

Apereo Board Phone Call, 20 May 2014

Officers:

Chair: Theresa Rowe

Secretary: Doug Johnson

Vice Chair: Jim Helwig

Treasurer: Charlie Leonhardt

Executive Director: Ian Dolphin

Called to Order: 4:02 PM 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

Absent: , David Kahle, Steve Swinsburg

AGENDA

(1) Doug Johnson Resignation.

- Doug Johnson submitted his resignation as both Board Secretary and Board Member to the Board.
- The University of Florida has decided to move from Sakai to Canvas. Sakai is the only product under the Apereo “umbrella” used by UF; therefore, Doug’s continued presence on the board could be view as ill-advised or perhaps even a conflict of interest. Therefore, on 14 May Doug submitted his resignation to Theresa Rowe and Ian Dolphin; with the proviso that he is willing to continue to serve on the Board should the Board choose not to accept his resignation.
- Board members asked a number of questions about the UF decision and the extent to which Doug was involved in that decision (he wasn’t). Other questions related to UF’s involvement with Unizin and whether Doug is involved with that initiative (Not yet, but probably in the future).
- Doug then recused himself so that the Board could deliberate on whether or not to accept his resignation.
 - Executive Session (Theresa Rowe, recorder)
 - David moved to enter executive session.
 - Josh seconded.
 - Approved by consensus.
 - David moved to end executive session.
 - Josh seconded.
 - Approved by consensus.

- Tim moved not to accept Doug Johnson's resignation from the Board.
 - David seconded.
 - No discussion.
- Theresa called for a voice vote (not roll call). Motion carried.
- Doug remains on the board; resignation not accepted.

(2) Approval of Minutes from 4/22 (Doug Johnson)

- Edits for the April minutes were proposed and approved.

(3) Review of Financial Reports (Charles Leonhardt)

- Tracking membership and variance is a critical component of the budget. The budget implication of this is that monthly budget statements don't track membership impacts very well (both positive and negative).
- Emphasis that it is important to recognize that membership changes related to Sakai do not equate to either membership in Apereo or adoption/use of other products of the Apereo portfolio.
- More detailed plans to discuss membership, budget, and related issues at the Miami Open Apereo Meeting.

(4) Review and Recording of Board Elections

- Board elections are now in progress, with announcement having been sent on 19 May.
- People must have been waiting to vote because votes were being sent in within 20 minutes of the announcement.

(5) Protecting Trademark

- There is a recently launched service in France using one of the logos associated with an Apereo (formerly JASIG) project;
- These logos have not been formally trademarked and we may risk losing the mark if we do not register them.
- Discussion of the principles, practices, and legalities of public use of Apereo marks. Consensus of need to research issues, determine policies, and register/trademark as appropriate.
- **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.

(6) Suggested Agenda Items for 6/1 Board Meeting

- Meeting to be held in conjunction with the Open Apereo Conference Miami. 10AM in the Conference Hotel.
- Membership
- Communications
- Risk Assessment (with dues changes and Sakai membership)
- ED job description and performance
- Discuss relationships, competitive and collaborative impacts, etc. related to emerging consortia and projects.

David moved, Josh seconded: Meeting adjourned at 5:03PM (EDT)

Future Agenda Items

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

Pending Action Items:

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

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]**

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 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.

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]**

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.