

Apereo Board Meeting, 19 August 2014

Officers:

Chair: Theresa Rowe
Secretary: Doug Johnson

Vice Chair: Jim Helwig
Treasurer: Charlie Leonhardt

Executive Director: Ian Dolphin

Called to Order: 4:00 PM EDT

Adjourned: 5:08 PM EDT

ATTENDING

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

Absent: David Kahle, Shoji Kajita, Alain Mayeur

AGENDA

Review of Financial Reports -

- Update - Review of reports - Distributed through APEREO web Google docs.
- Sharon Berman, accountant, presenting
- Concern about use of “earned income” as framing for budget
- Financial picture consistent with previous years. Income is improved; expenses decreased.
- Looking to push institutions that have not yet paid dues early in the Fall (Sept.)

Minutes: 5/13, 6/1, 7/15

- May – Josh moved, Tim seconded. **Approved by voice vote.**
- June – Josh moved, Lucy seconded. **Approved by voice vote.**
- July – Josh moved, Laura seconded. **Approved by voice vote.**

Welcome new board member - Andrew Wasklewicz

ED Report (Discussion - Three Critical Issues)

- Licensing and IPR - John Lewis
 - **Action Item:** We are in the middle of a discussion with UC Berkeley counsel on the transfer of Opencast Matterhorn contributor agreements to Apereo.
 - Licensing and IPR policy required to finalize agreement.
 - John Lewis had a draft IPR Policy out for review by the licensing group several months ago that needs approval by the Board: <http://www.apereo.org/licensing>.
 - **Theresa requested a motion to approve the Foundation Intellectual Property Policy presented as the Apereo Licensing and Intellectual Property Policy:**
 - **Moved: John Lewis. Seconded: Susan Bramhall. Approved unanimously.**

- Trademark Policy
 - **Draft for Comment:** We discussed Trademark policy at the Miami F2F meeting and Ian has taken the Apache model as a starting point, and tweaked it. The draft is in the [Aperero Documents](#) folder.
 - Expressed desire that projects exiting Incubation should be afforded Trademark protection by the Foundation.
 - **Need feedback to Ian by second week of Sept.**
 - **Tabled.**
- FYI: Aperero - ESUP early Draft, renewed MoU.
 - Alain, Matthilde Guerin and Ian met in Paris to discuss the renewal of the MoU between Aperero and ESUP. [An early draft is available.](#)
 - **Need feedback to Ian by (TBD).**
 - Target date for agreement is roughly November.
- Comments on other items from the ED Report.
 - Can this type of document be posted to Google docs site?
 - The suggestion was made that posting some of this information is not a good idea.

Aperero Credit Card

- Motion: "The Aperero Foundation Board agrees to request a credit card with a transaction limit of \$10,000.00, total limit of \$18,000.00 from the PNC bank for use by the Foundation Administrator on essential Foundation business. This facility should be monitored in line with non-profit best practice by the Treasurer and Executive Director."
- Charges are approved by Ian before being implemented.
- **Moved: David Ackerman. Seconded: Josh Baron. Approved by voice vote.**

Other items coming before the Board and suggested future key items for discussion.

- Request to reconsider time for the Board call.
 - Suggesting 11AM Eastern
 - Follow-on discussion by email
- How do we show absences in the minutes: Excused (prior notice) vs. Unexcused (no notice)
 - Follow-on discussion by email

Pending Board Reports

- Action Item: Subcommittee - Membership Dues Structure (Ian, Alan, Doug, David, Charlie)
- 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
- Action Item: Scorecard metrics for organizational health, leading to performance goals (Ian)

Participation Calendar:

8/19 Board Call
9/16 Board Call
9/29 Educause Week
10/21 Board Call
11/18 Board Call -
Finalization of Nominations for Board Officers
12/16 Board Call

Adjournment:

- **Moved: David Ackerman. Seconded: Lucy Appert. Meeting adjourned at 5:08PM (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. **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. **Discuss presence of commercial affiliates on Board** (18 March 2014)
 - 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.
 - Addressed (?) in August by adding a second vendor representative to the Board.
 - i. *Should this (two commercial affiliate members) become standard practice; or does this issue require more consideration, discussion, edits to by-laws, etc.?*

 4. **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.)

 5. **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

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

 7. **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.
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8. Ian will develop a scorecard of metrics for Organizational Health

- a. Performance goals discussion is tabled until Organizational Health Scorecard is developed