

Apereo Board Meeting Minutes: March 19, 2019

Officers:

Chair: David Ackerman

Treasurer: Charlie Leonhardt

Vice Chair: Lucy Appert

Secretary: Doug Johnson

Executive Director: Ian Dolphin

Called to Order: 1103 AM EST

Adjourned: 1202 PM EST

ATTENDING

David Ackerman

Francois Campbell

Ian Dolphin (nv)

Laura Gekeler

Mathilde Guerin

Jim Helwig

Doug Johnson

Shoji Kajita

Charlie Leonhardt (nv)

Boeta Pretorius

Jeremy Rosenberg

Anne-Marie Scott

Apologies in Advance: Lucy Appert, Cheryl Brown

Absent w/o notice:

Determination of a Quorum (N=6):¹ Quorum is achieved.

Approval of February 2018 Minutes:

- Suggested edits: Corrected mis-heard accountant name as well as spelling of “Rehmann’s”
- **Moved to Approve:** Jim Helwig **Seconded:** Laura Gekeler
 - **Approved *Nem Con***

Matters Arising from February Meeting & Interim Decision-Making:

- Approved Tirasa (<https://www.tirasa.net/en/>) as Apereo Commercial Affiliate

Financial Reports & Narrative

- Draft Budget and Remaining Budget Tasks
 - There are some relatively minor discrepancies in conference revenue/costs between the accountant figures and the Concentra figures;
 - Charlie recommended that the final budget should be delayed until this is clarified, and accurate financial numbers are identified
 - **2019 budget tabled by consensus**
- Audit Investigation Update
 - The Board discussed whether or not to launch RFP for an audit now or wait until discrepancies are resolved. Consensus: Launch the RFP; the discrepancies should be relatively easy to resolve.
 - Also discussed how long to keep the RFP request open. Agreed on April 30 deadline.
 - **Launching the RFP was approved by consensus**
- Accrual or Cash-Based Accounting Issue
 - Cash accounting recognizes revenue and expenses only when money changes hands;
 - Simpler, and provide a clear statement of cash-on-hand

¹ c.f. Article VI (7) Quorum

- Accrual accounting recognizes revenue when it's earned, and expenses when they're billed (but not paid);
 - Gives a more realistic idea of income and expenses during a period of time, therefore providing a long-term picture of the business that cash accounting can't provide;
- According to Rehmanns, Accrual is the more common method used by similar organizations
- Charlie, Ian and additional volunteers will work up example reports using each accounting type for the Board to review

Friends of Apereo (Individual Members) Board Nomination Process

- Despite relatively low numbers of individual members, the Board added to the by-laws that individual members had the right to elect an individual member representative to the Board.
- We've now had a couple of years since this addition; and we need to launch a nomination and election process as part of the forthcoming Board election round.
- Whilst we wrote the principle into the by-laws, however, we didn't elaborate a concrete practical electoral process. Charlie and I have discussed this and wish to suggest the following:
 - Each individual member receives a mail asking them if they are prepared to be nominated for election to the board, and indicate their willingness to participate in a candidates list that would be circulated to the other individual members.
 - The list of those prepared to stand would then be circulated to individual members and nominations sought.
 - Assuming we receive more than one nomination, individual members would then vote for their candidate of choice at the AGM, in person or by proxy, as we do for other nominees.
 - Ian proposes starting the process
- **Jim Helwig Moved to initiate this process; Seconded: Anne-Marie Scott**
Approved by *Nem Con*

Incubation Working Group request to approve new members (see ED's Notes)

- Incubation Group is currently working very well; however a couple people are preparing to cycle out of the group.
- Nominees
 - **Jim Helwig Moved to initiate this process; Seconded: Anne-Marie Scott**
Approved by consensus

Apereo Privacy Policy

- The Board has had the proposed Policy draft in-hand for slightly more than two months
- **Laura Gekeler Moved to adopt the Policy as drafted; Seconded: Anne-Marie Scott**
Approved by consensus

Apereo-ESUP-Portail MoU See ED notes and <http://bit.ly/2UHeJkN>

- Relations with ESUP-Portail continue to be cordial, leading to this new MOU
- **Jim Helwig Moved to approve the MOU; Seconded: Doug Johnson**
Approved by *Nem Con*

Any Other Business

- None.

