

# Apereo Board Meeting Minutes:

25 August 2021

**Officers:**

Chair: Anne-Marie Scott

Vice Chair: Boeta Pretorious

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

Boeta Pretorious

Shoji Kajita

Stuart Phillipson

Josh Wilson

Quorum is achieved: 6

## Agenda

1. **Apologies for Absence:**
  - 1.1. **None**
2. **Minutes of the July 2021 Board Call**
  - 2.1. **Moved and Seconded**
3. **Monthly Financial Reports - ( Overall the quality of the accountants report has proved challenging and not very helpful )**
  - 3.1. Apereo Report
    - 3.1.1. Review of the report, questions around the restricted versus unrestricted balances. Explanation given on the reasoning behind the subscriptions appearing as risk or debt
    - 3.1.2. Further requests regarding the dashboard to filter the overall status
  - 3.2. CAS Report
    - 3.2.1.
  - 3.3. OAE Report
  - 3.4. Opencast Report
  - 3.5. Sakai Report
  - 3.6. uPortal Report
  - 3.7. **Action:** OpenApereo 2021 - close out to be completed and awaiting feedback.
    - 3.7.1. AGM and New Jersey Charity Laws requiring Face to face meetings.
4. **E.D. Report**
  - 4.1. Organizational Review
    - 4.1.1. Unpacked the review process and document for boards review
  - 4.2. Community
    - 4.2.1. Events
      - 4.2.1.1. Open Apereo 2022 for consideration and urgent response.
        - 4.2.1.1.1. Open Apereo final Balance Sheet
        - 4.2.1.1.2. **Action: Finance group to conduct 2022 budget**
      - 4.2.1.2. OSI in kind sponsor
      - 4.2.1.3. OSPO++ group
  - 4.3. Operations
    - 4.3.1. Update Iron Mountain account access.
      - 4.3.1.1. Motion: Approve account access to Iron Mountain based on role within the organization, and to include: Apereo Board Chair, Apereo Board Secretary, and Apereo Executive Director.
        - 4.3.1.1.1. Updated policies and details where required.
        - 4.3.1.1.2. Moved: Francois, Seconded: Boeta
    - 4.3.2. Domestic Registered Agent (New Jersey)
      - 4.3.2.1. Updated the addresses and contacts for the registered agency.
      - 4.3.2.2. Apereo was not up to date, but has been brought into good standing with the state.

- 4.3.3. Apereo Addresses
    - 4.3.3.1. CT Corporation was purchased and thus a change in address
    - 4.3.3.2. Kevin Taylor IP holder for Apereo Marks
    - 4.3.3.3. Business Address - Correct
    - 4.3.3.4. Billing Address for Concentra - Correct
    - 4.3.3.5. Mailing Address - none
    - 4.3.3.6. Physical Domicile Address - none
    - 4.3.3.7. Remit Address - Reymans for Deposit
    - 4.3.3.8. Action: A proposal on recommendation of the addresses and by-laws.
  - 4.3.4. Update PNC Bank Account Signatories
    - 4.3.4.1. Motion: Approve updating PNC bank account signatories based on role within the organization, and to include: Apereo Accountant, Apereo Board Chair, Apereo Board Treasurer, and Apereo Executive Director.
      - 4.3.4.1.1. Moved by Stuart, seconded by Josh
  - 4.3.5. Accounting Services
    - 4.3.5.1. Motion: Approve proposal with Phyllis Dobbs for accounting services.
    - 4.3.5.2. Moved by Francois, seconded by Boeta
  - 4.3.6. Contracts
  - 4.3.7. Contractors
    - 4.3.7.1. Motion: Approve Hallway Tech Contract
      - 4.3.7.1.1. To approved via email
  - 4.3.8. Vendors
    - 4.3.8.1. Motion: Approve Concetra-CMS 2021 agreement for administrative services
      - 4.3.8.1.1. To approved via email
    - 4.3.8.2. Motion: Approve termination of services with Rehmanns by end of September 2021
      - 4.3.8.2.1. To approved via email
  - 4.3.9. Insurance Policies
    - 4.3.9.1. Motion: Approve Commercial Umbrella Liability policy and payment
      - 4.3.9.1.1. To approved via email
    - 4.3.9.2. Motion: Approve Business Owners policy and payment
      - 4.3.9.2.1. To approved via email
  - 4.3.10. Working with Finance Group to propose Spending Thresholds
    - 4.3.10.1. Discussed and noted
  - 4.3.11. Working with Finance Group to propose Fiscal Sponsorships Agreements
    - 4.3.11.1. To approved via email
- 4.4. Legal
    - 4.4.1. Staffing (Executive Session)
    - 4.4.2. Trademarks

4.5. Projects

4.5.1. CAS Status as Apereo Software Community

4.5.2. MOUs with Apereo Software Communities.

**Any Other Business**

**Notes**

**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.

Moved and Seconded