

# Apereo Board Meeting Minutes:

## 27 February 2020

**Officers:**

Chair: Anne-Marie Scott

Vice Chair: Lucy Appert

Treasurer: Tim Carrol

Secretary: Francois Campbell

Executive Director: Ian Dolphin

**Called to Order: 10:00 EST**

**Adjourned: 11:03 EST**

**ATTENDING**

Ian Dolphin (nv)  
Boeta Pretorious  
Lucy Appert  
Mathilde Guerin  
Jim Helwig  
Anne-Marie Scott  
Francois Campbell  
Tim Carrol (nv)  
Laura Gegler  
Thierry Koscielniak  
Laura McCord  
Salvador Pellicer  
Linda Cooper ( NV accountant )

- 1) Apologies for Absence:
  - a) No apologies. Noted absence Mathew Rascoff
- 2) Minutes of the Previous Meeting
  - a) Accuracy,
    - i) Motion to accept, Moved, Seconded and Passed

- b) Matters Arising, none specified
- 3) Financial Reports
  - a) Regular Reports (Linda will join the call at 10 minutes past the hour)
    - i) financial reports now include balance sheet by project, A/R by project, and A/P by project
      - (1) Discussing current and short term positions
      - (2) USPS issue with delivery of cheques, reissuing of the cheques is being pursued.
      - (3) Invoicing payments address has been changed to the Rehmann's office and electronic payments are being emphasised for collection.
      - (4) 1G should be changed to CAS from uPortal
      - (5) Further Corrections to be sent to the board list.
    - ii) Current reports through January 2020
      - (1) Discussed and suggestions communicated.
  - b) February indicative cash position (Linda)
    - i) Financial reports now include cash position for each project
      - (1) Presenting the financial narrative reports.
      - (2) Top-line description.
      - (3) 2020 budget based on prior year results trend, with the present board position on travel restrictions and triage this will need to be reviewed.
      - (4) Receivables due remain high.
    - ii) Current reports through 2/21/2020
  - c) Accounts Receivable Ageing Report @ 11 February (in Google Drive)
    - i) 90 days and beyond receivables are quite high and variable probability of receipt. Some of these AR's arise from checks lost in transit
  - d) Future invoicing reports (Jenn)
    - i) March-May discussed and determined follow up action.
  - e) Changes to Financial Reporting
  - f) Audit Update (Tim)
    - i) Apereo\_2018-2019\_AuditEngagmentLetter\_Signed
      - (1) Engagement written to CPA and collected reports from Raymund's, balance sheets
      - (2) All required documentation provided to the audit firm
      - (3) Audit now pending the deposit
      - (4) Finance group has moved to have the accounts audited even in light of the financial position.
- 4) Apereo sustainability: Starting a strategic conversation
  - a) From triage to strategic sustainability: Some options
    - i) Options document discussion occurred and follow up actions accepted.
- 5) Any Other Business
  - a) None

### Items for the agenda of the next Board meeting:

1. Board Elections
2. Strategic Issues Review. Which should be scheduled as priorities? Notes
3. AXIES MoU Draft (discussion via email - decision in principle no later than March 2020)
4. Welcoming policy/Code of conduct suggested addition (discuss via email and resolve by March 2020 Board meeting)
5. ED Performance Review missed for 2019 (breaking a 2 year run)
6. Reworking the Apereo Values document

### Note: Article VI (7) Quorum: 10

“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 11 voting directors

Move to adjourn: Moved, Seconded and Passed

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## Information Items

### Upcoming Events

1. Events
  - a. **Opencast Summit** 5th-7th February, Ghent Belgium. I attended the event and presented a [short keynote](#) focussed on cooperative service provision based on open source software. Around 100 attended, mainly from Northern Europe and Spain.
  - b. **ESUP Days/Apereo Paris**: Mathilde Guerin's note about the event is here <https://www.apereo.org/content/esup-days-2020-review> . A useful conversation between Opencast and POD (a lecture capture solution from French Higher Education) was brokered.

- c. **Open Apereo Planning.**
  - i. Conference program and registration now available at <https://www.apereo.org/node/4690/>
  - ii. We are working with our event planners to ensure health risks are avoided and financial risk mitigated during the COVID-19 outbreaks. WHO has issued nine page [event planner guidelines](#) which will inform the planning process. SOLAR [have issued a statement](#) on the issue for LAK 2020 - I am discussing an appropriate statement with our conference planners. The Planning Group are actively exploring forms of risk mitigation.
- d. **Ja-Sakai Conference**, March 4th. Has been cancelled, due to public health concerns in Japan following the outbreak of COVID-19 in Japan
- e. **Imagining Education as a Public Good in the Age of Surveillance** March 31st, Coventry University  
<https://www.eventbrite.co.uk/e/imagining-education-as-a-public-good-in-the-age-of-surveillance-tickets-88476923861> Organised by Anne-Marie Scott, Maren Deepwell of ALT and Laura Czerniewicz of UCT has sold out