

# Apereo Board Meeting Minutes:

## 30 January 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: 11:00 EST**

**ATTENDING**

Ian Dolphin (nv)  
Boeta Pretorious  
Lucy Appert  
Mathilde Guerin  
Jim Helwig  
Anne-Marie Scott  
Francois Campbell  
Tim Carrol (nv)  
Jeremy Rosenberg  
Laura Gegler  
Thierry Koscielniak

**Absent w/o notice:**

Laura McCord

- 1) Apologies for Absence:
  - a) Matthew Rascoff
- 2) Minutes of the last meeting
  - a) Accuracy

- i) Jim Move to approve
    - ii) Laura seconded
  - b) Matters arising not on this agenda
    - i) None
- 3) Financial Reports. Linda Cooper will join the call (Rehmann's)
  - a) Audit RFP Response
    - i) Discussed response to RFP, requirements and details.
    - ii) Decision to empower the Board Finance Group to take the required actions.
  - b) Linda Cooper led discussion around the translation of the adjustment to historic Sakai accounting agreed in November 2019 into the current cash position
    - i) Discussion of further questions and required actions proceeds.
  - c) It was suggested that the Board Finance Group consider this further..
  - d) Motion to empower finance group to determine the audit period and act accordingly.
    - i) Moved, Seconded and Carried.
- 4) Incubation Working Group
  - a) OnTask Graduation Proposal ([incubation record](#))
    - i) Cheryl Brown and Ian Dolphin, have mentored OnTask through incubation. The OnTask team has done a thorough job during the incubation process and the Incubation working group has moved to graduate OnTask from Graduation.
    - ii) Motion to graduate this project from incubation. Moved, Seconded and Carried.
  - b) EDExchange
    - i) After a lengthy hiatus from incubation we are noting a lack of communication and considering next steps.
  - c) POET
    - i) Motion to withdraw POET from the Incubation process.
    - ii) Moved, Seconded and Carried.
  - d) Incubation Process amendments for review.
    - i) Changes suggested are as follows
      - (1) Updates to introductions
      - (2) Incubation timelines
      - (3) Metrics and templates
    - ii) Urgency to publish these changes as soon as possible.
    - iii) Moves to accept the changes
      - (1) Moved, Seconded and Carried.
  - e) New IWG Members Appeal
    - i) Suggest good candidates
      - (1) Is there a description of the process and expectations required of candidates.
      - (2) It will be sent on to the open list.

- 5) Partnerships
  - a) Draft MoU with ESUP-Portail 2020
    - i) Very good meeting was held in December.
    - ii) Reviewed the MoU
    - iii) Suggest changing minuting of meeting minutes regarding a required for a less formal minuting process
    - iv) Approval
      - (1) Moved, Seconded and Carried.
  - b) Apereo/ESUP-Portail Meeting in Edinburgh, December 2019 -FYI Meeting Record DRAFT
    - i)
  - c) Draft MoU with AXIES Progress
    - i) Comments on the list will be appreciated.
    - ii) Review on list as a result of limited time
- 6) Events
  - a) Open Apereo 2020 Status
    - i) Review on list as a result of limited time
  - b) Events Diary - please add your name to those events you plan to attend
    - i) Review on list as a result of limited time
- 7) ATLAS 2020 Status
  - a) Review on list as a result of limited time
- 8) Strategic Issues Review. Which should be scheduled as priorities? **Suggest this take place by list discussion)**
  - a) Review on list as a result of limited time
- 9) Items Requested for Next Month's Agenda:
  - a) Board membership (ID)
  - b) Welcoming policy/Code of conduct addition (ID)
  - c) AXIES MoU Draft
  - d) Reworking the Apereo Values document. Checkin (ID)
  - e) Review on list as a result of limited time

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 11 voting directors.

Move to adjourn:

- Moved Jim Helwig
- Seconded Mathilde Guerin