

Apereo Board Meeting Minutes:

22 September 2021

Officers:

Chair: Anne-Marie Scott

Vice Chair: Boeta Prestorias

Treasurer: Vacant

Secretary: Francois Campbell

Interim Executive Director: Patrick Masson

Called to Order: 15:00 SAST

Adjourned: 16:01 SAST

ATTENDING

Patrick Masson (nv)

Anne-Marie Scott

Francois Campbell

Sam Lee Pan

Stuart Phillipson

Inge Donkervoort

Josh Wilson

Thierry Koscielniak

Salvador Pellicer

Laura Graves (NV) - Web For Good

Phyllis Dobbs (NV) - New Accountant

Quorum is achieved: 8

Agenda

1. Apologies for Absence:

- 1.1. Sam Lee Pan, however, was present.

2. Minutes of the August 2021 Board Call

- 2.1. Move Josh and Seconded Stuart

3. Monthly Financial Reports

- 3.1. Apereo
 - 3.1.1. Final reports from Reyhman to be parsed for the new accountants to review.
 - 3.1.2. Full record of accounting is transferred.
- 3.2. CAS
 - 3.2.1. As we are transitioning between the accountants this item will be returned to, in the next month.
- 3.3. OAE
 - 3.3.1. As we are transitioning between the accountants this item will be returned to, in the next month.
- 3.4. Opencast
 - 3.4.1. As we are transitioning between the accountants this item will be returned to, in the next month.
- 3.5. Sakai
 - 3.5.1. As we are transitioning between the accountants this item will be returned to, in the next month.
- 3.6. uPortal
 - 3.6.1. As we are transitioning between the accountants this item will be returned to, in the next month.

4. Tabled Motions

- 4.1. Motion: Approve Hallway Tech Contract, view Contract.
 - 4.1.1. Moved Francois and Seconded Josh/Thierry
- 4.2. Motion: Approve Concetra-CMS 2021 agreement for administrative services, view Agreement, view Statement of work.
 - 4.2.1. Moved and Seconded
- 4.3. Motion: Approve Commercial Umbrella Liability insurance policy and payment, view Policy.
 - 4.3.1. Discussed the measure and value of the liability insurance and its calculation.
 - 4.3.2. Insurance was renewed as a matter of urgency to ensure immediate coverage, also to ensure proper coverage required.
 - 4.3.3. Moved and Seconded

4.4. Motion: Approve Business Owners insurance policy and payment, view Policy.

4.4.1. Moved and Seconded

5. E.D. Report

5.1. Community

5.1.1. Open Apereo: 2021 Open Apereo final balance sheet.

5.1.1.1. Conference was profitable and well attended in light of the pandemic.

5.1.1.2. Discussed and follow-up activities to be confirmed

5.2. Finance

5.2.1. Accounting Services

5.2.1.1. Initiated transition from Rehmann's to Phyllis Dobbs and Laura Graves.

5.2.1.1.1. Process unpacked and the outline discussed.

5.2.2. Audit review: Scheduled review with Gary Eisenraft and Phyllis Dobbs for Thurs. 9/23.

5.2.2.1. Discussed

5.2.3. Contacts

5.2.3.1. Complete

5.2.3.1.1. Greg Logan (Opencast) in place.

5.2.3.2. In Progress

5.2.3.2.1. OAE: Rita Carvalho & Migual Laginha

5.2.4. Spending thresholds? (On-hold, Dobbs on-boarding),

5.2.4.1. Discussed and implications agreed upon.

5.3. Organizational Review:

<https://apereo.cloud.xwiki.com/xwiki/bin/view/Apereo%20Foundation/>

Any Other Business

New board member

Notes

A new version of the White Paper "**Facing the New Normal**" is [available](#). (PDF)

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, and 1 non-voting directors. The current quorum is therefore 6.

Motion to adjourn the meeting.

Move and Seconded