

Apereo Board Meeting Minutes:

24 August 2022

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

Called to Order: 15:05 SAST	Adjourned: 16:01 SAST
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Attending

- Thierry Koscielniak
- Clint Lalonde
- Mathilde Guerin
- Salvador Pellicer
- Stuart Phillipson
- Josh Wilson
- Wes Turner
- Theresa Rowe (NV)
- Patrick Masson (NV)
- Anne-Marie Scott
- Shoji Kajita
- Francois Campbell

Absent with apologies

- Inge Donkervoort
- Sam Lee Pan

Absent

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Guests

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Quorum: 10

Agenda:

1. Secretary's Report

- 1.1. Minutes of the July 2022 Board Meeting
- 1.2. **MOTION:** Minutes approved. Moved Clint, seconded Josh.

2. Treasurer's Report

- 2.1. July 2022 Financial Reports (Directory of all files)

The following reports include:

- Revenue and expense re-allocations through 2012 (Board resolutions, May 2022 and June 2022)
 - All project statements are accurate as a result of efforts and audit.
 - Alignment and reclassification of Executive Director compensation (Board resolution, June 2022)
 - All project statements are accurate as a result of efforts and audit.
 - While deferred revenue or "unearned revenue" (dating from 12/28/2012) is not included, total figures as provided are accurate.
 - Questions surrounding uncollectible AR, proposals made.
 - Commendation to Treasurer for resolving historical challenges.
- 2.1.1. Apereo Foundation (MS Excel/xlsx File)
 - 2.1.1.1. Discussed, with questions and specific actions proposed.
 - 2.1.2. Bedework (MS Excel/xlsx File)
 - 2.1.2.1. Discussed, with questions and specific actions proposed.
 - 2.1.3. CAS (MS Excel/xlsx File)
 - 2.1.3.1. Discussed, with questions and specific actions proposed.
 - 2.1.4. OAE (MS Excel/xlsx File)
 - 2.1.4.1. Discussed, with questions and specific actions proposed.

- 2.1.5. Opencast (MS Excel/xlsx File)
 - 2.1.5.1. Discussed, with questions and specific actions proposed.
- 2.1.6. Sakai (MS Excel/xlsx File)
 - 2.1.6.1. Discussed, with questions and specific actions proposed.
- 2.1.7. uPortal (MS Excel/xlsx File)
 - 2.1.7.1. Discussed, with questions and specific actions proposed.
- 2.1.8. Xerte (MS Excel/xlsx File)
 - 2.1.8.1. Discussed, with questions and specific actions proposed.
- 2.2. Finance Committee Minutes
 - 2.2.1. Apereo Fellows Tracking Sheet
 - 2.2.1.1. Discussed the outcome of the investigation.
 - 2.2.1.2. Discussed the steps required to rectify the grants.
 - 2.2.1.3. Sensitive to honoring our obligations both legal or ethical, of which there are none.
 - 2.2.1.4. A motion will be required for the next board meeting

3. Chair's Report

3.1. None at this time.

4. G.M. Report

(Weekly notes)

- 4.1. Operational Planning and Management
 - 4.1.1.1. Discussed the plan and the revisions which have been discussed.
- 4.1.2. Draft Annual Report
 - 4.1.2.1. Awaiting complete financials.
 - 4.1.2.1.1. Discussed the report, its intent and legal requirements.
- 4.2. Constituent Communities and Programs
 - 4.2.1. Sharing Annual Report to project communities for feedback.
 - 4.2.1.1. Desire and objectives for this action were discussed.
 - 4.2.1.2. Further development in the direction of membership and communities involvement and growth.
 - 4.2.1.3. Further feedback requested by the IGM
 - 4.2.1.4. Future actions outlined for future board meetings to focus on strategy.
 - 4.2.2. [Summer newsletter](#) was published.
 - 4.2.2.1. Successful migration to CiviCRM
 - 4.2.2.1.1. Commitment to Open Source support
 - 4.2.2.1.2. Process went well
 - 4.2.2.2. Thank you Michelle Hall and Lucy Appert
 - 4.2.2.2.1. Noted with thanks
- 4.3. Human resources planning and management
 - 4.3.1. Received quote for Zenefits payroll and human resources platform. Will implement after Phyllis returns from vacation in early September

- 4.3.1.1. Discussed.
 - 4.4. Financial Planning and Management
 - 4.4.1. Strategy and board retreat discussed.
 - 4.5. Community Relations and Advocacy
 - 4.5.1. Participated in the WCCE 2022 ([view presentation](#))
 - 4.5.1.1. Highlights shared.
 - 4.5.2. Reached out to Campus Technology Magazine to create an open source resource guide.
 - 4.5.2.1. An exciting opportunity, good synthesis of purpose.
 - 4.6. Risk management
 - 4.6.1. Reminder, Board Directors should *read* Apereo's conflict of interest, *complete* their declarations, *sign*, and *return* to Apereo GM ([download here](#)).
 - 4.6.1.1. Reminded and confirmed
 - 5. Other Business
 - 5.1. None
- Motion to adjourn the meeting.
- Moved and Seconded (9:58 am ET)
 - Moved Francois, Seconded Stuart.

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.