

Apereo Board Meeting Minutes:

22 October 2019

Officers: Chair: Anne-Marie Scott Treasurer: Tim Carrol	Vice Chair: Lucy Appert Secretary: Francois Campbell
Executive Director: Ian Dolphin	

Called to Order: 11:02 EST	Adjourned: 12:04 EST
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ATTENDING

Ian Dolphin (nv)
Mathilde Guerin
Jim Helwig
Boeta Pretorius
Lucy Appert
Anne-Marie Scott
Francois Campbell
Salvador Pellicer
Tim Carrol (nv)

Absent w/o notice:

Matthew Rascoff

Determination of a Quorum (N=6):⁷ Quorum is achieved.

1. Apologies for Absence
 - a. Jeremy Rosenberg
 - b. Laura McCord
 - c. Thierry Koscielniak
 - d. Laura Gekeler

2. Minutes of the previous meeting and matters arising
 - a. Accepted, with suggestions to review format for better parsing and readability.
 - i. Acceptance of the minutes: **Moved** by Jim Helwig, **Seconded** by Lucy Appert
 - b. Board to review the document and suggest format and template.
 - c. Andrew Petro has suggested including sections of the minutes into the newsletter
 - d. Tim Carrol: Has mentioned that journaling is valued, and would like to suggest formatting the document into a few potential formats. To be expanded upon off list.
3. Financial Reports
 - a. Scheduled by Board Finance Group: [Sakai historical accounting issue proposal \(See appendix A \)](#)
 - i. Proposal had been discussed by Board Finance Group and accountants. Linda Cooper has assisted in creating a proposal
 - ii. Historical background was provided
 - iii. Proposal: Reallocation of Funds. A reallocation of funds between Sakai and the Foundation was proposed to address the Sakai deficit that arose during the Transition Period (October 2015 to March 31, 2018). As of March 31, 2018 (end of Transition Period), Sakai's ending fund balance was \$426,538. The proposal involves a one-time reallocation of the beginning fund balance (deficit) between the Foundation and Sakai of \$426,538 to make the Sakai fund balance whole as of March 31, 2018. The change is reflected on the Statement of Functional Revenues and Expenses.
 - iv. An opportunity was provided for further questions or concerns
 - v. Vote called. Passed nem con with vote: 7 in favor..
 - b. Regular Reports – Whilst Open Apereo 2019 finances are not fully reconciled, the Foundation incurred a substantial loss on Open Apereo 2019. The Executive Director recommended the following actions to mitigate the loss:
 1. Continue to prioritize collection of aging receivables
 2. Reduce Foundation travel, particularly long-haul, effective immediately. Schedule a Board discussion on travel more broadly for the November 2019 Board call.
 3. Continue to hold the redevelopment of apereo.org into the new year.
 4. Reduce ED compensation by 20% from December 1st 2019. Schedule a review in February 2020.

Jim Helwig proposed adoption of the recommendations.
Seconded by Boeta Praetorius and carried nem con.
 - c. It was further agreed to hold an extended Board call in November 2019 to discuss areas of Foundation strategy which might require realignment, including
 - i. Events
 - ii. Large restructure of the event structure for the annual conference
 - iii. Broader agenda of OpenSource Sustainability objectives
 - iv. Effective partnerships
 1. Purpose and effectiveness
 2. Resourcing
 - v. Advocacy

- vi. A Paper will be developed to facilitate this discussion.
- d. Chair may not be able to attend and a discussion is had to either have the vice chair the meeting or move the date.
- e. Jim Helwig suggests a 90 minute meeting as a change in order to accomodate the discussion.
- f. Doodle will be developed to confirm the new dates for November as the chair will not be present and for December as the December meeting will be on Christmas eve.
- 4. Advocacy - Please review the [Advocacy brainstorming](#) notes
 - a. Equipping Advocates – What is needed?
 - i. As a result of running out of time it will be wrapped into the November board meeting.
- 5. Apereo-ESUP-Portail meeting notes, 27 September 2019
Currently confidential, as some items have yet to be announced to the community.

Motion to Adjourn: Lucy Appert

Second: Boeta Pretorius

Approved *Nem con.*

Adjournment: 1204 hrs (EST)

Action Items:

Date	Item	Target Completion	Responsible
27 August 2019	Strategic Planning - Theme 2: Partnerships. AXIES - Discussions	December 2019	Ian Dolphin, Francois Campbell
27 August 2019	Strategic Planning - Theme 5: Newsletter Anne-Marie volunteers to create a document to outline this analysis. Scope was subsequently Broadened	30 November 2019	Anne-Marie Scott

27 September 2019	Develop a strategic skill acquisition lack/desires matrix	22 October 2019	Francois Campbell
22 October 2019	Modify Minutes to closer resemble a Journal and changes in format to support this	21 January 2019	In Discussion

Executive Director's Notes

ED's Notes, October 2019 Apereo Board Call 17 October 2017 (Draft: Work in progress)

1) Finance

a) **Historic Sakai Accounting Issue**

The Board Finance Group will bring a proposal to the meeting.

b) **General Reports**

I have requested two financial reports for the meeting; one with the above issue resolved as per the Finance Group proposal, and one without. I do not have these at the time of writing, but the Board should pay particular attention to the cash position, and accounts receivable aging.

