

## Apereo Board Phone Call, 18 March 2014

### Officers:

Chair: Theresa Rowe

Secretary: Doug Johnson

Vice Chair: Jim Helwig

Treasurer: Charlie Leonhardt

Executive Director: Ian Dolphin

**Called to Order: 4:03 PM EDT**

**Adjourned: 5:05 PM EDT**

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### ATTENDING

Theresa Rowe, Chair

David Ackerman

Josh Baron

Tim Carroll

Jim Helwig

Doug Johnson

Shoji Kajita

John Lewis

Alain Mayeur

Steve Swinsburg

Absent: Ian Dolphin, Charles Leonhardt, Robert Sherratt

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### AGENDA

(1) Approval of Minutes from 12/17 and 1/21 (Doug Johnson)

- Edit for the February minutes was proposed. At issue was a vague estimate figure that could be misinterpreted.

(2) Review of Financial Reports

- Details unavailable due to absence
- Observations (Baron).
  - Theresa: Concerns about where we are now and where we want to be. People are expressing reservations about where they may be going with open source.
  - Perhaps we need to consider some kind of ongoing trending reporting.
  - Problems with sharing document via email; perhaps we need
  - Accountants requested motion to replace Josh on the PNC signature account with Theresa as the new Chair. **Motion by Doug; seconded by Steve. Motion carried.**

### (3) Elections

- Need to define/agree upon election classes:
- Proposal to use appointment power in by-laws to keep Josh Baron John Lewis and their “institutional memory” available to the Board. Lively discussion about whether this decision should be made before or after the next elections. **Consensus that any appointment decision should precede elections to avoid perception of “overruling” the Apereo community should those individuals fail in a bid for re-election.**
- Discussion of how to encourage more females to stand for Board positions – clear consensus regarding the importance of this.
- Discussion of commercial affiliates on board. There is value in having that perspective but having only one representative can create a perception of “skewing” decisions toward that affiliate. **This issue was tabled for further discussion.**
- Classes as identified below **approved by consensus:**

#### **Class of 2014**

David Ackerman  
Robert Sherratt  
Steve Swinsburg  
Vacant seat (via resignation earlier this year)

#### **Class of 2015**

Josh Baron  
John Lewis  
Tim Carroll  
Jim Helwig  
Charlie Leonhardt  
Theresa Rowe

#### **Class of 2016 (Elected in 2012)**

Alain Mayeur  
David Kahle  
Shoji Kojita  
Doug Johnson

### (4) Performance Goals for Executive Director

- Tabled discussion for next meeting due to time constraints. Theresa asked that Board members think about and recommend measurable objectives;
- The suggestion was made that increasing membership – including different size schools – be one of those objectives.

### (5) Karuta incubation proposal recently cleared by Incubation Committee.\*

- Board members expressed happiness that this project is moving forward;
- David moved , Tim seconded a motion to approve the proposal. **Approved by consensus.**

(6) Events Updates and Feedback – Quick Comments

- Oakland presented about Apereo at Higher Education Mobile conference. Significant interest from a number of schools scattered around the country.
- Next week: Learning Analytics and Knowledge conference sponsored by SOLaR.
- Board members should keep in mind that the next face-to-face meeting will be scheduled in conjunction with the Open Apereo Conference coming up in Miami, FL: June 1-4.

Motion to Adjourn from Doug; seconded by Josh. Carried.

\* The Karuta proposal was originally placed on the Agenda for this meeting as an information item because it had not yet been approved by the Incubation Committee. However, that approval was given yesterday; so the Board took up the proposal as an action item.

## Pending Action Items:

- **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.
  - Details for next election cycle to be finalized at an upcoming Board meeting
  
- **Executive Director Performance Goals** (21 January)
  - Ian will draw up a draft set of performance goals; these shall be a topic of conversation for the next meeting. Theresa will approve the final set of goals.
  
- **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.**
  
- **Posting Minutes** (21 January)
  - Ian, Tim, and Doug will coordinate on a process for approving and posting minutes.
  - Current process appears to be that Doug will submit minutes to Theresa and Ian for edits as necessary; minutes are then placed before Board for approval. Upon approval, Ian will forward minutes to Web services.
  
- **Discuss presence of commercial affiliates on Board** (18 March)
  - Agreement that this is a valuable perspective
  - Agreement that one vendor on Board is a problem. To avoid perceptions of bias; there should be at least two; however, this presents a problem given that seats are elected and thus two representatives cannot be guaranteed. Likewise, appointing vendor representatives creates a new set of problems.
  - How to deal with vendors and board representation should be defined and rules added to the by-laws.