

DRAFT Apereo Board Meeting Minutes:

February 23, 2022

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

Called to Order: 16:05 SAST	Adjourned: 17:02 SAST
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Attending

- Patrick Masson (nv)
- Anne-Marie Scott
- Francois Campbell
- Sam Lee Pan
- Shoji Kajita
- Inge Donkervoort
- Josh Wilson
- Mathilde Guerin
- Salvador Pellicer
- Thierry Koscielniak
- Stuart Phillipson

Absent with apologies

- None

Absent

- None

Guests

- Jim Helwig

Quorum: 10

Agenda

1. Secretary's Report

- 1.1. **MOTION:** Approve e Draft Minutes, Wednesday 26 Jan 2022
- 1.2. Moved and Seconded.

2. Treasurer's Report

- 2.1. Sakai Allocation Analysis
 - 2.1.1. Reviewing the analysis and discussing the funding models
 - 2.1.2. Results of which show a healthy balance specifically for Sakai but also for other projects.
- 2.2. Monthly Financial Reports
 - 2.2.1. Apereo
 - 2.2.1.1. Did not receive the reports and did not discuss items
 - 2.2.2. Projects
 - 2.2.2.1. Discussed, but noting the absence of the reports.

3. Chair's Report

3.1. Nominations for the position of Board Vice-Chair

- 3.1.1. Joshua Wilson Volunteered
 - 3.1.1.1. All in favor.

4. E.D. Report

- 4.1. Leadership
 - 4.1.1. Highlighting the change in title but functions remain.
- 4.2. Operational Planning and Management
 - 4.2.1. Website migration and platform (Drupal & CiviCRM) integration
 - 4.2.1.1. 2019 Spherical Cow Proposal
 - 4.2.1.1.1. Overview of the historical documentation and discussion of the proposal.
 - 4.2.2. Open Apereo 22, Call for Proposals
 - 4.2.2.1. Discussion of the agenda, focus of the conference is external for this year.

- 4.2.2.2. Execution is moving forward as planned
- 4.3. Constituent Communities and Programs
 - 4.3.1. Brandeis Open Source Technology Management (based on OSI agreement)
 - 4.3.1.1. Good strategic match.
 - 4.3.1.2. A resource for campuses to reinforce and support Open Source.
 - 4.3.1.3. A good opportunity to tap into campuses and communities
 - 4.3.1.4. Could potentially build affinity with faculty.
 - 4.3.2. Apereo & Educause Openness CG Meet-ups
 - 4.3.2.1. First meet-up is planned for Mid-March
 - 4.3.2.2. Goal is to increase engagement between the foundation's and Educause through a variety of activities with the Openness Constituent Group.
 - 4.3.3. Nominations for OSI Board
 - 4.3.3.1. Duplicated and will be covered in 4.6.2
- 4.4. Human resources planning and management
 - 4.4.1. Unanimous Written Consent of Directors
 - 4.4.1.1. Completed and Patrick Masson officially placed as General Manager.
 - 4.4.1.2. Further discussions on the way forward with regard to the title and remaining compliant to our by-laws.
 - 4.4.2. GM Professional Services Agreement
 - 4.4.2.1. Discussed and further steps to be taken
 - 4.4.3. REDLINE - GM Professional Services Agreement
 - 4.4.3.1. Discussed and further steps to be taken
- 4.5. Financial Planning and Management
 - 4.5.1. Recommendations for Apereo Board Treasurer
 - 4.5.1.1. A list of contacts have been shortlisted.
 - 4.5.1.2. Will move forward with sharing pertinent information with the candidates.
- 4.6. Community Relations and Advocacy
 - 4.6.1. Gates Foundation Grant and Budget
 - 4.6.1.1. Proceeding to the next phase.
 - 4.6.1.2. Information is being gathered and we are aware that we need to ensure that it is in alignment with our values.
 - 4.6.1.3. Positive and excited to contribute and potential outcomes.
 - 4.6.2. Nominations for OSI Board of Directors
 - 4.6.2.1. Discussed.
- 4.7. Risk management

Other Business

Seating of the finance committee to be finalized in the next board meeting.

Motion to adjourn the meeting.

- Move and Seconded

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.