

Apereo Board Meeting, 16 December 2014

Officers:

Chair: Theresa Rowe
Secretary: Doug Johnson

Executive Director: Ian Dolphin

Vice Chair: Jim Helwig
Treasurer: Charlie Leonhardt

Called to Order: 11:01 AM EDT

Adjourned: 12: PM EDT

ATTENDING

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

Absent notices:, Alain Mayeur

Absent: Andy Wasklewicz, David Kahle

AGENDA

Review of Financial Reports -

- Update - Review of reports
- Accountant joining call.
- Still maintaining positive cash balance even after subtracting unpaid memberships; some of which will still come in.
- OAE also maintaining positive cash balance
- Conference balance is positive

Approval of Minutes: 11/18/14

- Three minor edits made
- Motion to approve: Alan Berg; Seconded: Tim Carroll.
 - **Approved by consensus.**

ED Report

- A. ESUP Draft MOU
 - a. Ian presentation and summary:
 - i. Established transparent financial relationship with annual review
 - ii. Agreement focuses on ESUP as a "sister" organization
 - iii. ESUP provides considerable support for Open Apereo Europe and OAE
 - iv. Establishing a translation group with paid translators to create a more stable and consistent process
 - v. A number of current Apereo projects are of great interest to ESUP
 - vi. Working to more effectively communicate the value of open source within the Francophone world

- b. Board Comments:
 - i. Members expressed appreciation for detailed action items, for accountability, and most of all for clarity of the document
- c. **Motion to Approve the MOU:** Jim Helwig. Second: Lucy Appert.
 - i. **Approved *Nem Con***

Motion to move to Executive Session¹ by David Ackerman; Seconded: Alan Berg.

- ***Approved by consensus***
- ***Executive Session ended: 11:56***

Board Officer Elections

- There was a tied vote and a low level of participation.
- **Motion to re-run the poll:** David Ackerman; Seconded: Alan Berg.
 - **Approved by voice vote.**

Recommendations (Tim Carroll):

- Tim suggested that we make a practice of putting out a call for topics several days in advance of each board meeting. Comments from others that we try to do this starting next month.
- Further discussion and request to move forward on “Friends of Aperero” concept
 - Perhaps establish a small subcommittee
 - **Approved. Tim Carroll “took the bullet,” and will chair this subcommittee.**

Adjournment:

- **Moved: Lucy Appert. Seconded: Laura Gekeler and David Ackerman beat the rest of the Board. Meeting adjourned at 12:04 PM (EDT)**

Information Items

Pending Board Reports

- Action Item: Subcommittee - Membership Dues Structure (Ian, Doug, David, Charlie)
- Action Item: Subcommittee - Leveraging HE Marketing programs & students (Josh Baron, Theresa Rowe, Andy Wasklewicz).
 - Internships? Becoming part of the fabric of learning for HE institutions NB Josh may be prepared to speak to this item - we have movement.
- Action Item: Scorecard metrics for organizational health, leading to performance goals (Ian)

Participation Calendar:

- New Year Schedule to be announced

¹ ***Move to Go Into Executive Session.*** This motion is a privileged motion and requires a majority vote. If the motion is adopted, the meeting becomes private until the members vote to end the Executive Session. Business conducted in Executive Session is confidential and may not be shared. Because discussions in Executive Session are confidential, minutes are suspended until the Session ends.

Pending Action Items

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

1. **Executive Director Performance Goals** (21 January 2014)
 - 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 2014]**
 - Job description approved **[1 June 2014]**

2. **Additional Position Discussion** (21 January 2014)
 - 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.**

3. **Membership/Dues Structure Subcommittee**
 - a. Membership/dues structure (Ian, Doug, David, Charlie)
 - i. donations structure including charitable contribution
 - ii. Marketing! (see Communications below)
 - iii. Met: Dec. 2014. Work continuing.

4. **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

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

6. **Trademark Policy**
 - Draft for Comment: Need feedback to Ian by second week of Sept.
 - *Feedback slipped to deadline of 2nd week in October*
 - Approval of policy Tabled.

7. **i990 Review** [21 Oct 2014]
 - a. Suggestion: Board members are currently identify as spending zero hours. Should this be edited to avoid impression that Board is not meeting?
 - b. Schedule O (Board Conflict of Interest Statements) is not there; should this be included?
 - c. Question: What are next steps with this?
 - d. **Board would like to see a final draft before it is filed.**