

Apereo Board Meeting Minutes:

24 November 2021

Officers: Chair: Anne-Marie Scott Treasurer: Vacant	Vice Chair: Boeta Pretorius Secretary: Francois Campbell
Interim Executive Director: Patrick Masson	

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

Patrick Masson (nv)
Anne-Marie Scott
Francois Campbell
Shoji Kajita
Stuart Phillipson
Inge Donkervoort
Mathilde Guerin

Quorum is achieved: 6

Agenda

1. Apologies for Absence:

- 1.1. Sam Lee Pan until January 2022
- 1.2. Thierry Koscielniak

2. Guests: None

3. Minutes of the October 2021 Board Call

- 3.1. **MOTION:** Approve September 2021 Board Minutes
 - 3.1.1. Moved and Seconded
- 3.2. **MOTION:** Approve October 2021 Board Minutes
 - 3.2.1. Moved and Seconded

4. Monthly Financial Reports

For October 2021 financials, the accounting was focused on the 2020 990s and expects to deliver financial statements on 11/23/21.

- 4.1. Apereo Foundation
- 4.2. CAS
- 4.3. OAE
- 4.4. Opencast
- 4.5. Sakai
- 4.6. uPortal

5. E.D. Report

- 5.1. Community
 - 5.1.1. Open Apereo planning
 - 5.1.1.1. Discussed and Activities enumerated
 - 5.1.2. ESUP/Apereo Conference planning
 - 5.1.2.1. EU Open Source Summit
 - 5.1.2.1.1. Discussed and challenges addressed.
 - 5.1.3. Gates Foundation Open Source Assessment Tool and Evaluation
 - 5.1.3.1. Developing a proposal and further actions to be pursued.
- 5.2. Accounting
 - 5.2.1. Accountant Report
 - 5.2.1.1. Reports to be timeously submitted henceforth.
 - 5.2.1.2. Memberships reviewed.
 - 5.2.1.3. Changes to banking details and vendor.
 - 5.2.1.4. PayPal utilisation reviewed.
 - 5.2.1.5. General state and health discussed.
 - 5.2.2. Finance Committee Governance
 - 5.2.2.1. General state and health discussed.
 - 5.2.3. Finance Committee Charter
 - 5.2.3.1. Preparing for the formal adoption in the December board call.
 - 5.2.4. Finance Committee Charter
 - 5.2.4.1. Treasurer Job Description

- 5.2.4.1.1. Refining in progress, prior to sharing with potential candidates.
- 5.3. Banking (in addition to Accountant's Report, above)
 - 5.3.1. Signatories established.
 - 5.3.1.1. Noted.
 - 5.3.2. PNC cash rewards cards requested.
 - 5.3.2.1. Accepted.
 - 5.3.3. Wise: account set up.
 - 5.3.3.1. Noted.
 - 5.3.4. PayPal: Account access requested from prior treasurer.
 - 5.3.4.1. In progress and urgency established.
- 5.4. Executive Session
 - 5.4.1. Motion, so moved and Seconded
 - 5.4.2. Exited Executive Session
- 5.5. Apereo Membership
 - 5.5.1. Institutional Memberships: Standardize membership fees, subscriptions, schedules, benefits, etc.
 - 5.5.1.1. Review of the historical memberships and the differences.
 - 5.5.1.2. Standardising and listing the criteria for membership
 - 5.5.1.3. Tiers discussed for more Institutions and subscription models.
 - 5.5.2. Affiliate Agreements: Review levels and regular schedule for renewing.
 - 5.5.2.1. Standardising the agreements, especially in terms of engaging with and funding Apereo.
 - 5.5.3. Projects and communities: Introduce Fiscal Sponsorship agreements.
 - 5.5.3.1. Unfinished business;
 - 5.5.4. General Membership: Introduce general membership (individual, organizational?).
 - 5.5.4.1. Unfinished business;
- 5.6. Business Operations
 - 5.6.1. New address
 - Hosted by EarthClass Mail
 - Apereo Foundation
 - 9450 SW Gemini Dr PMB 98572
 - Beaverton, OR 97008-7105
 - 5.6.1.1. Noted.
- 5.7. Organizational Review:
 - <https://apereo.cloud.xwiki.com/xwiki/bin/view/Apereo%20Foundation/>
 - 5.7.1. Building out documentation for each affiliated organization, i.e., Institutional Member, Commercial Affiliate, Fiscal Sponsoree, etc.
 - 5.7.1.1. Noted.

Any Other Business

1. New Board Member On-boarding

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