

Apereo Board Meeting Minutes: April 18, 2017

Officers:

Chair: David Ackerman

Treasurer: Charlie Leonhardt

Vice Chair: Lucy Appert

Secretary: Doug Johnson

Executive Director: Ian Dolphin

Called to Order: 0906 AM EDST

Adjourned: 1007 AM EDST

ATTENDING

David Ackerman

Lucy Appert

Alan Berg

Susan Bramhall

Tim Carroll

Ian Dolphin

Laura Gekeler

Mathilde Guerin

Jim Helwig

Doug Johnson

Shoji Kajita

Charlie Leonhardt

John Lewis

Apologies in Advance: Cheryl Brown, Theresa Rowe

Absent w/o notice:

Approval of February 2017 Minutes:

- Minutes were uploaded late
- **Moved:** Jim Helwig moved to Table the minutes for later review and approval by email.
- **Seconded:** Alan Berg
 - **Tabled by consensus.**
 - **Board Members: Please review and send any issues or comments to Doug**

Budget

- The budget is updated; but now appears \$13,000 over budget. There is, however, more work/clean-up/alignment still to be done.
- Budget changes are aligning the budget framework with potential for growth and concomitant complexity.

Finance Reports

- Received over this last, holiday weekend.
 - Suggest accountants join May Board call, and 30 minutes allocated to Q1 2017.
 - Ian Dolphin and Charlie Leonhardt will check that all issues identified in the budget are worked through before this call.

Licensing

- Identification of New Licensing Chair
 - John Lewis has been chairing the Licensing committee for many years; but new work responsibilities now require him to step down. John plans to continue in an advisory role.
 - The Board recognized the critical importance of licensing and expressed its thanks to John for his long efforts and faithfulness to Apereo and multiple Apereo projects;
 - Ian recommended Andrew Petro (UM-W) to replace John Lewis and requests Board endorsement of this recommendation
 - John Lewis **moved to endorse Andrew Pietro to serve as the Licensing Chair**
 - **Seconded:** Tim Carroll
 - **Approved by consensus**

- Licensing Group Proposal <https://apereo.oaeproject.org/content/apereo/Hy46XtsTg>
 - John, Tim and Laura volunteered to participate
 - The Board likes the proposal but suggests it can be strengthened and needs some edits to better reflect the Apereo organization
 - **Recommendation: Table** to allow Andrew and the Board volunteers to revise the Licensing Group Proposal

Executive Director's Report (submitted online, not presented orally)

- **Open Apereo 2017**
 - It is important that we maximise attendance at this year's event in Philadelphia. Please register early, and volunteer to help spread the message. Posting details to groups outside Apereo Board members are engaged with is particularly important. Contact me for more details.
- **Membership Messaging**
 - Materials to match the main slogans we discussed earlier this year are trickling in from projects - we have around 13 at present, with more promised.
 - A fresh appeal was sent to project leads on April 12th, and Neal Caidin and Ian are working through conference submissions for further copy. Board members may recall we're after short vignettes or anecdotes illustrating these broad themes -

Example 1

*Apereo. It's about freedom.
Free to license.
Free to adapt.
Free to innovate.*

Example 2

*Apereo. It's about community.
Sharing costs.
Sharing code.
Sharing vision.*

- Board members **can help in two main ways** -
 - If you are involved in a project governance group, please encourage them to respond.
 - If you have examples from your organisation, please write them up. Notes are fine - the pieces are only intended to be one or two paragraphs long.
- **Consent Platform Status**
 - The proposal is substantively complete. I have made initial contact with the Gates Foundation and am scheduling a call. I meet with the Jisc on April 25th to ensure the functional specifications meets their needs. I expect progress to be rather more rapid after that point.
- **ALT OER17 Event**
 - Was held in London on April 5th and 6th. The theme was "The Politics of Open", and the conversation was a mix of practical "this what we're doing with open educational resources" sessions, and sessions which focused on ethical and philosophical concerns. Estimated attendance was around 200.

