

Apereo Board Meeting Minutes:

29 October 2020

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

Called to Order: 16:00 SAST	Adjourned: 17:00 SAST
------------------------------------	------------------------------

ATTENDING

Ian Dolphin (nv)
Lucy Appert
Jim Helwig
Anne-Marie Scott
Francois Campbell
Salvador Pellicer

Quorum is achieved: 5

Agenda

1. Apologies for Absence: Thierry Koscielniak
 - a. Absence Noted:
 - i. Mathilde Guerin
 - ii. Boeta Pretorious
 - iii. Matthew Roscoff
 - iv. Tim Carroll
 - v. Laura McCord
2. Minutes of the Previous Meeting
 - a. Accuracy
 - i. Moved (Jim) and seconded (Lucy)
 - b. Matters Arising not already on this agenda
 - i. Additional illustrations will be included thanks to a volunteer.
 - ii. Extension of the ED contract has been concluded.
3. Financial Reports
 - a. Regular Reports
 - i. Working on the aging receivables. Noting impact of Covid and changes in leadership on receivables receipt
 - ii. Immediate effort around invoicing
 - b. Membership List/Status NB: Please bookmark this page and add notes to any institution you have contact with, including contact details where if possible
 - c. Audit Status
 - i. Documentation and material has been provided to the auditors.
 - ii. No further requests and awaiting on further progress from the Auditors.
4. Board Elections: Status Update
 - a. Voting arrangements - officers decision
 - i. Change to the voting process in the context of the Pandemic
 - ii. Proxy voting will be accepted.
 - iii. Ballots are cast by proxy in advance to the secretary, copied to the ED.
 - iv. The agm itself can then vote to affirm the ballot in line with NJ legislation.
 - b. Moved (Jim), Seconded (Francois)
5. Open Apereo 2021 Status update
 - a. Call is out for volunteers for the organization of the conference
 - b. Emphasis on a creative event and not solely webinar-like focus
 - c. More help is welcome and desired
 - d. Incubation and creativity on the university level re pandemic should be reflected in the event
 - e. Tonote: Small scale project scaling into major projects and our contribution to these efforts.
6. Annual General Meeting Agenda (Draft)
 - a. Discussed the agenda and the administrative aspects for the meeting in our current context (2020 and the Pandemic)
7. Proctorio Legal Actions (Inside Higher Ed for background)

- a. Discussion about the impact and danger to academics and other professionals in the field.
 - b. The view of risk to transparency and the relationship between the education and EdTech providers.
 - c. Particular interest on the benefits of OpenSource alternatives and its open and ethical considerations.
 - d. Board to consider state the case for OpenSource and potentially the professional risk
 - e. Concepts of due diligence and data protection both in motion and at rest.
8. Membership and Fundraising: Preliminary discussion schedule for December call
 9. November Meetings
 - a. To resolve in detail via list
 10. Board membership: Departures

Items for Future Board Call/ongoing effort:

=====

Note: Article VI (7) Quorum:

“Fifty percent (50%) of the entire Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Board of Directors shall not conduct any formal actions, motions, decisions, policies or any related functions on behalf of the Foundation absent a quorum, unless specifically allowed under these Bylaws. The Directors present at a duly organized meeting of the Board of Directors may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. Less than a quorum may adjourn any meeting of the Board of Directors.” The Board currently has 10 voting directors, and two non-voting directors.

Meeting adjourned: Moved and Seconded