevent “dilution” of trademarks, product names, etc.
 - Failure to defend marks can render ownership moot
 - Committee members evaluated trademark statements associated with Moodle, Apache Foundation, etc.
- **Action Item: Ian will approach current users about implications of their use of “Sakai”**
- **Action Item: Register important service and trademarks ASAP (Ian, John Lewis)**
 - **Add “Register trade and service marks” step to incubation process; beef up material discussing this;**
 - **Develop policy and Licensing rules.**

1500 – 1600 ED job description and performance goals

- Proposed job description reviewed and edits suggested
 - **Josh Baron moved to accept the job description as edited; Robert Sherratt seconded. Approved.**
- Proposed Performance Goals
 - a) Communications
 - b) Incubation Process
 - c) Events
 - d) Partnerships
 - z) Membership & Revenue
- Expressed need for a set of clear performance metrics for organizational health
 - a) Strong fiscal management measured by maintaining a balanced budget

- b) Membership #s
 - New members, Retained members, Lost members
 - Location of members
- c) # Projects
 - Type and size of projects
 - Point of origin of projects
- d) Growth in revenue
- e) # Volunteers participating
 - Code submitters
 - Mentors
 - Other participants
- **Action Item: Ian will develop a scorecard of metrics for Organizational Health**
- **Action Item: Performance goals discussion is tabled until Organizational Health Scorecard is developed**

1600 – 1700 Incubation

- Concern with need to increase the number of incubation Mentors
 - Recognize existing Mentors
 - In Opening/General Session
- Incubation process may need to be refined
 - Concern with proposed new features/modules for existing products

Adjournment: David Ackerman moved, Tim Carroll seconded: Meeting adjourned at 4:21PM (EDT)

Future Agenda Items

- **Discussion - Performance Goals for Executive Director**
 - Ian Dolphin. 2-3 goals
- **Planning for future events**
 - Educause National - proposals.
 - Nicole is researching

Pending Action Items [Recently Completed Action Items are in **Brown**]:

1. **Best Size of Board** (21 January)

- David Ackerman suggested that interim Board appointments not count against the two-term limit. **Approved by consensus, 18 March 2014.**
- Ian suggested newly elected offices not be on the roll-off list. **Approved by consensus, 18 March 2014.**
- Ian will draft an election schedule and an email calling for nominations. **[Done]**
- Details for next election cycle to be finalized at an upcoming Board meeting. **[Done]**

2. **Executive Director Performance Goals** (21 January)

- Ian will draw up a draft set of performance goals; these shall be a topic of conversation for a future meeting. Theresa will approve the final set of goals.
- Draft job description is now in review; performance goals will be drafted in light of the final job description. **[22 April]**
- Job description approved **[1 June]**

3. **Additional Position Discussion** (21 January)

- Adding an additional staff member is primarily a budget issue. Chicken-egg issue: budget for staff not really available; but the new position may be important for generating additional revenue.
- Board will discuss this as part of the financial discussion next month. **Note: Discussed but not yet resolved.**

4. **Posting Minutes** (21 January)

- Ian, Tim, and Doug will coordinate on a process for approving and posting minutes.
- Current process is that Doug submits minutes to Board Officers and Ian for input as necessary; in particular to make sure nothing important has been missed. Minutes are then placed before Board for approval. Upon approval, Ian will forward minutes to Web services.
- Process Clarified:
 - i. Minutes are taken at each meeting and submitted afterward to the Board Officers and Ian for review prior to next monthly Board meeting;
 - ii. Minutes are edited/approved at next Board meeting;
 - iii. Finalized and Approved minutes are printed as PDF file;
 - iv. Finalized minutes PDF is submitted to both Ian and the current webmaster to be posted on the Board Minutes sections of the Apereo website.

5. **Discuss presence of commercial affiliates on Board** (18 March)

- There is broad agreement across the Board that the vendor viewpoint is a valuable perspective

- How to deal with vendors and board representation should be defined and rules added to the by-laws.
6. ED job description (22 April).
- Draft composed from web-posted job descriptions of Executive Directors of not-for-profit organizations, non-governmental organizations, and higher education foundations.
 - Doug will put draft in Board Google Docs site for comments/suggestions. [Done]
 - Doug will update and post approved job description in Google Docs
 - **Job description edited; edited document approved, 1 June 2014**
7. **Protecting Trademarks** (20 May).
- **Action Items:** Ian will contact identified potential violators to indicate that the Board is reviewing policies related to trademarks and that we want to be supportive of these services to see if we can work out some voluntary compliance. Emphasis on wanting to collaborate.
 - **Action Item:** Table this topic for the future, possibly the July meeting to engage in deeper, better informed discussion and decision making.
 - **Work Team established to address this issue [1 June]**

Recently completed Action Items will be removed I the next iteration of the Board Minutes.