

Apereo Board Meeting Minutes:

27 October 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

Shoji Kajita

Stuart Phillipson

Inge Donkervoort

Josh Wilson

Mathilde Guerin

Salvador Pellicer

Quorum is achieved: 8

Agenda

1. Apologies for Absence:

- 1.1. Thierry Koscielniak

2. Guests:

3. Minutes of the September 2021 Board Call

3.1. Draft version to be finalised and approved via email.

4. Monthly Financial Reports

4.1. Apereo Foundation

- 4.1.1. Follow up review as transition was hampered by technical difficulties between parties

4.2. CAS

- 4.2.1. Follow up review as transition was hampered by technical difficulties between parties

4.3. OAE

- 4.3.1. Follow up review as transition was hampered by technical difficulties between parties

4.4. Opencast

- 4.4.1. Follow up review as transition was hampered by technical difficulties between parties

4.5. Sakai

- 4.5.1. Follow up review as transition was hampered by technical difficulties between parties

4.6. uPortal

- 4.6.1. Follow up review as transition was hampered by technical difficulties between parties

5. E.D. Report

5.1. Community

5.1.1. Open Apereo planning.

- 5.1.1.1. Meetings with projects to determine interest in themes and topics.
- 5.1.1.2. OpenApereo will take place.
- 5.1.1.3. Method of delivery Online/Remote. We wish to state our preference is to return to face to face conferences and community interaction as soon as safely possible

5.1.2. ESUP/Apereo Conference planning.

- 5.1.2.1. Meetings and preparation are being developed and refined.

5.1.3. Membership contacts (CiviCRM) and MOUs

5.1.3.1.

- 5.1.4. Gates Foundation Open Source Assessment Tool and Evaluation proposal.

- 5.1.4.1. Discussed and way forward follow-up discussions to occur.
- 5.1.5. Unicorn is interested in developing a CAS Working Group with Apereo support.
 - 5.1.5.1. Discussed to be unpacked and follow-up discussions to occur.
- 5.2. Finance
 - 5.2.1. Formalizing Finance Group as committee
 - 5.2.1.1. Charter (?) and Treasurer job description (?)
 - 5.2.1.1.1. Treasurer job specification to be reviewed
 - 5.2.2. Banking
 - 5.2.2.1. Account signatories
 - 5.2.2.1.1. Discussed in terms of foundation
 - 5.2.2.2. PNC credit cards.
 - 5.2.2.2.1. High rate of account.
 - 5.2.2.2.2. Changing in order to remove unused services.
 - 5.2.2.2.3.
 - 5.2.2.3. Restructure accounts for cost savings.
 - 5.2.2.3.1. As we transition between accountants, we will be reviewing accounts.
 - 5.2.2.4. Accountants recommend setting up a Wise account
 - 5.2.2.4.1. Discussed and
 - 5.2.2.5. PayPal account access?
 - 5.2.2.5.1. Reviewing accesses, ensuring security and accesses.
 - 5.2.3. Institutional Memberships
 - 5.2.3.1. Membership types and benefits, consistency and documentation.
 - 5.2.3.1.1. Discussed with a focus on streamlining as well as providing more value to members.
 - 5.2.3.2. Confirm billings from 2019.
 - 5.2.3.2.1. Discussed.
 - 5.2.3.3. Standard agreements.
 - 5.2.3.3.1. Standardise and templatised agreements.
 - 5.2.3.3.2. Business processes and documents being streamlined.
 - 5.2.3.4. Adobe EchoSign or DocSign
 - 5.2.3.4.1. Proprietary tools created.
 - 5.2.4. Audit
 - 5.2.4.1. Audit review continues. May need to be reopened.
 - 5.2.4.1.1. Discussed and response defined.
 - 5.2.4.2. Opening balances of Apereo Foundation were inaccurate.
 - 5.2.4.2.1. Discussed and response defined.
 - 5.2.4.3. Apereo Foundation revenue in 2013
 - 5.2.4.3.1. Discussed and response defined.
 - 5.2.4.4. Jasig incoming revenue.
 - 5.2.4.4.1. Discussed and response defined.
 - 5.2.4.5. Accountants reviewing 2014-2021
 - 5.2.4.5.1. Discussed and response defined.

- 5.2.5. Accounts Payable
 - 5.2.5.1. Reviewing Vendor List (in addition to Contractor List)
 - 5.2.5.1.1. Review of the investigation and results thereof for confirmation.
- 5.2.6. Accounting Services
 - 5.2.6.1. Initial estimation for the transition of accounting services was optimistic. New accountants were only able to access Quickbooks as of September 30th and full functionality for the remote hosting was not available until October 11th. Monthly financial reports prepared by accountants (received October 26th).
 - 5.2.6.1.1. Much work has been done as such, the efforts are understandable and showing the worth of the exercise.
- 5.2.7. Spending thresholds? (On-hold, Dobbs on-boarding),
 - 5.2.7.1. Not addressed in the allocated time of the meeting, unfinished business.
- 5.3. Business Operations
 - 5.3.1. Iron Mountain
 - 5.3.1.1. Business managers and accountants recommend scanning documents.
 - 5.3.1.1.1. Not addressed in the allocated time of the meeting, unfinished business.
 - 5.3.1.2. Migrate scans to document repository (XWiki)
 - 5.3.1.2.1. Not addressed in the allocated time of the meeting, unfinished business.
 - 5.3.2. New address
 - 5.3.2.1. Hosted by EarthClass Mail
Aperio Foundation
9450 SW Gemini Dr PMB 98572
Beaverton, OR 97008-7105
 - 5.3.3. Executive Session: E.D. Employment
 - 5.3.3.1. Not addressed in the allocated time of the meeting, unfinished business.
- 5.4. Organizational Review:
 - 5.4.1. Not addressed in the allocated time of the meeting, unfinished business.

Any Other Business

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