Apereo Board Meeting Minutes:

28 January 2021

**Officers:**
- Chair: Anne-Marie Scott
- Treasurer: Tim Carroll
- Vice Chair: Boeta Prestoria
- Secretary: Francois Campbell
- Executive Director: Ian Dolphin

**Called to Order:** 16:00 SAST  
**Adjourned:** 17:02 SAST

**ATTENDING**
- Ian Dolphin (nv)
- Anne-Marie Scott
- Francois Campbell
- Salvador Pellicer
- Sam Lee Pam
- Boeta Pretorious
- Shoji Kajita
- Stuart Phillipson

**Quorum is achieved:** 7
Agenda

1. Apologies for Absence: Mathilde Guerin (U La Rochelle meeting Thierry Koscielniak’s, EUNIS meetings), Matthew Rascoff (W Coast Timezone)
   a. Matthew Roscoff
   b. Tim Carroll
   c. Laura McCord
2. Minutes of the October 2020 Board Call
   a. Proposed and Seconded (Boeta, Stuart)
3. Decisions taken between Board Calls by list (to note for minutes)
   a. AXIES MoU Approved
   b. Seating Shoji Kajita as AXIES nominee on Apereo Board approved
   c. Agreed IWG proposal to transfer Shuhari to “Unsponsored Contribution” status
4. Financial Reports
   a. To Note: Audit progress.
   b. Treasurer Position - Tim Carroll willing to continue. Prop, Sec and vote required.
      i. Proposer: Francois Campbell
      ii. Seconded: Anne-Marie Scott
   c. Reports from Accountants. Linda Cooper from Rehmanns will be on the call to answer questions at ten-past the hour.
      i. Discussion on the reports
      ii. Presented by Linda Cooper from Rehmanns
      iii. Questions and answers for Linda
         1. Covid impact on funding, not much impact at this stage. We are expecting changes in the coming academic year.
         2. Formatting of narrative, queried and answered
         3. Cash flow and invoicing.
         4. A better indication of renewals will be gained within 2 to 4 months.
         5. Scenario planning and Plan B for potential funding shortfalls added to agenda’s of the financial committee and Board as a whole.
5. Strategic Foci for 2021 (conclude discussion)
   a. Actions - Priority Areas and Board Volunteers. “Talking Points” Paper. A short note on developing partnerships is also available
      i. Discussion on the material
      ii. Conference is extremely well supported by volunteer efforts
      iii. UN Sustainable development goals,
iv. Discussion on the papers
v. Discussion on products
vi. Covid is going to cast a very long shadow, what will be the impact of this on the document going forward.
vii. A question on a focus on positive reinforcement of open source versus a more realistic focus on negative feedback on Vended software.
   1. Capturing the experience.
   2. Stability of vended solutions during the pandemic versus Open Source solutions.
   3. Social Media strategy redevelopment.

viii. Partnerships
   1. Advocacy.
   2. Differentiating ourselves from other initiatives.
   3. How do we amplify our voice and those of our partners to create and sustain software supporting learning, teaching and research.

6. Elect Board Finance Group
   a. Currently
      i. Anne-Marie Scott
      ii. Jim Helwig (Board approved Jim continuing in this role)
      iii. Boeta Pretorius
      iv. Laura McCord
      v. Tim Carroll
      vi. Stuart Phillipson Volunteer
         1. Proposer: Stuart Phillipson
         2. Seconder: Francois Campbell

7. To Note. Volunteers sought:
   a. Liaison Roles (Internal): Each Software Community (NOTE 1)
      i. Apereo OAE
      ii. Bedework
      iii. CAS
      iv. ELMS Learning Network

Items for Future Board Call/ongoing effort:

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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 10 voting directors, and two non-voting directors.

Meeting adjourned: Moved (Francois) and Seconded (Anne-Marie)