Apereo Board Meeting, 15 July 2014

Officers:

Chair: Theresa Rowe   Vice Chair: Jim Helwig

Secretary: Doug Johnson   Treasurer: Charlie Leonhardt

Executive Director: Ian Dolphin

Called to Order: 4:03 AM EDT	Adjourned: 5:03 PM EDT

ATTENDING

Theresa Rowe, Chair	Jim Helwig
David Ackerman	Doug Johnson
Lucy Appert	David Kahle
Alan Berg	Shoji Kajita
Susan Bramhall	Charlie Leonhardt
Tim Carroll	John Lewis
Ian Dolphin	Alain Mayeur
Laura Gekeler	

Absent: Josh Baron,

AGENDA

Minutes: 5/13 and 6/1

- Minutes tabled to the next meeting. Inadvertently not distributed ahead of time.

Financial reports

- o Membership turnover lead to a slight reduction in annual income; budget adjusted accordingly:
    - ▪ Short term compensation by reduction in travel
- o However:
    - ▪ New members are in the pipeline
    - ▪ Conference produced $12,900 above costs
- o Board members had some questions about the financial report which suggest need to have conversation with the accountant and clarification.
    - ▪ This conversation will be scheduled for a future meeting, hopefully August.
- Membership Report
    - o Restatement of limited impact of Unizin; however, new members (especially international) are in the pipeline
    - o Value Document is now translated into French and Spanish; both will help with international recruitment.
- IRS Form 990
    - o Form 990 = Organizations exempt from income tax
    - o In past, reviewed by Board Officers; practice is becoming more whole-Board
    - o To be circulated the last week in July; submission required by last week in August
- Corporate resolution re. Credit Card
    - o Looking at a credit card with $10,000/transaction, $20,000 total limit
    - o Tabled for next meeting

Welcome of New Members
- Woo hoo!!

Proposal to Appoint a New Member
- Nomination of Andrew Wasklewicz of entwine, who is active in OpenCast Matterhorn
- In addition to value of this individual, approving this new member will add a second commercial affiliate to the Board to address concerns expressed in the past about having a single commercial entity on the Board.
- **Susan Bramhall moved to appoint Wasklewicz to the Board. Second: John Lewis. Approved by voice vote.**

Events Updates
- Open Apereo Conference
    - Somewhat smaller attendance; but Overall attendance at all conferences is roughly equal to past;
    - Feedback from participants was very positive
    - Made substantial profit on the conference
    - **Theresa proposed that the Board commend the Conference Committee for their hard work and dedication that led to a successful conference. Doug Johnson Moved, Jim Helwig Seconded. Approved by voice vote.**
- Educause Apereo Foundation/Open Source initiative
    - Educause Annual Conferences
    - Event Title: The Open Reception
    - Time: Tuesday, September 30, 2014 from 6:30:00 PM until 8:00:00 PM
    - Meeting Room: Florida A
    - Currently discussing further joint sponsorship with other organizations
    - Also evaluating possibility/feasibility of having a booth at the conference.

ED Report
- Project News: Working in visualizations of external and internal memberships, partners, etc.
    - Please review documents sent by Ian
- Conflict of Interest Statements
    - **Action Item: All Board members should update and submit the document by the end of July.**
- Pending Board Reports
    - Process for handling minutes established
        - Minutes are now flowing to Apereo website
    - Membership Dues Structure (Ian, Doug, David, Charlie, Alan)

The Sakai Foundation and Apereo have worked with Concentra for conference planning and operations for many years. Deb Smith, owner of Concentra, is retiring and passing the mantle to Jen Cummings. The Board wishes to express its great gratitude to Deb for many years of successful collaboration and our best wishes for a fruitful and happy retirement.

Amended: Jim Helwig moved to add chocolates to the Board resolution. Passed enthusiastically *nem con.*

Adjournment: David Kahle moved, Laura Gekeler seconded: Meeting adjourned at 5:00PM (EDT)

Pending Action Items

[Note: Recently completed Action Items are in **Brown** and will be removed I the next iteration of the Board Minutes]

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. **[Completed]**
   - Details for next election cycle to be finalized at an upcoming Board meeting. **[Completed]**

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.
   - **Completed**

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]**

8. **Membership/Dues Structure Subcommittee**
   a. Membership/dues structure (Ian, Doug, David, Charlie)
     i. donations structure including charitable contribution
     ii. Marketing! (see Communications below)
     iii. Target: 90 days (Sept.)

9. **HE Marketing Subcommittee**
    a. Leveraging HE Marketing programs & students (Josh Baron, Theresa Rowe, New Board Member)
        i. Internships? Becoming part of the fabric of learning for HE institutions

10. **Ian will approach current users about implications of their use of "Sakai"**

11. **Register important service and trademarks ASAP (Ian, John Lewis)**
    a. Add "Register trade and service marks" step to incubation process; beef up material discussing this;
    b. Develop policy and Licensing rules.

12. **Ian will develop a scorecard of metrics for Organizational Health**
    a. Performance goals discussion is tabled until Organizational Health Scorecard is developed