

Apereo Board Meeting, 20 January 2015

Officers:

Chair: Theresa Rowe
Secretary: Doug Johnson

Vice Chair: Jim Helwig
Treasurer: Charlie Leonhardt

Executive Director: Ian Dolphin

Called to Order: 11:01 AM EDT

Adjourned: 12:02 PM EDT

ATTENDING

Theresa Rowe, Chair
David Ackerman
Lucy Appert
Josh Baron
Susan Bramhall
Tim Carroll
Ian Dolphin
Laura Gekeler

Mathilde Guerin
Jim Helwig
Doug Johnson
Shoji Kajita
Charlie Leonhardt
John Lewis
Alain Mayeur

Absent notifications: Alan Berg, David Kahle
Absent:

AGENDA: ANNUAL GENERAL MEETING OF THE BOARD

Review of Financial Reports -

- Residual cash balance for Keitai project. Ian and Doug will discuss off-line

Approval of Minutes: 12/16/14

- One minor edit made
- Pending items are somewhat out of date resulting from consolidation of projects and other issues.
- Motion to approve: Laura Gekeler; Seconded: Lucy Appert.
 - **Approved by consensus.**

Welcome Mathilde Guerin, ESUP Representative

- A press release regarding the Apereo-ESUP relationship will be developed soon

Executive Session

- The Apereo Board met in executive Session after the December 2014 meeting to develop a compensation package for the ED.
- ED accepted the updated compensation.

Board Officers election

- President - Jim Helwig
- Vice President – Lucy Appert
- Treasurer - Charlie Leonhardt
- Secretary – Doug Johnson

- **Motion to Ratify Election results: Josh Baron; Seconded: Tim Carroll**
 - Approved by voice vote

New Board President

- Theresa introduced Jim Helwig as the new Apereo Board President, and turned over the (figurative) gavel.
- Jim expressed his thanks to Theresa for her excellent leadership over the last year.
 - Amen! (*obiter dictum*)

Time and Dates for Meetings (Annual Review)

- Josh indicated an ongoing conflict with his new position at Marist
 - Congratulations to Josh on his promotion and new responsibilities
- Ian will send out a poll regarding possible meeting dates and times
- Given increasing international composition of the Board, we will plan to survey possible meeting dates and times at least annually.

ED Report

- A. Priorities for the Coming Year ([Document](#))
 - a. Three key strands
 - i. Membership Dues Model
 1. Internationalize by moving away from USD (\$)
 2. Recognize issues associated with smaller institution budgets
 3. Separating Sakai from the Apereo budget
 - a. Clarify financial priorities
 4. Recruiting new schools and commercial affiliates
 5. Membership coordinator not yet within range of budget possibilities
 - a. Evaluating possibility of internships with Marist
 - ii. Organizational Health
 1. Financial review and regularization
 2. Review and update incubation process
 - a. Recruit volunteers and mentors
 3. Evaluate health of software communities
 - iii. Communication Plan
 1. Continue to develop and articulate Apereo Value Proposition in light of experiences of the organization
 - b. Discussion:
 - i. General consensus that these are good strategic issues and priorities
 - ii. Communication meets a growing need to address problems of “openwashing” and clarify what open source is within the higher education community;
 - iii. How do we use existing resources more effectively while identifying and developing new revenue sources;
 - iv. Question regarding how the Board can best participate in these priorities?
Subject for April Board Retreat.

Budget Discussion

- A. Budget is in a good place despite small potential deficit
- B. Restructuring membership and recruiting new members is critical to addressing current budget issues
- C. Need to clarify some issues associated with separating out the Sakai budget from the overall Apereo budget

Adjournment:

- **Moved: Lucy Appert. Seconded: Laura Gekeler**

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

Pending Action Items

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

1. **Executive Director Performance Goals** (21 January 2014)
 - a. ED Performance Goals subsumed into Organisational Health Measures, subject of Board retreat in NYC in January
 - Ian will draw up a draft set of performance goals; these shall be a topic of conversation for a future meeting. Board will review, and Board Chair 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]**
 - Performance goals discussion is tabled until Organizational Health Scorecard is developed

2. **Additional Position Discussion** (21 January 2014)
 - ***Tabled subject to available finance***
 - Primary thinking is a “community manager” to focus on growing existing communities (regional and others) and facilitating new communities.

3. **Membership/Dues Structure Subcommittee**
 - a. Membership/dues structure (Ian, Doug, David, Charlie)
 - i. donations structure including charitable contribution
 - ii. Marketing! (see **Communications below** next item)
 - 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 [Subsumed into #1]~~
 - a. ~~Performance goals discussion is tabled until Organizational Health Scorecard is developed~~

6. **Trademark Policy**
 - Policy agreed upon.
 - Will be promoted externally when current Trademark batch processed by USPTO.

7. **i990 Review [Reviewed, approved, and submitted]**
 - a. Suggestion: Board members are currently identified 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?