2) Open Apereo 2020 Planning

a) Planning is proceeding well. Sub-groups are working on the agenda of the first two days.

Day 1 will provide an overview of a range of Apereo software community activities, integration stories, critical standards, together with presentations from regional and national communities. A keynote and panel session will frame the day. Current proposal for a panel is "Feeling the Elephant: Thinking beyond the NGDLE - A next generation learning ecosystem?". Planning notes for day 1 are here

https://docs.google.com/document/d/1O-wcqMAMpQeVOSI_V0pDixUCKFhJK98wueF7P_S5uis/edit#

b) "**Digital Pedagogy Day**" (working title) (*Notes to be added after 17OCT planning call*)

c) Salvador Pellicer has drawn together a **welcoming policy** which meets objectives identified in Board list discussion. This can be found at

<https://docs.google.com/document/d/1ODamRPy6YrGXgELmOQ353BzWhb1wgoVH/edit#heading=h.gjdgxs>

The policy is currently being discussed by the Conference Planning Group, with the intention of publishing a draft via the announcements and open lists.

3) CAS Supporting subscription

a) Discussion regarding the implementation of the CAS supporting subscription has begun. I have requested clear statements of purpose from the CAS PMC for inclusion in 2020 invoicing and supporting materials.

4) Partnerships

- a) **OERu**
Initial call with Wayne Mackintosh of OERu (<https://oeru.org/>) was positive. Reflecting on potential areas of collaboration for future conversations after OERu's global meeting in Dublin 30/31 November.
- b) Meeting with **ESUP-Portail**
Notes are available
- c) **ALT**
Calls planned in early November: (a) ALT/Aperero sharing perspectives (b) Lessons from ALT Conference remote participation work to inform Open Aperero 2020 planning (c) Data privacy and surveillance event planning
- d) **British Columbia**
A call with OpenETC and BC Campus is planned for November 4th. This will take forward initial conversations held earlier this year with a broader range of participants.
- e) **Japan**
Shoji Kajita, Francois Campbell and myself have held a call to discuss the draft MoU. (Circulated at https://docs.google.com/document/d/1sWioF2uLburtAf4BF_Nu9dS-Jwq6f0YdtwwCt3HrbA0/edit) Chuck Severance will attend the AXIES Conference in Japan in December. At an appropriate point, should the MoU be agreed, the Board should consider authorizing Chuck to sign on behalf of the Foundation.

5) Events

The events listing the Board requested in September can be found at https://docs.google.com/spreadsheets/d/1VQO9xXXW2x8lqPr0SCD8zyGfirtwzXk_8H8G13sAKArI/edit#gid=0

Please feel free to add events and indicate events you plan to attend.

[Appendix A](#)

Sakai Historical - Notes

10 July 2019 Amended 15 August 2019 (ID) and 13 November 2019

1. Until 2015, the Foundation had an interim dues structure established at its formation. This essentially merged the old Jasig and Sakai dues levels, whilst establishing dues based on member budget.
2. In [October 2015](#) [<http://bit.ly/2XKb7yM>] the Foundation Board agreed to move to a more permanent structure based around a core foundational element and a “per software community” supporting subscription for those communities that chose to fundraise. Revenue was modelled around the introduction of a Sakai supporting subscription covering Sakai-specific costs after the transition.
3. We began to incorporate the Sakai Supporting Subscription into invoicing from 28 October 2015. This involved a process of communication explaining the structure, requesting members self-assess their dues level, then generating and transmitting an

invoice. Given the practical experience of communication with members, estimated transition time was 2 to 3 years.

4. The Board noted that, until the transition was completed, the newly established Sakai budget lines would appear notionally negative until revenue from dues grew to match expenditure. The Board recognized that members that had been paying Sakai Foundation dues (in some cases three years ahead) paid in the anticipation that Sakai would continue to be supported financially from those funds.
5. The Board continued to monitor the situation, but it became apparent in early 2018 that the decline in large institutional Sakai supporting subscriptions would not provide the revenue we required to support a full time community coordinator. Sakai community support was therefore remodelled around services provided by Longsight, a Apereo Foundation vendor, within the budget of \$96K PA from the supporting subscription.
6. A range of costs had also been misattributed to Sakai budget lines prior to the introduction of the Sakai supporting subscription, particularly in 2014 and 2015.