- **Partnerships**
 - As we continue to develop and enrich partnership activities, it would be an advantage to have board members who were willing to work in a particular area. In terms of ESUP, this has usually been the Chair, but there are opportunities to work with me to develop relationships with PESC, DISC, SoLAR and Educause. Volunteers very welcome - this could be anything from a willingness to participate in calls, review and/or help develop documentation, or attend meetings. Any and all of this would be welcome.

The Board asked Ian Dolphin to leave this week's meeting early to allow the Board to discuss more freely the following issues:

Remuneration Committee

- The Remuneration Committee is asking the Board for clarification of its mandate; specifically whether it should work with Ian to:
 - define annual organizational goals for the Executive Director,
 - assess accomplishment of those goals on an annual basis,
 - and recommend to the Board salary increases, merit bonuses, and retention bonuses as appropriate;
- Jim Helwig pointed out that here are multiple points in past meetings that suggest the Remuneration Committee should be responsible for the tasks listed above;
- The concern was (rightly) raised that Ian not be buried with trivial tasks that bog him down rather than allowing him to focus on his work.
 - The Remuneration Committee members understand and agree with this comment;
- **The Board approved by consensus the mandate as suggested in the first Bullet.**

Executive Session

- Doug Johnson **Moved to Enter Executive Session.** **Seconded:** Lucy Appert
 - **Approved by consensus**
 - The Executive Session started at 9:48 AM and ended at 10:06

Executive Director Tax Liability

- The Financial Group employed by Apereo has brought to the attention of the Board that, despite being a citizen of the UK, the Executive Director should have been paying US taxes for the days during which he has worked in the US;
- We estimate (very preliminary) this tax liability to be in the ballpark of \$15,000 (total for 3 years), but are working with US and UK attorneys as well as the financial advisors to clarify this;
- As the details are worked out, **the Board agrees *nem. con.* that remediating this tax liability shall be, to the extent possible, revenue neutral for the Executive Director.** Specifically:
 - The Board asserts that any back taxes owed will be paid by the Foundation;
 - That the Board will work with Ian to recoup the associated UK refunded taxes and return the funds to the Foundation; and,
 - That the Foundation will assist with the costs associated with performing this work to ensure that Ian is not adversely affected in correcting this oversight.

Adjournment:

- Moved:** Jim Helwig **Seconded:** Lucy Appert
- **Approved by consensus**
- **Meeting adjourned at 10:07 (EDST)**

Information Items

Upcoming Events

- Apereo Community Lightning Talks April 27, 11 a.m. EDST
- PESC Spring Data Summit May 3rd-5th "Empowering the Mobility of Academic Credentials"
 - <http://www.cvent.com/events/pecs-spring-2017-data-summit/event-summary-c27dc88e343348bdaff9b539d4d5a827.aspx>
- Apereo Africa, May 9-10, Cape Town
- Open Apereo 2017 + Folio event, June 4th-8th, Philadelphia
- uPortal Collaboration at Open Apereo 2017
- OER '18, April 2018: <https://oer18.oerconf.org/>
- I have been asked to speak at the 2017 ICDE LEADERSHIP SUMMIT (<https://psummit2017.wordpress.com/>);
 - As this places Apereo before a new and significant constituency, I have agreed.
- **More events** will be listed at <https://www.apereo.org/events>

Pending Action Items

[Note: Recently completed Action Items are in **Brown** and will be removed in the next iteration of the Board Minutes. Changes and updates are in **Red** through subsequent Board meeting following the change.]

1. Executive Director Performance Goals

- **Now on the agenda for the new Remuneration Committee, as approved at the April 18, 2017 Board Meeting (see above)**

2. Additional Position Discussion (21 January 2014)

- ***Tabled subject to available finances***
- Primary thinking is a “community manager” to focus on growing existing communities (regional and others) and facilitating new communities.

2. Inbound licensing

- Discussion tabled in Oct. and Nov. needs to be brought forward to completion