Motion to Adjourn: **Second:**

Approved *Nem con.*

Adjournment: 1402 hrs (EST)

Forthcoming Events

- 2-6 June -- **Open Apereo** (7 June: Board Meeting)
- **Apereo Webinars:** <https://www.apereo.org/content/apereo-events>
- **More events** will be listed at <https://www.apereo.org/events>

Executive Director's Notes

I have omitted Strategic Planning from these notes, as a number of areas of work are either in discussion around next steps or about to meet. I suggest scheduling a substantial block of time in the April Call on this, to prepare redrafts and suggest revisions for the AGM.

Meeting with Representative of MESRI (Ministère de l'Enseignement supérieur, de la Recherche et de l'Innovation / Ministry of Higher Education, Research and Innovation)

Ian met with a representative of MESRI in Paris on February 25th. The meeting discussed topics of mutual interest, including the Karuta Portfolio work and Ministry funding supporting the “industrialization” (hardening) of the software, opportunities for increasing the velocity of Open Academic Environment development, and Learning analytics work. The Ministry representative reported their engagement with the UNESCO “Paris Call” (<https://en.unesco.org/foss/paris-call-software-source-code>) around software preservation as cultural heritage. The draft MoU between Apereo and ESUP-Portail was also discussed (see Minutes, above).

Incubation

- **The Incubation Working Group** held a call on March 7th.
- **Two new Incubation Mentor Volunteers** – Josh Wargo and Nick Woodle, both of Oakland University (bio's follow). The Incubation Working Group are seeking Board approval for Josh and Nick's inclusion in the Group, as per the Incubation Process documentation.
- **The Group discussed work around the Ethical OS** (<https://ethicalos.org/>), and considered that, although of variable applicability to Apereo incubating or sponsored projects, they would seek it's insertion as a reference point in the incubation process, in the same way that OSS Watch materials are included in the process governance section.
- **Reports on incubating projects** were taken
- A need to update links to incubation records on apereo.org in response to the OAE transfer to ESUP-Portail hosting was noted; and is now substantially complete:

Current status –

Tsugi – up to date

OnTask –awaiting indication of consensus on incubation record from OnTask

Shuhari –New exit document begun after merger of analytics components. Awaiting meeting, first week in April

Fiosan –awaiting record from project

POET – Substantial change in nature of project to be discussed at next IWG, with lead in attendance

EDEXchange –awaiting status from project (effectively in hiatus until EDEXchange service launch)

Addendum: Proposed Incubation Mentor Biographies

Josh Wargo is a Developer Analyst for University Technology Services at Oakland University. In his current role, he works with uPortal and the Identity systems at OU. Prior to this position, Josh also worked for the OU Help Desk and OU Undergraduate Admissions. Josh has a Bachelor of Science in Information Security, and is currently pursuing a Master of Science in Software Engineering and Information Technology. Prior to his positions at OU, Josh also served in the United States Air Force for

seven years and the United States Army for two years.

Nick Woodle is a Developer Analyst for University Technology Services at Oakland University. In this role, he works with uPortal and the Identity systems at OU. Prior to this role, Nick also worked for the Division of Student Affairs at OU as a Systems & Data Analyst, where he oversaw the helpdesk for that division.

Nick has his bachelor's in Information

Technology from OU, and is pursuing his Master of Science in Information Technology Management at OU as well. Nick served five years in the United States Marine Corps.

Action Items

Initiated	Item	Target Completion	Responsible
19 March 2019	Initiate RFP process for starting up an annual audit.	April 30, 2019	Charlie, Ian
19 March 2019	Resolve discrepancies related to Sakai budget in current budget to make possible the best foundation for a 2019 budget.	April 30, 2019	Charlie
19 March 2019	Initiate process for Individual Member Representative to the Foundation Board.	25 March 2019	Ian
19 February 2019	Finance Committee will investigate and report on the feasibility (cost and process) of conducting an external audit of Foundation finances.	Completed March 2019	Ian, Charlie
17 April 2018	Review actions and effort required of accounts; use this to evaluate performance vs. cost; develop ITN if necessary.	Completed December 2018	Charlie
18 Sept 2018	Clarify timeframes, means of measuring, and who is gathering data for different KPIs and add to document. Board members need to review and comment on KPI list available in OAE Board folders.	Still In-Progress October 2018	Ian
19 Mar 2019	Work with accountants to develop up example financial reports for the Board to review.	May 2019	Charlie, Ian, David, Boeta