

Apereo Board Meeting Minutes:

23 November 2022

Officers:

- Chair: Anne-Marie Scott
- Vice Chair: Josh Wilson
- Secretary: Francois Campbell
- Treasurer: Theresa Rowe
- Interim General Manager: Patrick Masson

Attending

- Francois Campbell
- Inge Donkervoort
- Clint Lalonde
- Patrick Masson
- Sam Lee Pan
- Salvador Pellicer
- Stuart Phillipson
- Theresa Rowe
- Wes Turner
- Josh Wilson

Absent with apologies

- None

Absent

- Thierry Koscielniak
- Shoji Kajita
- Anne-Marie Scott

Guests

- None

Quorum: 8

Called to Order: 16:00 SAST

Adjourned: 16:59 SAST

Agenda:

1. Secretary's Report

- a. Minutes of the October 2022 Board Meeting
 - i. **MOTION (Moved: Josh, Second: Clint)** to approve minutes of the October 2022 Apereo Board of Directors meeting minutes.

2. Treasurer's report

- a. October Finance Committee meeting minutes.
 - i. Shared with board for review
- b. October 2022 Financial Reports
 - i. Financial performance
 - 1. Cash up ~\$60K. Received several payments from long-outstanding accounts, including the University of Manchester at \$44K and Nagoya University at \$1,5K, and Brigham Young at \$5K
 - a. Positive development, emphasis raised on the future projections and priority within the strategy.
 - ii. Projects: In general, projects have expressed gratitude for Apereo's accounting activities to review financials and update reporting. Each expressed interest in working more closely with Apereo and our accounting team.
 - 1. Sakai
 - a. The deficit reduced \$89K to (\$325K) via correcting 2011-2015 3-year subscription revenue allocations.
 - i. Noted
 - b. Holding online conference this month ~ 200 attendees
 - i. Noted
 - 2. Bedework
 - a. Met 10/26/22
 - i. Noted
 - b. Discussed shifting ongoing expenses to Apereo and finding fundraising opportunities to fund a developer/maintainer
 - i. Noted

3. OAE deficit
 - a. Deficit of (\$34K)
 - i. Noted
 - b. The project is inactive, and no plan to restart fundraising unless we find developers.
 - i. Noted
 4. Opencast
 - a. Met 10/31/22
 - i. Noted
 - b. Opencast PMC is working to confirm adjusted finances.
 - i. Noted
 5. uPortal
 - a. Working with Concentra on an upcoming conference in Las Vegas (contract for the venue, registrations via Civi, etc.)
 - i. Noted
 6. Xerte deficit
 - a. Deficit of \$832 - discuss fundraising in future
 - i. Noted
- c. Apereo Foundation 2021 Internal Revenue Service Non-Profit Organization Tax Return, Form 990 filed 11/15/2022.
- i. Highlights
 1. Revenue outpaced expenses, with net asset balance increasing. Both are important signals of financial health.
 - a. To be reviewed and comments required prior to December 2022. Amended returns are allowed, however we are aiming for quality and transparency.
 2. Program service spending highlights our fiscal sponsorship program and advocacy and outreach program.
 - a. Noted
 3. Returns include a variety of operational standards that can be used to identify best practices and transparency within Apereo.
 - a. Noted
 4. Apereo programs, general operations, and fundraising costs, as a percentage of total expenses, are, respectively, 71%, 20%, and 9%. These are in line with recommendations from watchdog organizations like Charity Navigator.

- a. Noted and unpacked.

Josh and fellow board members, convey their appreciation and gratitude to the work that the finance committee and Phillus Dobs in particular have committed to accomplish so much in a short time.

- d. Accounting working to set up Apereo as a foreign corporation in New York state.
 - i. Zenifits has highlighted a requirement for a reconfiguration to the corporation, this is due to United States of America's individual states rules.
- e. Introducing a risk register?
 - i. Should be tied into strategy
 - 1. Emphasized
 - ii. Should be actionable risk
 - 1. Emphasized
 - iii. Should be measurable
 - 1. Emphasized
 - iv. Areas of risk: suggest focusing on “real” risks and time-frames for measuring risks (discovering and responding).
 - 1. Cash on hand
 - 2. Membership status
 - 3. 90 day delinquent
 - 4. Others?
 - 5. Include this discussion in strategy discussions?
 - 6. Do quarterly review on the board meeting?
 - v. Platform to collaborate
 - 1. Spreadsheet?
 - 2. Example: <https://pm-training.net/risk-register-template/>

Discussed and to be reviewed.

- f. October 2022 Finance Committee meeting minutes

3. Chair's report

- a. Strategy/Board retreat working document.
 - i. Presented and discussed.
 - ii. Structure and purpose reiterated
 - iii. Questions around logistics

- iv. Goals development as well as scope being raised as desired outcomes.
- v. Support and services for our communities as well as stakeholders.
- vi. Target date discussions and planning.
- b. December Board meeting, arrangements to move it forward.

4. GM report

(Weekly notes)

- a. Operational Planning and Management
 - i. Website migration is underway.
 - 1. Working group was formed. Led by Michelle Hall.
 - a. Thank you Michelle, noted.
 - ii. Apereo Annual Calendar
 - 1. Noted
- b. Constituent Communities and Programs
 - i. AXIES Conference, Sendai, Japan confirmed. Dec. 13 - 15.
 - 1. Great to meet with this community and priority to strengthen relationships.
- c. Human resources planning and management
 - i. Zenefits
 - 1. Federal tax registration renewed
 - a. Noted
 - 2. Registration submitted for payroll taxes in New York. Once New York ID is generated, an offer may be made for a new Executive Director.
 - a. Noted
 - 3. Set up worker's compensation insurance and disability and paid family insurance
 - a. noted
- d. Financial Planning and Management
 - i. **MOTION** (Proposed: Francois , seconded: Wes) to approve the 2023 website service and maintenance contract with Spherical Cow.
 - 1. Discussed,reviewed moved and approved
 - ii. **MOTION** (Proposed: Stuart , Seconded: inge) to approve the website redesign and update contract with Spherical Cow.
 - 1. Discussed,reviewed moved and approved

- iii. Developing service catalog and costs
 - 1. Review of 2020 & 2021 spending to inform the potential development of a service catalog, costs for the delivery, and prospective recipients.
 - a. Discussed and questions requested.
- e. Community Relations and Advocacy
 - i. Participated in Bill and Melinda Gates panel on open source practices.
 - 1. Discussed
- f. Risk Management.
 - i. Risk Register template created.
 - 1. See Apereo Board Parking Lot (below)
 - ii. Patrick reminded board members of the need to read the conflict of interest policy; return the declaration of conflict of interest to Patrick.
 - iii. These forms need to be included with USA tax form 990. Hasn't been done in recent years.
 - iv. Thank you Anne-Marie, Josh, Francois, Mathilde, Theresa, and Wes
- 5. Other business
 - a. None
- 6. Move to adjourn.
 - a. Propose: Wes , Seconded: Stuart