

# Apereo Board Meeting Minutes:

March 23, 2022

<b>Officers:</b> Chair: Anne-Marie Scott Treasurer: Vacant	Vice Chair: Josh Wilson Secretary: Francois Campbell
Interim Executive Director: Patrick Masson	

<b>Called to Order: 16:00 SAST</b>	<b>Adjourned: 17:03 SAST</b>
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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
- Stuart Phillipson

## Absent with apologies

- None

## Absent

- Thierry Koscielniak

## Guests

- None

## Quorum: 9

## Agenda

### 1. Secretary's Report

- 1.1. Minutes of the February 2022 Board Call
- 1.2. **MOTION:** Approve, Moved by Josh and Seconded by Inge

### 2. Treasurer's Report

- 2.1. Monthly Financial Reports
  - 2.1.1. Apereo
    - 2.1.1.1. Due to a health emergency our accountant has not been able to generate our reports. Payments and general operational needs are being cared for, however does not have capacity to generate the required report at this time.1
  - 2.1.2. Projects
    - 2.1.2.1. Discussion to take place in item 4.2.1

### 3. Chair's Report

#### 3.1. None at this time

### 4. G.M. Report

- 4.1. Leadership
  - 4.1.1. Refocus on transition goals
    - 4.1.1.1. Apereo Foundation: Organizational Review
      - 4.1.1.1.1. Review and assessment have been drafted. The review was unpacked and next steps outlined.
    - 4.1.1.2. Permanent Executive Director
      - 4.1.1.2.1. Onboarding time (e.g., payroll)
        - 4.1.1.2.1.1. Timeline discussed and process established.
        - 4.1.1.2.1.2. Payroll and selection to be processed via email and confirmed in April 2022.
  - 4.1.2. Board elections
    - 4.1.2.1. Call for nominations. (April 1)
      - 4.1.2.1.1. Guidance on prior practice and sought.
    - 4.1.2.2. Deadline for nomination submissions April 29?).
      - 4.1.2.2.1. Guidance on prior practice and sought.
    - 4.1.2.3. Voting takes place at Open Apereo? Process?

- 4.1.2.3.1. Traditionally yes, further discussed and clarified.
- 4.2. Operational Planning and Management
  - 4.2.1. Sakai Allocation Analysis (see emailed version)
    - 4.2.1.1. Review by Finance Committee
      - 4.2.1.1.1. Agreed on reallocation approach, process, and funding.
        - 4.2.1.1.1.1. Summarized and reallocation process unpacked with a focus on accuracy.
        - 4.2.1.1.1.2. Outlined remaining steps
      - 4.2.1.1.2. Further review underway.
        - 4.2.1.1.2.1. Discussed.
    - 4.2.2. Website migration and platform (Drupal & CiviCRM) integration
      - 4.2.2.1. 2019 Spherical Cow Proposal
        - 4.2.2.1.1. The end of life for Drupal has been extended and this changes our objective from a migration to that of a refresh and archival strategy.
  - 4.3. Constituent Communities and Programs
    - 4.3.1. Re-launch of Incubation Working Group
      - 4.3.1.1. Membership and community outreach approach was discussed and how to best support Apereo, Higher Ed and Open Source Communities.
    - 4.3.2. OSI Board elections
      - 4.3.2.1. Congratulations to the the candidates who were elected: [ Josh Berkus, Amanda Brock ]
  - 4.4. Human resources planning and management
    - 4.4.1. Discussed and board given an overview of the landscape
  - 4.5. Financial Planning and Management
    - 4.5.1. Finance Committee and Treasurer
      - 4.5.1.1. Three replies with interest
        - 4.5.1.1.1. Promising candidates and process being discussed.
      - 4.5.1.2. Volunteer vs. compensated
        - 4.5.1.2.1. Common practices and standards in the Non-profit arena to be reviewed and shared with the board for a decision.
  - 4.6. Community Relations and Advocacy
    - 4.6.1. Open Apereo
      - 4.6.1.1. CFP closed
        - 4.6.1.1.1. Responses and progress summarized.
      - 4.6.1.2. Naming OA awards in honor of Ian Dolphin
        - 4.6.1.2.1. We appreciate the committee's suggestion and concur.
      - 4.6.1.3. Recognizing ED during OA?
        - 4.6.1.3.1. Agree in principle, the committee to develop a plan.
    - 4.6.2. Gates Foundation
      - 4.6.2.1. Grant under development

4.6.2.1.1. Proceeding well.

4.6.2.2. Reaching out to dedicated “grant writer” with previous Gates experience.

4.6.2.2.1. Interactions have occurred and been pleasant and efficient.

4.7. Risk management

4.7.1. Not discussed

### **Other Business**

- New Board member on-boarding introduced and will be reviewed via email.

### **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.